

New York State
Department of State
Division of Corporations
Albany, NY 12231

CERTIFICATE OF INCORPORATION OF

AIDS Treatment Activists Coalition

(Insert Corporation Name)

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

FIRST: The name of the corporation is: _____

AIDS Treatment Activists Coalition

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

THIRD: The purpose or purposes for which the corporation is formed are as follows:

1.1 AIDS Treatment Activists Coalition ("ATAC") is a national coalition of AIDS activists, many living with HIV/AIDS, working together to end the AIDS epidemic by advancing research on HIV/AIDS.

1.2 ATAC shall pursue the following purposes:

1.2.1 To encourage greater and more effective involvement of people with HIV/AIDS in the decisions that affect their lives by identifying, mentoring and empowering treatment activists in all communities affected by the epidemic.

1.2.2 To develop within all communities affected by HIV/AIDS and related coinfections the leadership to provide the knowledge and skills needed to advocate for improved research, treatment and access to care,

1.2.3 To enable treatment activists to speak with a united, powerful voice to provide meaningful input into issues concerning HIV disease and related complications and coinfections.

1.2.4 To facilitate communications and set agenda items:

1.2.4.1 between HIV/AIDS treatment activists and government, industry and academia in matters affecting research, treatment and access;

1.2.4.2 among HIV/AIDS treatment activists and the larger HIV community in keeping up to date with the latest developments in research, treatment and access.

FOURTH: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of _____ New York State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

- (1) Cathy Olufs - _____
- (2) Bob Munk - _____
- (3) Nelson Vergel - _____

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Treatment Action Group, 611 Broadway, Suite 612, New York, NY 10012

EIGHTH: (Optional) The name and street address in this state of the registered agent upon whom process against the corporation may be served is:

NINTH: (State and Federal exemption language for Type B and C corporations seeking tax exemption):

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, 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, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC §501(h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), 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 the approval of a Justice 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 IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC §4944, or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

Nelson Vergel

(Type name of incorporator)

X

(Signature)

(Address)

X

(Type name of incorporator)

(Signature)

(Address)

CERTIFICATE OF INCORPORATION

OF

AIDS Treatment Activist Coalition

(Insert Corporation Name)

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

Nelson Vergel

Filed by:

(Name)

(Mailing address)

Houston, TX 77006

(City, State and Zip code)

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$75 filing fee made payable to the Department of State.