

Mr. B. J. ...
Population Council
Cert. of Incorporation

CERTIFICATE OF INCORPORATION

OF

THE POPULATION COUNCIL, INC.

Pursuant to the Membership Corporations Law

THE UNIVERSITY OF THE STATE OF NEW YORK

STATE OF NEW YORK)
 : SS.
 COUNTY OF ALBANY)

Pursuant to the provisions of Section 11, Article 2 of the Membership Corporations Law, consent is hereby given to the filing of the annexed Certificate of Incorporation of "THE POPULATION COUNCIL, INC." as a membership corporation.

This consent, however, shall in no way be construed as an approval by the Education Department, Board of Regents or Commissioner of Education of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the University of the State of New York, Education Department, Board of Regents or Commissioner of Education in its publications and advertising matter, nor shall it be deemed to be a waiver of the approval of the Board of Regents for the conduct of a correspondence school by such corporation as provided in Section 5002 of the Education Law.

IN WITNESS WHEREOF, I, Lewis A.

(seal of The University
 of the State of New York)

Wilson, Commissioner of Education
 of the State of New York, for and
 on behalf of the State Education
 Department, do hereunto set my hand
 and affix the seal of the State Edu-
 cation Department, at the City of
 Albany, this 29th day of October, 1952.

LEWIS A. WILSON
 Commissioner of Education.

CERTIFICATE OF INCORPORATION

OF

THE POPULATION COUNCIL, INC.

Pursuant to the Membership Corporations Law

We, the undersigned, desiring to form a corporation pursuant to the Membership Corporations Law of the State of New York, do hereby make, subscribe and acknowledge this certificate for that purpose, as follows:

1. The name of the Corporation shall be
THE POPULATION COUNCIL, INC.

2. The purposes for which the Corporation is formed are exclusively charitable, scientific and educational and are to stimulate, encourage, promote, conduct and support significant activities in the broad field of population.

Without limiting the generality of the foregoing, it shall also be among the purposes of the Corporation:

- (a) To collect and make available facts and information on significant activities and developments relating to population.
- (b) To stimulate the development of ideas and encourage initiative in the field of population.
- (c) To support relevant scientific research and studies.

- (d) In furtherance of the foregoing purposes, to cooperate with other organizations and programs; to assist other organizations and programs by financial support or other means; and to initiate such programs as may be appropriate.

As a means of accomplishing the foregoing purposes, the Corporation shall have the power to receive, acquire, hold, own, occupy, develop, and to dispose of by sale, mortgage, lease, gift or otherwise, real or personal property of whatsoever kind or description and wheresoever situated; and to invest and reinvest the funds and other property of the Corporation, to collect and receive the income thereof, and to apply the principal or income thereof to the purposes of the Corporation.

3. The Corporation is not organized for profit and no part of its income shall inure to the benefit of any member, trustee, officer or individual, and no member, trustee, officer or employee of the Corporation shall receive or be lawfully entitled to receive any income of any kind therefrom, except reasonable compensation for services in effecting one or more of its purposes.

4. The territory in which the operations of the Corporation are principally to be conducted is the United States of America, but the operations of the Corporation shall not be

limited to such territory and may be conducted abroad.

5. The office of the Corporation is to be located in the City and County of New York.

6. The number of directors of the Corporation, who shall be known and styled as trustees, shall be not less than three (3) and not more than thirty (30).

7. The names and residences of the directors of the Corporation until its first annual meeting are as follows:

<u>Names</u>	<u>Residence</u>
Richard H. McCann	320 Grace Church Street Rye, New York
Richard G. Moser	129 Hobart Avenue Summit, New Jersey
Norborne P. Gatling, Jr.	11 Tioga Lane Pleasantville, New York
W. Fletcher Hock	60 Sherwood Road Ridgewood, New Jersey
Dennis C. Mahoney	60 East End Avenue New York, New York

8. All of the undersigned subscribers to this certificate are of full age, at least two-thirds of them are citizens of the United States, and at least one of them is a resident of the State of New York; and of the persons above 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 this 20th day of October ,
1952.

RICHARD H McCANN

RICHARD G. MOSER

NORBORNE P. GATLING JR

W. FLETCHER HOCK

DENNIS C. MAHONEY

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 20th day of October , 1952, before me personally came RICHARD H. McCANN, RICHARD G. MOSER, NORBORNE P. GATLING, JR., W. FLETCHER HOCK and DENNIS C. MAHONEY, to me known and known to me to be the individuals described in and who executed the foregoing instrument and they severally duly acknowledged to me that they executed the same.

HELEN DAROS

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

HELEN DAROS
Notary Public, State of New York
No. 03-0862725
Qualified in Bronx County
Certs. filed with N.Y. Kings, Queens, Nassau
and Westchester County Clerks
N.Y., Kings, Queens and Bronx Co. Reg. Off.
Term Expires March 30, 1953
(SEAL)

RICHARD H. McCANN, being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New York.

RICHARD H McCANN

Sworn to before me this
20th day of October , 1952

HELEN DAROS

(SEAL)

HELEN DAROS
Notary Public, State of New York
No. 03-0862725
Qualified in Bronx County
Certs. filed with N.Y. Kings, Queens, Nassau
and Westchester County Clerks
N.Y., Kings, Queens and Bronx Co. Reg. Off.
Term Expires March 30, 1953

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

RICHARD G. MOSER, being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New Jersey.

RICHARD G. MOSER

Sworn to before me this
20th day of October , 1952

HELEN DAROS

(SEAL)

HELEN DAROS
Notary Public, State of New York
No. 03-0862725
Qualified in Bronx County
Certs. filed with N.Y. Kings, Queens, Nassau
and Westchester County Clerks
N.Y., Kings, Queens and Bronx Co. Reg. Off.
Term Expires March 30, 1953

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

NORBORNE P. GATLING, JR., being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New York.

NORBORNE P. GATLING JR.

Sworn to before me this
20th day of October , 1952

HELEN DAROS

HELEN DAROS
Notary Public, State of New York
No. 03-0862725
Qualified in Bronx County
Certs. filed with N.Y. Kings, Queens, Nassau
and Westchester County Clerks
N.Y., Kings, Queens and Bronx Co. Reg. Off.
Term Expires March 30, 1953

(SEAL)

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

W. FLETCHER HOCK, being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New Jersey.

W. FLETCHER HOCK

Sworn to before me this
20th day of October , 1952

HELEN DAROS

HELEN DAROS
Notary Public, State of New York
No. 03-0862725
Qualified in Bronx County
Certs. filed with N.Y. Kings, Queens, Nassau
and Westchester County Clerks
N.Y., Kings, Queens and Bronx Co. Reg. Off.
Term Expires March 30, 1953

(SEAL)

STATE OF NEW YORK)
 : ss.:
 COUNTY OF NEW YORK)

DENNIS C. MAHONEY, being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New York.

DENNIS C. MAHONEY

Sworn to before me this
 20th day of October , 1952

HELEN DAROS

HELEN DAROS
 Notary Public, State of New York
 No. 03-0852725
 Qualified in Bronx County
 Certs. filed with N.Y. Kings, Queens, Nassau
 and Westchester County Clerks
 N.Y., Kings, Queens and Bronx Co. Reg. Off.
 Term Expires March 30, 1953

(SEAL)

STATE OF NEW YORK)
 : ss.:
DEPARTMENT OF STATE)

24774

I CERTIFY That I have compared the preceding copy with
the original Certificate of Incorporation of

THE POPULATION COUNCIL, INC.,

filed in this department on the 7th day of November, 1952, and that
such copy is a correct transcript therefrom and of the whole of such
original.

(Seal of Department of
State)

WITNESS my hand and the official seal of
the Department of State at the City of
Albany, this seventh day of November, one
thousand nine hundred and fifty-two.

/s/ SIDNEY B. GORDON
Deputy Secretary of State.

STATE OF NEW YORK)
 : ss.:
 COUNTY OF NEW YORK)

JOHN V. DUNCAN, being duly sworn, deposes and says that he is an attorney at law and a member of the firm of Patterson, Belknap & Webb, counsel for the incorporators above named in the foregoing Certificate of Incorporation; that no previous application for the approval of this certificate or of any certificate of incorporation of THE POPULATION COUNCIL, INC. has been made to any Court or Judge by said incorporators or any of them.

JOHN V. DUNCAN

Sworn to before me this
 31st day of October , 1952

HELEN DAROS

HELEN DAROS
 Notary Public, State of New York
 No. 03-0862725
 Qualified in Bronx County
 Courts, filed with N.Y. Kings, Queens, Nassau
 and Westchester County Clerks
 N.Y., Kings, Queens and Bronx Co. Reg. Off.
 Term Expires March 29, 1953

(Seal)

I, KENNETH O'BRIEN , a Justice of the Supreme
 Court of the State of New York in the First Judicial District,
 hereby approve the foregoing Certificate of Incorporation of
 THE POPULATION COUNCIL, INC.

Dated: New York, November 6th , 1952

KENNETH O'BRIEN
 Justice of the Supreme Court
 of the State of New York
