

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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:

- The name of the corporation is Fedcap Rehabilitation Services, Inc.
- It is incorporated under the laws of State of New York
- The date of its incorporation is 05/21/1937
- The address of its principal office is 211 West 14th Street, New York, NY 10011
- The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Total Facilities Management, Custodial, Culinary and Security Services

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

	<u>Name</u>	<u>Address</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____
President	Christine McMahon	211 West 14th Street, New York, NY 10011
Vice President	_____	_____
Treasurer	Michael Kurtz	211 West 14th Street, New York, NY 10011
Secretary	_____	_____

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, I 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: 11/6/12

Fedcap Rehabilitation Services, Inc.

 Print Exact Name of Corporation Making Application

Michael Kurtz CFO

 Signature of President or Vice President (check one)

Michael Kurtz

 Signature of Secretary or Assistant Secretary (check one)

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of FEDCAP REHABILITATION SERVICES, INC. was filed on 05/21/1937, under the name of FEDERATION OF CRIPPLED AND DISABLED, INC., 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.

A Certificate of Amendment FEDERATION OF CRIPPLED AND DISABLED, INC., changing its name to FEDERATION OF THE HANDICAPPED INC., was filed 05/27/1946.

A Certificate of Amendment FEDERATION OF THE HANDICAPPED INC., changing its name to FEDCAP REHABILITATION SERVICES, INC., was filed 12/03/1992.



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

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

First Deputy Secretary of State

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The University of the State of New York
Education Department



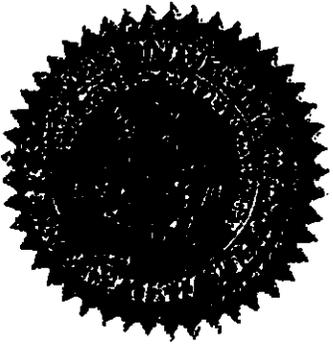
STATE OF NEW YORK :
: ss.:
COUNTY OF ALBANY :

Pursuant to the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the restatement and amendment of the text of the certificate of incorporation of **FEDERATION OF THE HANDICAPPED, INC.**, as set forth in the annexed restated and amended certificate of incorporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 1st day of December, 1992.



Thomas Sobol
Commissioner of Education

By: *Richard L. Nabozny*
Richard L. Nabozny
Senior Attorney

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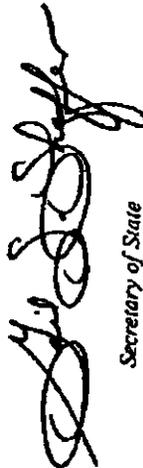
State of New York }
Department of State }
SE:

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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

DEC - 3 1992

Witness my hand and seal of the Department of State on


Secretary of State

This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.



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RESTATED CERTIFICATE OF INCORPORATION PH H

OF

FEDERATION OF THE HANDICAPPED, INC.

UNDER SECTION 805 OF THE NOT-FOR-PROFIT CORPORATION LAW

FIRST: The name of the corporation is Federation of the Handicapped, Inc. The name under which the corporation was formed is Federation of Crippled and Disabled, Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on May 21, 1937.

THIRD: The corporation was formed under the Membership Corporations Law.

FOURTH: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The corporation is a Type B corporation under section 201 of the Not-for-Profit Corporation Law.

SIXTH: The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The Post Office address to which the Secretary shall mail a copy of any process against the corporation served him is:

Fedcap Rehabilitation Services, Inc.
211 West 14th Street
New York, New York 10011

SEVENTH: The amendments of the certificate of incorporation of the corporation effected by this restated certificate are to change the name of the corporation, to update the language of the corporate purposes while retaining the substance of the corporate purposes and to clarify certain other matters, for example, to make explicit the corporation's compliance with Section 501(c)(3) of the Internal Revenue Code of 1986 and the corporation's lack of members.

EIGHTH: To accomplish the foregoing amendments, Articles 1 and 2 of the certificate of incorporation of the corporation, relating to the corporate name and corporate purposes, are

hereby amended to read as set forth in the same numbered article(s) of the certificate of incorporation of the corporation as hereinafter restated and new Articles of the certificate of incorporation, relating to compliance with Section 501(c)(3) of the Internal Revenue Code of 1986 and to members, are added as set forth in Articles 3 and 10 of the certificate of incorporation of the corporation as hereinafter restated.

NINTH: The restatement of the certificate of incorporation of the corporation herein provided for was authorized at a meeting of the Board of Directors on September 17, 1992 at which a quorum was present, by the vote of a majority of the entire Board of Directors, the corporation having no members entitled to vote on said restatement.

TENTH: The text of the certificate of incorporation of the corporation is hereby restated as amended or changed herein to read as follows:

FIRST: The name of this corporation is Fedcap Rehabilitation Services, Inc.

SECOND: The purpose for which it is formed shall be the rehabilitation of individuals with disabilities and/or disadvantages without regard to race, color, creed, national origin, age, disability, sex or sexual orientation.

The corporation's services shall help to give the consumers vocational tools, adjustment skills and the ability to acquire financial and social independence and self-sufficiency.

In pursuit of these objectives, the corporation cooperates with other recognized organizations having similar purposes and may engage in, but shall not be limited to, the following activities:

- (a) Provide individuals with disabilities and/or disadvantages with systematic training in various vocations suitable to their disabilities and disadvantages.
- (b) Assist such persons in obtaining satisfactory employment.

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- (c) Maintain and engage in such work projects as will afford gainful employment.
- (d) Provide a range of other services including evaluation, pre-vocational, counseling and case management.
- (e) Make available staff and facilities to support these services and other activities.
- (f) Acquire by deed, devise, bequest, gift, purchase, lease, hire, or otherwise real and personal property or any interest therein, and to hold, manage, improve, invest, reinvest, sell, lease mortgage, pledge or otherwise dispose of the same.

In furtherance of its not-for-profit corporate purposes, the corporation shall have all of the powers conferred upon corporations organized under the New York Not-for-Profit Corporation Law subject to any limitations thereof contained in this Certificate of Incorporation or in the laws of the State of New York.

THIRD: Notwithstanding the foregoing, no substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation and no part of its activities will entail the participation or intervention in any political campaign by any means, including the publication or distribution of statements on behalf (or in opposition to) of any candidate for public office, nor will the Corporation engage in any activity which would, in the opinion of the directors, jeopardize an exemption from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended (the "Code").

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed as the Board of Directors determines to another organization or organizations exempt under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to any requisite approval and/or jurisdiction of the Supreme Court of the State of New York.

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax law.

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more exempt purposes specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

FOURTH: The territory in which the operations of the corporation are to be principally conducted is the United States of America, and its territories and possessions, but the operations of the corporation shall not be limited to such territory.

FIFTH: The principal office of the corporation shall be located in the ~~_____~~ County and State of New York.

SIXTH: The number of Directors of this corporation shall be not less than five nor more than twenty-one.

SEVENTH: The corporation is a corporation as defined in Section 102(a)(5) of the Not-For-Profit Corporation Law.

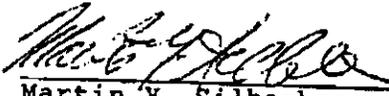
EIGHTH: The corporation shall hereafter be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

NINTH: The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The Post Office address to which the Secretary shall mail a copy of any process against the corporation served him is:

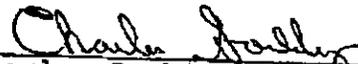
Fedcap Rehabilitation Services, Inc.
211 West 14th Street
New York, New York 10011

TENTH: The corporation shall have no members pursuant to section 601(a) of the Not-For-Profit Corporation Law. Any membership previously extended in the corporation is hereby terminated."

IN WITNESS WHEREOF, we have subscribed this document on September 17, 1992 and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined and are true and correct.



Martin Y. Silberberg, President



Charles Goulding, Secretary

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RESTATED CERTIFICATE OF INCORPORATION

OF

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FEDERATION OF THE HANDICAPPED, INC.

Under Section 805 of the Not-for-Profit Corporation Law

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Parke, Chapin Flattau & Klimpl
1211 Avenue of the Americas, 19th fl.
New York, New York 10036

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 03 1992
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BY: *Cyc*
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UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS
IN LIEU OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS
OF
FEDERATION OF THE HANDICAPPED, INC.

The undersigned, being all of the directors of Federation of the Handicapped, Inc., do hereby give our written consent to the adoption of the following resolution without a meeting of the Board of Directors:

Resolved that the By-Laws of the Federation are amended to read as follows:

BY-LAWS

of the

FEDCAP REHABILITATION SERVICES, INC.

June 9, 1992

ARTICLE I

Introductory

SECTION 1. All provisions in any prior By-Laws are hereby repealed.

SECTION 2. The following are hereby adopted as the By-Laws of this not-for-profit Corporation, subject to amendment, alteration and revision as herein or by law provided.

SECTION 3. The name of the Corporation is Fedcap Rehabilitation Services, Inc., hereinafter referred to as Fedcap.

ARTICLE II

Purposes

SECTION 4. The primary objective of Fedcap shall be the

Page 2.

rehabilitation of individuals with disabilities and/or disadvantages without regard to race, color, creed, national origin, age, disability, sex or sexual orientation.

Fedcap services help to give the consumers vocational tools, adjustment skills and the ability to acquire financial and social independence and self-sufficiency.

In pursuit of these objectives, Fedcap cooperates with other recognized organizations having similar purposes and may engage in, but shall not be limited to the following activities:

- a. Provide individuals with disabilities and/or disadvantages with systematic training in various vocations suitable to their abilities.
- b. Assist such persons in obtaining satisfactory employment.
- c. Maintain and engage in such work projects as will afford gainful employment.
- d. Provide a range of other services including evaluation, counseling and case management.
- e. Make available to such persons staff and facilities to support their social or other activities.
- f. Acquire by deed, devise, bequest, gift, purchase, lease, hire, or otherwise real and personal property

Page 3.

or any interest therein, and to hold, manage, improve, invest, reinvest, sell, lease, mortgage, pledge or otherwise dispose of the same.

ARTICLE III

Affiliated Organizations

SECTION 5. Affiliated with Fedcap are social, peer support and group work organizations approved by the Board of Directors. Staff and facilities are provided at the discretion of the Board. These affiliates are governed by by-laws established by the affiliates with the approval of the Board.

ARTICLE IV

Board of Directors

SECTION 6. Fedcap is governed, consistent with these By-Laws, by a Board of Directors, hereinafter referred to as the Board, with rights and obligations as defined in the following articles and sections.

SECTION 7. Number of Directors: The number of Directors of this Corporation shall be not less than five (5) nor more than twenty-one (21) persons elected by the Board.

SECTION 8. Terms of Office of Directors: The term of office of Directors shall be three (3) years, or until their successors shall have been duly elected as herein provided. Directors can be elected for multiple terms. At each Annual Meeting of the Board a

Page 4.

number of Directors equal to one-third of the then total number of Directors shall be candidates for election and be elected by the Board. The Board shall have power to fix the term of office of any person elected to fill a vacancy in the Board, provided that no term so fixed shall exceed in length the term specified for other Directors.

SECTION 9. Vacancies; How Filled: A vacancy or vacancies shall exist in the Board whenever the total number of Directors is fewer than twenty-one (21). In the event any person elected as Director shall not signify his/her acceptance within thirty (30) days after the date notice is sent to him/her by or on behalf of the Secretary, the Board may declare a vacancy to exist.

SECTION 10. Powers and Duties: The Board shall be responsible for strategic direction and policies of the Corporation and the utilization of its assets, property and business, except as otherwise provided by law or these By-Laws. The Board may adopt, as they may deem proper, such rules and regulations for their meetings, to establish the strategies and policies of the Corporation and to carry out its stated purposes and objectives. The Board shall have all the powers of the Corporation necessary to fulfill its obligations.

SECTION 11. Compensation: No Director shall in any way whatsoever receive any compensation, remuneration, salary, or emolument.

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SECTION 12. Executive Committee: There shall be an Executive Committee consisting of the officers and any other Director designated by the Board. The President of the Board shall chair this Committee. The Executive Committee shall have full power to decide and determine any question of policy or administration requiring immediate attention in the interim between Board meetings. Actions so taken by this Committee shall be submitted to the Board for ratification at its next meeting or a special meeting of the Board.

SECTION 13. Audit Committee: There shall be an Audit Committee consisting of the Treasurer as chair, other Directors designated by the Board and the Executive Director. The Audit Committee shall ensure and oversee implementation of the annual audit and reporting of the findings to the Board.

SECTION 14. Finance Committee: There shall be a Finance Committee consisting of the Treasurer as chair, the other officers, any other Director designated by the Board, and the Executive Director. The Finance Committee will periodically review financial data on Fedcap operations prepared by the Controller, will recommend modifications to accounting and reporting procedures as appropriate, and will report its findings and recommendations to the Board at each regular meeting of the Board, at any special meeting called for that purpose and/or via written communication as appropriate.

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SECTION 15. Quorum and Voting: One-third of the total number of Directors in office shall constitute a quorum for the transaction of business, and a majority vote of a quorum present at any one meeting shall be determinative of any question, except as may otherwise be provided by law or in these By-Laws in certain instances.

SECTION 16. Meeting of the Board:

- a. The Board shall meet at least quarterly in regular session; the date, hour and place for such meetings to be set by the Board. The Annual Meeting of the Board shall be held each year in the month of June. A special meeting of the Board may be called by the President or by any three (3) of its members.
- b. The Board may designate one or more persons who are not Directors to attend meetings of the Board and participate therein without the right to vote.
- c. Notice in writing of Board meetings shall be mailed as follows, unless waived in writing:

Quarterly meetings -- at least ten days in advance.

Special meetings -- at least five days in advance.

Annual meetings -- at least ten days in advance.

Such notices specifying the time and place of the meeting shall be deemed complete when deposited, prepaid for first-class postage, in any letter box maintained by the United States

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Government, one copy addressed to each Director at her/his address as it appears on the books or records of Fedcap. Notices of Special Meetings shall also state the purposes in substance for which the meeting is called.

SECTION 17. Annual Financial Report: The Board shall review annually a financial report prepared by an outside auditor, and verified by the Audit Committee, showing a detailed statement of income and expenses, and a detailed balance sheet.

SECTION 18. Removal of Directors: At any meeting of the Board, any Director or Directors may be removed from office, with or without cause, by a vote of two-thirds of the total number of Directors in office; provided, however, that, before any action is taken, at least five days notice in writing shall be mailed to any Director whose removal is proposed, and such Director shall be given the opportunity to appear and be heard. The notice to any such Director, and to the other Directors, of any meeting at which removal of any Director or Directors is to be acted upon, shall state such purpose.

ARTICLE V

Officers

SECTION 19. Kinds of Officers: The officers of Fedcap shall be: President of the Board, an Executive Vice-President, one or more Vice-Presidents, Secretary, and Treasurer. Only members of



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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

