



ARTWALK OF ROCHESTER

PROVISIONAL CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of February 12, 2002.

Voted, that

1. A provisional charter valid for a term of five years is granted incorporating Douglas Rice, McKenzie Keenan, Paul Kramer, Richard Rosen, Susan E. Cohen and their associates and successors as an education corporation under the corporate name of ARTWalk of Rochester, located in Rochester, county of Monroe and state of New York.
2. The purposes for which such corporation is formed are:
 - a. To provide a public pedestrian environment as a vehicle for community involvement in creating and exhibiting public art and encouraging increased exposure to a variety of artistic materials and experiences;
 - b. To design, promote, create and/or maintain within the public right of way, as well as on adjacent private property, the ARTWalk, including a distinctive public sidewalk, connecting the arts and cultural activity centers in a neighborhood of Rochester, New York;
 - c. To assist the city of Rochester in designing the components of ARTWalk, including its promotion, maintenance, management, enhancement, and coordination with public and private entities;
 - d. To organize and operate quality artistic selection, and establish procedures for the selection and guidance of artists invited or commissioned to display in ARTWalk; criteria for selection shall include a vehicle for the production and/or exhibition of new and experimental art;
 - e. To coordinate an on going program of events within the neighborhood so that ARTWalk can contribute positively to various events within the area, in order to provide an artistically enriching experience for visitors and residents, while respecting the residential environment; and
 - f. To hold ownership title and interests in works of art exhibited at or displayed by ARTWalk.
3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than twenty-five nor less than five.
4. The names and post office addresses of the first trustees are as follows:

Douglas Rice
29 Carlton Street
Rochester, New York 14607

McKenzie Keenan
15 Delaware Street
Rochester, New York 14607

Paul Kramer
708 University Avenue
Rochester, New York 14607

Richard Rosen
182 Edgerton Street
Rochester, New York 14607

Susan E. Cohen
120 Averill Avenue
Rochester, New York 14620

5. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), and no part of the net earnings or net income 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 upon dissolution of the corporation.
6. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code).
7. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal tax code, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision) and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.
8. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.
9. The mailing address of the corporation shall be located at P.O. Box 10373, Rochester, New York 14610. The outdoor museum without walls is to be maintained at or near University Avenue, Goodman Street and East Avenues in the city of Rochester.
10. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.
11. Such provisional charter will be made absolute if, within five years after the date when this charter is granted, the corporation shall acquire resources and equipment which are available for its use and support and which are sufficient and suitable for its chartered purposes in the judgment of the Regents of the University, and shall be maintaining an institution of educational usefulness and character satisfactory to the Regents. Prior to the expiration of said five-year period, an application for the extension of such provisional charter or for an absolute charter will be entertained by the Regents, but in the event that such application is not made, then at the expiration of said term of five years, and upon notice by the Regents, such provisional charter shall terminate and become void and shall be surrendered to the Regents.



Granted, February 12, 2002, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 23,315.

Handwritten signature