

Filing Fee: \$50.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is New York Yacht Club Regatta Association, Inc.
2. It is incorporated under the laws of State of New York
3. The date of its incorporation is August 24, 2010
4. The address of its principal office in the state or country under the laws of which it is incorporated is:
37 West 44th Street, New York, NY 10036-6643
5. The address of its proposed registered office in Rhode Island is 38 Bellevue Avenue
(Street Address, not P.O. Box)
Newport, RI 02840 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is Steven M. McInnis, Esq.
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
to promote amateur sailing competition by conducting regional, national and international regattas and
races, providing training, conducting conferences and meetings, and providing grants and services in
furtherance thereof, and to solicit, collect and expend funds for such purpose; provided that nothing herein
shall authorize the Corporation to operate or maintain a library, museum, historical society or own or hold
collections, or to engage in or have included among its programs any of the activities mentioned in
Section 404(a) through (w) of the Not-for-Profit Corporation Law of the State of New York.

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7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	Mason R. Chrisman (A)	145 Cooper River Drive, Mount Pleasant, SC 29464
Director	Kenneth P. Urban (A)	5A Beacon Hill Road, Newport, RI 02840
Director	Steven A. Wolff (A)	17 Paulding Street, Fairfield, CT 06824
President	James F. Wilson	900 Third Avenue, 33rd Fl., New York, NY 10022
Vice President	Steven A. Wolff	17 Paulding Street, Fairfield, CT 06824
Treasurer	Kenneth P. Urban	5A Beacon Hill Road, Newport, RI 02840
Secretary	Mason R. Chrisman	145 Cooper River Drive, Mount Pleasant, SC 29464

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

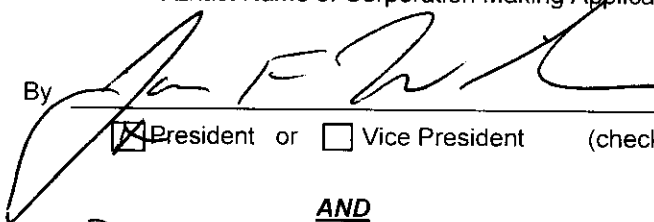
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: April 5, 2011

New York Yacht Club Regatta Association, Inc.

Print Exact Name of Corporation Making Application

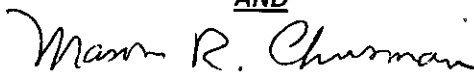
By



☒ President or ☐ Vice President (check one)

AND

By



☒ Secretary or ☐ Assistant Secretary (check one)

NEW YORK YACHT CLUB REGATTA ASSOCIATION, INC.

Continuation Sheet _____

DIRECTORS:

James F. Wilson (A)
900 Third Avenue, 33rd Fl.
New York, NY 10022

Colin Gordon (B)
57 Chimney Corner Circle
Guilford, CT 06437

Philip Lotz (B)
98 Dogwood Lane
New Canaan, CT 06840

(A) - Class A Directors are elected by the NYYCRA Board of Directors

(B) - Class B Directors are appointed by the NYYC

The Vice Commodore, New York Yacht Club, is an ex officio non-voting director of NYYCRA.

OFFICERS:

Vice President – Sailing
Philip Lotz
98 Dogwood Lane
New Canaan, CT 06840

Vice President - Sponsorships
Thomas M. Cagnina
420 East 61st Street, #35D
New York, NY 10065-8779

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on February 11, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

100824000597

CERTIFICATE OF INCORPORATION**OF****NEW YORK YACHT CLUB REGATTA ASSOCIATION, INC.**

Under Section 402 of the Not-For-Profit Corporation Law

1. The name of the corporation is the New York Yacht Club Regatta Association, Inc. (the "Corporation").
2. The Corporation is a corporation as defined in sub-paragraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law and shall be a Type A corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The purpose for which the Corporation is formed is to promote amateur sailing competition by conducting regional, national and international regattas and races, providing training, conducting conferences and meetings, and providing grants and services in furtherance thereof, and to solicit, collect and expend funds for such purpose; provided that nothing herein shall authorize the Corporation to operate or maintain a library, museum, historical society or own or hold collections, or to engage in or have included among its programs any of the activities mentioned in Section 404(a) through (w) of the Not-for-Profit Corporation Law.
4. In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.
5. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.
6. The private property of the incorporator, directors and officers of the Corporation shall not be subject to the payment of debts of the Corporation to any extent whatever.
7. (a) Notwithstanding anything herein to the contrary, the Corporation is formed and shall be operated exclusively for purposes described in section 501(c)(4) of the Internal Revenue Code. For the purposes of this Certificate, references to provisions of the "Code" shall be deemed to be to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any future federal tax code.

100824000597

(b) In any taxable year in which the Corporation is subject to section 4858 of the Code, the managers of the Corporation shall not engage in any transaction that would constitute an excess benefit transaction described in that section.

8. The office of the Corporation is to be located in the County of New York within the State of New York.

9. The names and addresses of the persons constituting the initial Board of Directors of the Corporation, each of whom is a natural person over the age of eighteen, are as follows:

<u>Name</u>	<u>Address</u>	<u>Class</u>
Mason R. Chrisman	145 Cooper River Drive Mount Pleasant, SC 29464	A
Kenneth P. Urban	5A Beacon Hill Road Newport, RI 02840	A
James F. Wilson	Carl Marks Strategic Investors 900 Third Avenue, 33 rd Floor New York, NY 10022-4775	A
Steven A. Wolff	17 Paulding Street Fairfield, CT 06824	A
John M. Mendez	580 Shore Acres Drive Mamaroneck, NY 10543	B
A. Rives Potts, Jr.	66 Ingham Hill Road Essex, CT 06426	B

10. The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is:

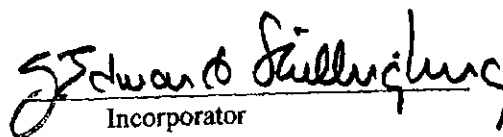
The Corporation
37 West 44th Street
New York, NY 10036-6643

11. In the event of dissolution, all of the assets and properties of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed to one or more organizations exempt under section 501(c)(3) or (4) of the Code having purposes similar to those of the Corporation, subject to Article 10 of the Not-for-Profit Corporation Law.

12. Nothing in this Certificate of Incorporation shall limit the authority of the Board of Directors of the Corporation to alter or amend this Certificate of Incorporation, provided that no such alteration or amendment may be effected unless a majority of the directors of the

Corporation shall vote therefor, and such amendment is approved as provided in Sections 802 and 804 of the Not-for-Profit Corporation Law.

J. Edward Shillingburg
P. O. Box 3032
Shelter Island Heights, NY 11965


Incorporator

August 24, 2010.

100824000 597

CERTIFICATE OF INCORPORATION

OF

NEW YORK YACHT CLUB REGATTA ASSOCIATION, INC

Under Section 402 of the Not-For-Profit Corporation Law

Filed by:

J. Edward Shillingburg, Esq.
Law Office of J. Edward Shillingburg
P. O. Box 3032
Shelter Island Heights, NY 11965-3032
(631) 749-2616

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 24 2010

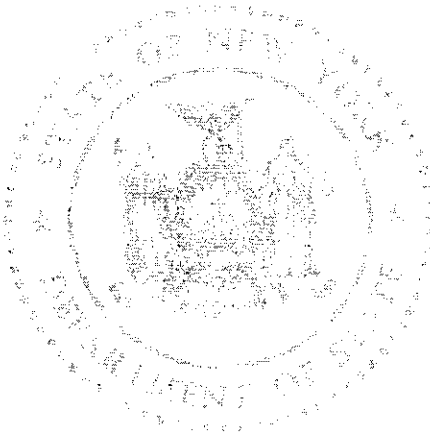
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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of NEW YORK YACHT CLUB REGATTA ASSOCIATION, INC. was filed on 08/24/2010, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 10th day of February two
thousand and eleven.*

A handwritten signature in black ink, appearing to read "Neil F. ...", is written over a faint circular stamp.

First Deputy Secretary of State



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

