

BORDEN & BALL

ATTORNEYS

70 PINE STREET, NEW YORK 5, N.Y.
3670
HANOVER 2-0380

ARTHUR M. BORDEN
JOHN H. BALL
LEO SILVERSTEIN

CABLE ADDRESS
BALBQRD

June 4, 1960

Mr. Frank C. Montero
c/o African-American Students Foundation, Inc.
477 Madison Avenue
New York 16, New York -

Dear Frank:

I have now had an opportunity to check the papers for the Foundation and find that the certificate of incorporation was filed on September 5, 1958, under the Membership Corporations Law of the State of New York. I am enclosing a copy of the charter, which was filed by our office, and, with respect to the purposes for which the Foundation was formed, I direct your attention to paragraph 2 of the certificate.

I am also enclosing a copy of what purports to be the by-laws of the Foundation, but you should bear in mind that Arthur and Billy may have amended them since they were prepared.

Should you need further information, please let me know.

Incidentally, we have moved into new quarters and I do hope that you will call me and stop down and pay us a visit.

With kindest personal regards,

Cordially yours,

BORDEN & BALL

By 

John H. Ball

Enclosures

COPY

STATE OF NEW YORK
DEPARTMENT OF STATE
ALBANY, N.Y.

September 5, 1958

Borden & Ball
70 Pine St.
New York 5, N.Y.

Certificate of Incorporation
of AFRICAN-AMERICAN STUDENTS FOUNDATION, INC.
has been filed today.

Fees and/or tax paid as follows:

Filing	\$ 40.00
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County - New York.

Department of State

By (/s/) J. Tracy

CERTIFICATE OF INCORPORATION

-of-

AFRICAN-AMERICAN STUDENTS FOUNDATION, INC.

**Pursuant to the Membership
Corporations Law**

WE, the undersigned, desiring to form a membership corporation pursuant to the Membership Corporations Law of the State of New York, hereby certify as follows:

1. The name of the proposed corporation is AFRICAN-AMERICAN STUDENTS FOUNDATION, INC.

2. The purposes for which it is formed are:

(a) to acquire or receive in any manner and to maintain and administer any property of whatsoever nature, real, personal or mixed, tangible or intangible, to have, hold, control, manage, sell and exchange the same; to invest and reinvest the same and the proceeds thereof subject to the provisions of the Membership Corporations Law;

(b) to hold and use the said property and the proceeds thereof, to distribute the whole or any part of the said property and proceeds, and to apply the entire income therefrom, after payment of necessary expenses of operation, exclusively for charitable, scientific, literary and/or educational purposes relating to African and American students by

(i) voluntarily to make contributions to established educational institutions, including without limitation, the free and voluntary granting of funds, by way of scholarships or otherwise;

(ii) voluntarily to aid and assist worthy students and others, of either sex, or of any race, creed or color, in all lines of endeavor to the end that they may be fitted for a life of useful work;

- (iii) voluntarily to encourage, assist and cooperate with any one or more established corporations, trusts, community chests, funds or foundations organized and operated exclusively for charitable, scientific, literary or educational purposes; and
- (iv) voluntarily to initiate, encourage and assist charitable, educational, scientific and literary activities of any and all kinds;
- (a) to carry on all or any of its activities in any of the states, districts or territories of the United States, and in any and all foreign countries, subject to the laws of such states, district, territory or country; and
- (d) to do all things necessary or proper for the fulfillment and promotion of its purposes, provided the same be permitted by law.

Nothing herein contained shall authorize this corporation to undertake or carry on any of the activities specified in Section 11 of the Membership Corporations Law or Section 35 of the Social Welfare Law of the State of New York.

The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or any officer or director; and none of such net earnings nor any of the property of the Corporation nor any other assets of the Corporation shall be used otherwise than for any of the purposes of the Corporation. No substantial part of the activities of the Corporation shall consist in carrying on propaganda, or otherwise attempting to influence legislation.

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the property or other assets of the Corporation, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit corporations, associations, trusts, community chests, funds and foundations, which shall have received notice of exemption and which shall be exempt from Federal income taxes under Section 501 of the Internal Revenue Code or such corresponding section or sections as may be from time to time in force, as the members of the Corporation, by majority vote thereof, shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the members of the Corporation. The Corporation shall not be liquidated, dissolved or wound up without the approval of an appropriate Justice of the Supreme Court.

3. The territory in which the operations of the Corporation are principally to be conducted is the United States of America.

4. The offices of the Corporation are to be located in the Borough of Manhattan, City, County and State of New York.

5. The number of its directors shall be not less than three (3) nor more than fifteen (15).

6. The names and residences of the directors, until the first annual meeting of the Corporation, are:

Names

Residence Addresses

John H. Ball	655 East 14th Street, New York, N.Y.
William X. Scheinman	144 Buckingham Road, Tenafly, N.J.
George Houser	Skyview Acres, Pomona, N.Y.

7. All of the subscribers to this Certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and of the persons named as directors, at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate the 8th day of August, 1958.

Simon Schwartz

Simon Schwartz

George Houser

George Houser

John H. Ball

John H. Ball

Alice Ball

Alice Ball

Arthur M. Borden

Arthur M. Borden

CITY, COUNTY AND STATE OF NEW YORK) SS.:

On this 8 day of August, 1958, before me personally appeared SIMON SCHWARTZ, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

S. Solomon Haas

Notary Public

State of New York No. 31-6714200

Qualified in New York County

Comm. expires Mar. 30, 1960

CITY, COUNTY AND STATE OF NEW YORK) SS.:

On this 15 day of August, 1958, before me personally appeared GEORGE HOUER, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Gabriel Glass

Notary Public, State of New York

Qualified in Kings Co. No. 24- 6535100

Cert. filed with N.Y. Clk's & Reg. Of.

Term expires March 30, 1960.

CITY, COUNTY AND STATE OF NEW YORK) SS.:

On this 20 day of August, 1958, before me personally appeared JOHN H. BALL, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Fred Erdman

Notary Public, State of New York

No. 24-6197600

Qualified in Kings County

Certificate filed in New York County

Commission Expires March 30, 1960

CITY, COUNTY AND STATE OF NEW YORK) SS.:

On this 20 day of August, 1958, before me personally appeared ALICE BALL, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and she duly acknowledged to me that she executed the same.

Fred Erdman

Notary Public, State of New York

No. 24-6197600

Qualified in Kings County

Certificate filed in New York County

Commission Expires March 30, 1960.

CITY, COUNTY AND STATE OF NEW YORK) ss.:

On this 20 day of August, 1958, before me personally appeared ARTHUR M. BORDEN, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Fred Erdman

Notary Public, State of New York
No. 24-6197600

Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1960.

STATE OF NEW YORK
COUNTY OF NEW YORK

}
} SS:

ARTHUR M. BORDEN, being duly sworn, deposes and says:
That he is one of the attorneys for the subscribers to the
annexed Certificate of Incorporation, and that no previous
application for the approval of said Certificate by any Justice
of the Supreme Court has ever been made.

Sworn to before me this
20th day of August, 1958.

ARTHUR M. BORDEN

FRED ERDMAN
Notary Public, State of New York
No. 24-0127000
Qualified in Kings County
Certificates filed in New York County
Commission Expires March 30, 1960

George Tulzer
The undersigned, a Justice of the Supreme Court of
the First Judicial District, in which the office of the Corpora-
tion is to be located, hereby approves the foregoing Certificate
of Incorporation of AFRICAN-AMERICAN STUDENTS FOUNDATION, INC.,
and consents that the same be filed.

Dated, New York,
August , 1958.

September 3

George Tulzer
Justice of the Supreme Court
of the State of New York
