

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 July 20, 2012.

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

Daniel E. Shapiro
First Deputy Secretary of State

12071300615

**CERTIFICATE OF INCORPORATION
OF
NYC TECHNOLOGY DEVELOPMENT CORPORATION**

A Not-For-Profit Corporation
under Section 402 of the Not-For-Profit
Corporation Law of the State of New York

THE UNDERSIGNED, a natural person of the age of eighteen or over, for the purpose of forming a not-for-profit corporation pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation is NYC Technology Development Corporation (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York (the "Not-For-Profit Corporation Law") and shall be a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law.

THIRD: The public objectives for which the Corporation is formed and will be operated are to lessen the burdens of government by developing and enhancing the ability of New York City (the "City") to effectively manage and deploy information technology projects ("IT Projects") through (i) attracting, developing and retaining highly experienced and skilled IT professionals in areas of IT development and implementation where the City's demands greatly exceed its current supply; (ii) successfully delivering large, critical, and cross-agency IT Projects in a timely and cost effective manner that enables the City to maximize their revenues, services and organizational efficiencies; (iii) providing common framework, resources, best practices and diagnostics for large IT Projects; and (iv) providing and supporting citywide governance over IT programs, environments, and services. In advancing such purposes, the Corporation will be performing an essential government function on behalf of the City within the meaning of Section 115(1) of the Code. In furtherance of the promotion of the public interest, the Corporation shall have the power to engage in activities (subject to such restrictions and limitations as may be imposed on not-for-profit corporations by this Certificate of

Incorporation, the Not-For-Profit-Corporation Law, or by any other applicable law) including the following:

(a) to implement the management, governance, development, operation and maintenance of the City's IT Projects in partnership with the City;

(b) to enter into contracts, agreements, leases, licenses and other similar arrangements with any public or private entity, to the extent permitted by, consistent with, and in furtherance of the purposes of the Corporation;

(c) to engage the services of one or more consultants, administrators, engineers, analysts, attorneys, advisors, trustees, operators and other persons or entities whose services shall be necessary or desirable in connection with the activities referred to herein;

(d) to employ any number of part-time or full-time employees to carry out the purposes of the Corporation and the activities referred to herein;

(e) to apply for, accept and comply with the terms of, any gifts or grants or loans of funds or property or financial or other aid in any form from the federal government or any agency or instrumentality thereof, or from the State of New York or the City or any agency or instrumentality thereof or from any other source, for any or all of the purposes specified herein;

(f) to receive donations from individuals, public or private entities or from any other source, for any or all of the purposes specified herein;

(g) to receive revenues derived from the development and operation of the City's IT Projects including, without limitation, payments-in-lieu-of taxes, payments-in-lieu-of sales tax, payments in-lieu-of mortgage recording tax, ground and other rental payments or license fees, concessions and other revenues related to and necessary for the development, operation and maintenance of the City's IT Projects (together, "Revenues") and to assign such Revenues to the City or any other entity in furtherance of the purposes referred to herein;

(h) to enter into contracts, leases, licenses and other similar arrangements, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, to secure the payment of any of its debt or other obligations by mortgage or pledge of its Revenues, moneys, securities, contracts or property, including, without limitation, any interest therein, wherever situated, and to amend any such agreement or arrangement relating to the same, in each case upon such terms as it may determine;

(i) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) to exercise all of the powers, rights and privileges and to perform all of the duties and obligations of the Corporation as set forth in the By-Laws of the Corporation; and

(k) to perform any and all acts and things, and exercise any and all powers, rights and privileges which may now or hereafter be lawful for the Corporation to perform or exercise under the laws of the State of New York.

FOURTH: Nothing herein shall authorize the Corporation to engage in any of the activities mentioned in Section 404(a) through (v) of the Not-For-Profit Corporation Law.

~~FIFTH~~ ~~The purposes referred to in paragraph THIRD above will~~ achieve the lawful public objective of providing highly qualified expertise in delivering new technology initiatives throughout the City in a timely and cost-effective manner, and providing a more comprehensive approach to meeting City objectives with information technology solutions.

SIXTH: The duration of the Corporation is to be perpetual.

SEVENTH: The property of the Corporation is irrevocably dedicated to its charitable purposes. All income and earnings of the Corporation shall be used exclusively for its corporate purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation shall be authorized to pay reasonable compensation

for goods purchased or services rendered in connection with the furtherance of the purposes of the Corporation set forth herein.

EIGHTH: The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in paragraph **THIRD**:

(a) The purposes referred to in paragraph **THIRD** for which this Corporation is formed and will be operated are for the exclusive charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(b) No substantial part (within the meaning and for the purposes of Sections 501(c)(3) and 501(h) of the Code) of the activities of the Corporation shall consist of attempting to influence legislation by propaganda or otherwise. Nor shall the Corporation directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall not engage in any activities not permitted to be carried out by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code and the regulations promulgated thereunder or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

~~**NINTH:** In the event of dissolution of the Corporation or the~~
winding up of its affairs, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to (i) the City for a public purpose or (ii) to an organization described in Section 501(c)(3) of the Code and whose income is also excludible from gross income under Section 115(1) of the Code.

TENTH: The office of the Corporation shall be located in the County of New York in the State of New York.

ELEVENTH: The Corporation will have Members. The rights, qualifications and conditions of membership will be stated in the By-laws of the Corporation.

TWELFTH: The names and addresses of the initial Directors of the Corporation, each of whom are of legal age to so act, are as follows:


<u>Name</u>	<u>Address</u>
1. Caswell Holloway	City Hall New York, NY 10007
2. Mark Page	75 Park Place New York, NY 10007
3. Rahul Merchant	75 Park Place New York, NY 10007

THIRTEENTH: The Corporation shall indemnify, defend and hold harmless each Member, Director, each officer and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent permitted under the Not-For-Profit Corporation Law.

FOURTEENTH: The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary of State as agent of the Corporation is c/o Chief of the Division of Economic Development, New York City Law Department, 100 Church Street, New York, New York 10007.

FIFTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in any manner provided by statute.

IN WITNESS WHEREOF, this certificate has been signed this 12th day
of July, 2012 by the undersigned.


MICHAEL L. MOORE,
INCORPORATOR
NEW YORK CITY LAW DEPARTMENT
100 CHURCH STREET
NEW YORK, NEW YORK 10007

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Filed by: **Michael L. Moore**
New York City Law Department
100 Church Street
New York, New York 10007

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DEPARTMENT OF STATE**

FILED JUL 13 2012

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