

CERTIFICATE OF INCORPORATION
OF
NEIGHBORHOOD LEGAL SERVICES, INC.

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

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law, hereby certify:

1. The name of the proposed corporation shall be NEIGHBORHOOD LEGAL SERVICES, INC.

2. The corporation has not been formed for pecuniary profit or financial gain and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of, its members, directors or officers except to the extent permitted under the Not-for-Profit Corporation Law.

3. The purposes for which the Corporation is to be formed are as follows:

To provide legal advice and representation to indigent persons in all types of civil and administrative proceedings;

To conduct, sponsor, promote and support the discussion of questions regarding poverty law;

To assist in the development of preventive legal education in all matters that affect the indigent;

To work with community groups and organizations in disseminating information regarding the legal rights of the Corporation's client population;

To develop and seek funding for programs to implement the purposes enumerated above;

To do any other act or thing incidental or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

Anything to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to such as will qualify it as an exempt organization under Internal Revenue Code Section 501 Subd. (c)(3) including, for such purposes, the making of distributions to other organizations that so qualify.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member, officer, or director of this corporation, and on liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall

be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501 Subd. (c)(3), or as the same may be amended.

4. The Corporation shall be a Type B Corporation. The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102.

5. The city and county in which its office is to be located are the City of Buffalo and the County of Erie.

6. The territory in which the corporation's activities are primarily to be conducted is the State of New York.

7. The names and residences of the directors until the first annual meeting are as follows:

Vincent E. Doyle, Jr.
1400 Amherst
Buffalo, New York 14216

Francis R. Whitcher
122 Woodgate Road
Town of Tonawanda, New York 1415

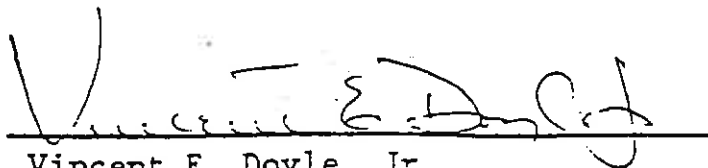
Anne M. Srebro
137 Winston Road
Buffalo, New York 14216

Mario J. Rosetti
11 Carriage Hill West
Williamsville, New York 14221

8. The post office address to which the Secretary of State shall mail a copy of any notice required by law is:
Director, Neighborhood Legal Services, Inc., 1490 Jefferson Avenue, Buffalo, New York 14208.

9. The following subscriber is over the age of
eighteen years.

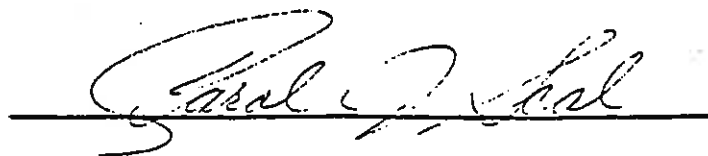
IN WITNESS WHEREOF, this Certificate has been signed
by the subscriber below this day of , 1976.



Vincent E. Doyle, Jr.
1400 Amherst
Buffalo, New York 14216

STATE OF NEW YORK)
COUNTY OF ERIE) SS:
CITY OF BUFFALO)

On this 27th day of *July*, 1976, before me
personally appeared VINCENT E. DOYLE, JR., to me known and known
to me to be one of the persons described in and who executed
the foregoing Certificate of Incorporation and he duly acknowl-
edged to me that he executed the same.



CAROL J. SCAL
Notary Public, State of New York
Qualified in Erie County
My Commission Expires March 30, 1978

AID BUREAU OF BUFFALO, Inc.
NEIGHBORHOOD LEGAL SERVICES490 JEFFERSON AVENUE
BUFFALO, NEW YORK 14208

Please refer to file.

NO RECORD HERE

Erie Co. Sheriff's Dep't
Buffalo — New York

5/24/76

Charles P. Fink, Chief

May 19, 1976

Erie County Sheriff's Department
10 Delaware Avenue
Buffalo, New York 14202Attention: Charles P. Fink
Chief Identification OfficerRe: Neighborhood Legal Services,
Inc.

Dear Mr. Fink:

This office represents a group of individuals who are in the process of incorporating under the above name.

The names, addresses and birth dates of the directors are as follows:

1. Vincent E. Doyle, Jr.; date of birth: 10/17/32
1400 Amherst, Buffalo, New York 14216
2. Anne M. Srebro; date of birth: 9/16/42
137 Winston Road, Buffalo, New York 14216
3. Mario J. Rosetti; date of birth: 10/23/35
11 Carriage Hill West, Williamsville, New York 14221
4. Francis R. Whitcher; date of birth: 9/23/22
122 Woodgate Road, Town of Tonawanda, New York 14150

I have also enclosed a copy of the proposed certificate of incorporation.

I would appreciate it greatly if you could advise me, in writing, as to whether the Sheriff's Department has any records regarding the above four named individuals, in order that we might make application to a Justice of the Supreme Court for approval of the proposed Not-for-Profit Corporation.

Thank you for your kind attention to this matter.

Very truly yours,

Marilyn Dixon Zahm
MARILYN DIXON ZAHM

MDZ:rkx

Enc.

STATE OF NEW YORK
SUPREME COURT
APPELLATE DIVISION : FOURTH DEPARTMENT

I, HON. Michael F. Dillon, Presiding Justice
of the Supreme Court of the State of New York, Appellate
Division, Fourth Department, do hereby, for the Court, approve
of the foregoing certificate of incorporation and consent that
the same be filed.

Dated: August 10, 1976

Michael F. Dillon
Presiding Justice
Supreme Court



STATE OF NEW YORK
DEPARTMENT OF LAW

ALBANY, N. Y. 12224

LOUIS J. LEFKOWITZ
ATTORNEY GENERAL

Telephone: 474-7206

June 1, 1976

Ms. Marilyn D. Zahm
Attorney-at-Law
Neighborhood Legal Services
1490 Jefferson Avenue
Buffalo, New York 14208

Dear Ms. Zahm:

Re: Neighborhood Legal Services, Inc.

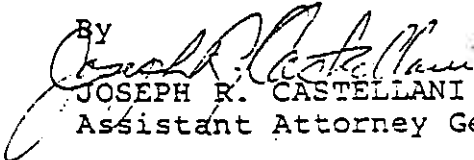
Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

LOUIS J. LEFKOWITZ
Attorney General

By


JOSEPH R. CASTELLANI
Assistant Attorney General

CERTIFICATE OF MERGER
OF
NIAGARA FALLS LEGAL AID SOCIETY AND
OAK ORCHARD LEGAL SERVICES, INC.
INTO
NEIGHBORHOOD LEGAL SERVICES, INC.

UNDER SECTION 904 OF THE NOT-FOR-PROFIT
CORPORATION LAW

The undersigned, Felice Brodsky, being the President of Niagara Falls Legal Aid Society, Lawrence Keller, being the President of Oak Orchard Legal Services, Inc., and Hugh M. Russ, being the President of Neighborhood Legal Services, Inc., hereby certify:

1. The constituent corporations to the merger are as follows:
 - a. Niagara Falls Legal Aid Society, a New York not-for-profit corporation;
 - b. Oak Orchard Legal Services, Inc., a New York not-for-profit corporation, which was formed under the name Orleans Legal Aid Bureau, Inc.; and
 - c. Neighborhood Legal Services, Inc., a New York not-for-profit corporation.
2. The name of the surviving corporation is Neighborhood Legal Services, Inc.
3. The membership and holders of certificates evidencing capital contributions and subventions, including their number, classification, and voting rights, as to each constituent corporation, are as follows:
 - a. Niagara Falls Legal Aid Society has no members and no holders of certificates evidencing any capital contribution or subvention.
 - b. The by-laws of Oak Orchard Legal Services, Inc. provide that the corporation shall have Fifteen (15) members, which have full voting rights. The members of Oak Orchard Legal Services, Inc. are those persons selected to be directors of the corporation. There are no holders of certificates evidencing any capital contribution or subvention.
 - c. The by-laws of Neighborhood Legal Services, Inc. provide that the corporation shall have Eighteen (18) members, which have full voting rights. The members of Neighborhood Legal Services, Inc. are those persons selected to be directors of the corporation. There are no holders of certificates evidencing any capital contribution or subvention.

4. The following amendments to the certificate of incorporation of Neighborhood Legal Services, Inc., the surviving corporation, are effected by the merger:

- a. Paragraph 8, which states the post office address to which the Secretary of State shall mail a copy of process served upon the Secretary of State, is amended in its entirety to read as follows:

"8. The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is: Neighborhood Legal Services, Inc., Ellicott Square Building, 295 Main Street, Buffalo, NY 14203."

5. The dates on which the certificate of incorporation of each of the constituent corporations was filed with the New York Department of State are as follows:

- a. The certificate of incorporation of Niagara Falls Legal Aid Society was filed on July 21, 1954.
- b. The certificate of incorporation of Oak Orchard Legal Services, Inc. was filed on June 15, 1967, under the name Orleans Legal Aid Bureau, Inc.; and
- c. The certificate of incorporation of Neighborhood Legal Services, Inc. was filed on August 13, 1976.

6. The merger was authorized with respect to each of the constituent corporations in the following manner:

- a. For Niagara Falls Legal Aid Society, a plan of merger was approved by the board of directors of the corporation at a meeting duly called and at which a quorum was present. The corporation has no members.


- b. For Oak Orchard Legal Services, Inc., a plan of merger was approved by the board of directors of the corporation at a meeting duly called and at which a quorum was present. The plan of merger was then approved by the members of the corporation, at a meeting duly called and at which a quorum was present.

- c. For Neighborhood Legal Services, Inc. a plan of merger was approved by the board of directors of the corporation, at a meeting duly called and at which a quorum was present. The plan of merger was then approved by the members of the corporation, at a meeting duly called and at which a quorum was present.

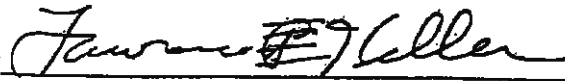
7. The effective date of the merger shall December 31, 2003.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, subscribed this certificate and hereby affirm it as true under penalties of perjury this 19th day of December, 2003.

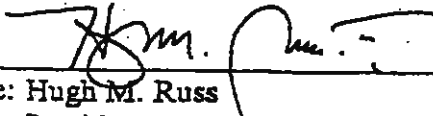
NIAGARA FALLS LEGAL AID SOCIETY

By: 
Name: Felice Brodsky
Title: President

OAK ORCHARD LEGAL SERVICES, INC.

By: 
Name: Lawrence Keller
Title: President

NEIGHBORHOOD LEGAL SERVICES, INC.

By: 
Name: Hugh M. Russ
Title: President

CERTIFIED

At a Special Term of the Supreme Court of the State of New York, held in and for the County of Erie, ~~at the Buffalo City Court Building, Part 11~~ ~~28~~ Buffalo, New York, on December 31, 2003.

ml

PRESENT: ^{JOHN F. O'DONNELL}
HON. EUGENE M. FAHEY, J.S.C.
Justice Presiding

STATE OF NEW YORK
SUPREME COURT : COUNTY OF ERIE

In the Matter of the Application

FILED
ACTIONS & PROCEEDINGS
DEC 31 2003
ERIE COUNTY
CLERK'S OFFICE

of

AMENDED ORDER
APPROVING PLAN OF
MERGER AND CERTIFICATE
OF MERGER FOR FILING

NIAGARA FALLS LEGAL AID SOCIETY;
OAK ORCHARD LEGAL SERVICES, INC.; and
NEIGHBORHOOD LEGAL SERVICES, INC.

INDEX NO.
I 2003-12618

IAS Justice Eugene M. Fahey

In Support of an Order Approving Their Plan of Merger and Authorizing the Filing of a Certificate of Merger Pursuant to Section 901 of the Not-for-Profit Corporation Law.

Upon reading the Petition and Joint Affidavit of NIAGARA FALLS LEGAL AID SOCIETY, OAK ORCHARD LEGAL SERVICES, INC and NEIGHBORHOOD LEGAL SERVICES, INC., dated the 19th day of December, 2003, and duly verified by Niagara Falls Legal Aid Society on the 12th day of December, 2003, by Neighborhood Legal Services, Inc. on the 15th day of December, 2003 and by Oak Orchard Legal Services, Inc. on the 19th day of December, 2003, and the exhibits attached thereto, and the board of directors of each corporation and the members of Oak Orchard Legal Services, Inc. and Neighborhood Legal Services, Inc. having approved the Plan of Merger and the Attorney General having waived notice and a hearing and certified no objection to the entry of this Order, and the Court having given due consideration hereto, and it appearing to the satisfaction of the Court that the provisions of

4

Section 907 of the Not-for-Profit Corporation Law have been complied with, and that the interests of the constituent corporations and the public interest would not be adversely affected by the merger of the petitioning corporations;

Now, on motion of Hodgson Russ LLP (Kathleen A. Wall, of counsel), attorney for the constituent corporations, it is hereby

ORDERED, that the Plan of Merger for the merger of NIAGARA FALLS LEGAL AID SOCIETY and OAK ORCHARD LEGAL SERVICES, INC. into NEIGHBORHOOD LEGAL SERVICES, INC., be and hereby is approved; and it is further

ORDERED, that the said corporations be and hereby are authorized to file with the Secretary of State the Certificate of Merger executed and acknowledged by them the 19th day of December, 2003, in the form annexed to their Petition and Joint Affidavit; and it is further

ORDERED, that upon filing of the said Certificate of Merger together with a certified copy of this order as required, all the assets of NIAGARA FALLS LEGAL AID SOCIETY and OAK ORCHARD LEGAL SERVICES, INC. shall thereby be transferred and conveyed to NEIGHBORHOOD LEGAL SERVICES, INC.; and be it further

ORDERED, that the merger of the corporations shall have the effect provided by Section 905(b) of the Not-for-Profit Corporation Law of the State of New York.

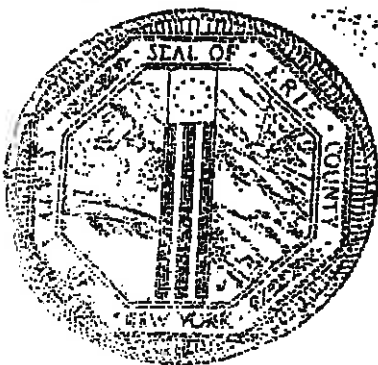
ENTER:
December 31, 2003

157413 v1 (JDGL01) DOC 11647.0011
THE ATTORNEY GENERAL HEREBY APPEARS HEREIN HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON. ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF ALL PAPERS SUBMITTED HEREIN INCLUDING ALL ORDERS, JUDGMENTS AND ENDORSEMENTS OF THE COURT. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

[Signature] 12-31-03
ASSISTANT ATTORNEY GENERAL DATE

[Signature]
Hon. Eugene M. Fahey, J.S.C.
JOHN F. O'DONNELL

GRANTED
DEC 31 2003
[Signature]
ASSOC COURT CLERK
SUSANN G. GREGORY



STATE OF NEW YORK, COUNTY OF ERIE, ss:
I, DAVID J. SWARTS, Clerk of said County, and also Clerk
of Supreme and County Courts of said County, do hereby
certify that I have compared the annexed copy with the original

ORDER

filed in my office and that the same is a correct transcript there-
from and of the whole of said original.

WITNESS my hand and seal of said County and Courts on _____

day of DEC 31 2003 -20_____

/s/

David J. Swarts

COUNTY CLERK

F 031231000

705.

AIDF-24

CERTIFICATE OF MERGER

OF

NIAGARA FALLS LEGAL AID SOCIETY
(AND)
OAK ORCHARD LEGAL SERVICES, INC.
(INTO)
NEIGHBORHOOD LEGAL SERVICES, INC.

FILED
2003 DEC 31 PM 3:45

UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

SAC

1 CC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 31 2003
TAX \$ _____
BY: SAC
Eric

AIDF-24

Drawdown

Filed by:
Hodgson Russ LLP
One M & T Plaza, Suite 2000
Buffalo, NY 14203-2391

CUSTOMER REFERENCE #: 2976

2003 DEC 31 PM 1:04

RECEIVED

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747

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **JANUARY 06, 2004**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

FILING RECEIPT

=====

ENTITY NAME: NEIGHBORHOOD LEGAL SERVICES, INC.

=====

DOCUMENT TYPE: MERGER (DOM. NFP)
PROCESS

COUNTY: ERIE

SERVICE COMPANY: ACCELERATED INFORMATION & DOCUMENT FIL SERVICE CODE: 24

CONSTITUENT NAME: NIAGARA FALLS LEGAL AID SOCIETY (ET AL)

=====

FILED:12/31/2003 DURATION:***** CASH#:031231000747 FILM #:031231000705

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ADDRESS FOR PROCESS

THE CORPORATION
ELLCOTT SQUARE BLDG.
BUFFALO, NY 14203

295 MAIN ST.

EFFECT DATE

12/31/2003

REGISTERED AGENT

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FILER	FEES		PAYMENTS	
-----	-----	190.00	-----	190.00
HODGSON RUSS LLP	FILING	30.00	CASH	0.00
ONE M & T PLAZA, STE. 2000	TAX	0.00	CHECK	0.00
BUFFALO, NY 14203-2391	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	190.00
	HANDLING	150.00	BILLED	0.00
			REFUND	0.00

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