

CERTIFICATE OF INCORPORATION
OF
OPTICAL SOCIETY OF AMERICA, ROCHESTER SECTION, INC.

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

FIRST: The name of the corporation is: Optical Society of America, Rochester Section, Inc.

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:

The corporation is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as exempt organizations under Section 501(c)(3) or the corresponding section of any future federal tax code.

Specifically, the purposes of the corporation are to promote and disseminate knowledge of optics and closely related sciences in both its local community and throughout the world by (i) bringing together scientists, engineers, business leaders, educators and students, (ii) providing professionals and students with educational resources for the purpose of improving and developing their abilities, (iii) encouraging the sharing of knowledge and innovation, and (iv) encouraging students to study optics and other sciences.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Except as otherwise expressly provided in this Certificate of Incorporation or the Bylaws of the Optical Society of America, Rochester Section, Inc., the corporation (and its directors and officers) shall have all the powers, protections and authority conferred upon nonprofit corporations under New York Not-for-Profit Corporation Law.

Except as authorized by Title VIII or other applicable statute, nothing herein shall authorize the corporation to engage in the practice of any profession in New York, engage in the training of any profession in New York or to use a professional title or term of any profession in New York in violation of Title VIII of the Education Law.

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 Monroe, State of New York.

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

- Jennifer Kruschwitz, 33 Elmore Road, Rochester, New York 14618
- Richard Plympton, Optimax Systems Inc, 6367 Dean Parkway, Ontario NY 14519
- Thomas Brown, University of Rochester, The Institute of Optics, Wilmot Bldg, 275 Hutchinson Rd, Rochester NY 14627
- Joseph Vornehm, University of Rochester, The Institute of Optics, Wilmot Bldg, 275 Hutchinson Rd, Rochester NY 14627
- Paul Murphy, QED Technologies, 1040 University Ave., Rochester NY 14607
- Stephen Jacobs, University of Rochester, Laboratory for Laser Energetics, 240 East River Rd, Rochester NY 14623-1212
- Jessica DeGroot Nelson, Optimax Systems Inc, 6367 Dean Parkway, Ontario NY 14519
- Grover Swartzlander, Rochester Institute of Technology, Physics Dept / Center for Image Science, 54 Lomb Memorial Drive, Rochester NY 14623
- Amber Beckley, University of Rochester, The Institute of Optics, Wilmot Bldg, 275 Hutchinson Rd, Rochester NY 14627
- Xinye Lou, University of Rochester, The Institute of Optics, Wilmot Bldg, 275 Hutchinson Rd, Rochester NY 14627
- Stephanie Bloch, Quality Vision International, Inc., 850 Hudson Ave Rochester NY 14621
- Tanya Kosc, University of Rochester, Laboratory for Laser Energetics, 240 East River Rd, Rochester NY 14623-1212
- Neal Lafferty, Rochester Institute of Technology, Microelectronic Engineering Department, 82 Lomb Memorial Dr., Rochester NY 14623
- Bruce Smith, Rochester Institute of Technology, Microelectronic Engineering Department, 82 Lomb Memorial Dr., Rochester NY 14623

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

c/o Jennifer Kruschwitz
33 Elmore Road
Rochester, NY 14618

EIGHTH: STATE AND FEDERAL TAX EXEMPTION. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1986, as

amended from time to time (the “Code”), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Code §501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the earnings of the corporation shall inure to the benefit of any member, trustee, director or officers 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 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 Code §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 payment of necessary expenses thereof, be distributed to another organization exempt under Code §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 Code §509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Code §4942, and the Corporation shall not: (a) engage in any act of self-dealing as defined in Code §4941(d) or retain any business holdings as defined in Code §4943(c), (b) make any investments in such manner as to subject the Corporation to tax under Code §4944, or (c) make any taxable expenditures as defined in Code §4945(d) or corresponding provisions of any subsequent Federal tax laws.

NINTH: The corporation shall have three (3) classes of members: Members, Honorary Members and Student Members. The rights and privileges of each class of members shall be as provided in the bylaws of the Corporation.

Townsend B. Kinsler, Organizer
295 Woodcliff Drive, Suite 200
Fairport, New York 14450

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Filed By:

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Attorneys and Counselors at Law

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Fairport, New York 14450

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