

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 June 27, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

CT-07

110627000

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CERTIFICATE OF INCORPORATION

OF

VETERANS WATCHMAKER INITIATIVE, INC.

(Under Section 402 of the New York Not-for-Profit Corporation Law)

The undersigned, a natural person of the age of eighteen (18) or over, acting as the incorporator of a corporation under the New York Not-for-Profit Corporation Law (the "Not-for-Profit Corporation Law"), does hereby adopt the following certificate for this corporation:

ARTICLE I

NAME

The name of the corporation is Veterans Watchmaker Initiative, Inc. (the "Corporation").

ARTICLE II

CLASSIFICATION

The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and will be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

ARTICLE III

PURPOSES

The Corporation is formed for exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and will include:

- (a) supporting and implementing programs to assist veterans of the United States Armed Forces (including, for the avoidance of doubt, reserve veterans and veterans of the National Guard), their spouses, widows, widowers and children, and other demographic groups in need of assistance (collectively, "People In Need") in gaining experience and training in the field of watchmaking to contribute to such People In Need's rehabilitation and to provide a means for steady employment;
- (b) providing supportive services to such People In Need;

- (c) providing scholarships to People In Need to attend job training programs, including watch-making training programs;
- (d) assisting People In Need in finding employment in the field of watch-making;
- (e) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and
- (f) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

ARTICLE IV

POWERS

The Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and such other powers as are now or hereafter may be permitted by law for corporations organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose. Such power to solicit grants and contributions for any corporate purpose includes, without limitation, educational activities for which approval is required as described in Section 404(d) of the Not-for-Profit Corporation Law.

Nothing herein will be construed as authorizing the Corporation to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, or an institution of any of the professions designated in Title VIII of the New York Education Law, or to conduct any activity described in Section 404(a) - (v), other than in subparagraph (d), of the Not-for-Profit Corporation Law or in Section 460-a of the New York Social Services Law.

Notwithstanding any other provision of these articles, the Corporation will not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Code Section 501(c)(3) (or the corresponding provision of any future U.S. federal tax law) or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future U.S. federal tax law).

ARTICLE V

DURATION

The duration of the Corporation is to be perpetual.

ARTICLE VI

NO PRIVATE INUREMENT

The Corporation is not formed for pecuniary profit or for financial gain, and no part of its assets, income, or profit will be distributed to, or inure to the benefit of, any private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE VII

LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS

No substantial part of the activities of the Corporation will be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Code Section 501(h), during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation will not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VIII

FEDERAL EXCISE TAXES

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it will distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation will not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IX

OFFICES

The county within the State of New York in which the office of the Corporation is located is Nassau.

ARTICLE X

INITIAL DIRECTORS

The names and addresses of the initial directors of the Corporation, each of whom is of full age, are as follows:

<u>Names</u>	<u>Addresses</u>
Sam Cannan	Dover, DE 19901
Susan Musman	Oceanside, NY 11572
Joe Burrela	New York, NY 10036
Carrie Teitcher	Oceanside, NY 11572
Janet Wolf	Sands Point, NY 11050
Theodore Brachfeld	Strasburg, PA

ARTICLE XI

NO MEMBERS

The Corporation will have no members.

ARTICLE XII

DESIGNATED AGENT

The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him or her is:

Susan Musman
3245 Benjamin Road
Oceanside, NY 11572

ARTICLE XIII

DISSOLUTION

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities will be distributed as determined by the Board of Directors and as approved by a court of competent jurisdiction, to charitable organizations then described in Code Section 501(c)(3). Any of the Corporation's assets not so

distributed will be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and affirmed as true the statements made herein this 9th day of May, 2011.



Matthew B. Rogers, Incorporator
c/o Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation
of Veterans Watchmaker Initiative Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law,
the Business Corporation Law, the Limited Liability Company Law or any other applicable
statute.

This consent is issued solely for purposes of filing the annexed document by the
Department of State and 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
entity, nor shall it be construed as giving the officers or agents of such entity 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.

IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.

DAVID M. STEINER
Commissioner of Education

By:


Richard L. Nabozny

Commissioner's authorized designee

5-18-11
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**



CT-07

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CERTIFICATE OF INCORPORATION
OF

VETERANS WATCHMAKER INITIATIVE, INC.
UNDER SECTION 402 OF NEW YORK NOT-FOR-PROFIT CORPORATION LAW

FILED BY: Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

2011 JUN 27 AM 8:35

DRAWDOWN

CST ref# 8179936my

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

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