

CERTIFICATE OF INCORPORATION

of

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FAIRVIEW OWNERS CORP.

Under Section 402 of the Business Corporation Law

The undersigned, being over the age of twenty-one years, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is:

FAIRVIEW OWNERS CORP.

SECOND: The purposes for which it is formed are:

(a) The primary purpose of this corporation is to provide residences for its shareholders by leasing to them, under proprietary leases, apartments in the building or buildings owned by the corporation, and each of its shareholders shall be entitled solely by reason of his ownership of shares in the corporation to a proprietary lease entitling him to occupy for dwelling purposes an apartment in the building under said lease.

(b) To acquire by purchase lease or otherwise real estate and rights or interests in real estate, together with the buildings and appurtenances thereto, and any and all personal property of whatsoever kind and nature located therein; to hold, operate, manage, sell, exchange, mortgage or otherwise encumber or dispose of, improve, alter, maintain, develop, repair and lease the same and the several parts and apartments in any buildings owned by the corporation and in any replacements thereof or additions thereto; to do and transact all other lawful business incident to, necessary and suitable or advisable for, or in any way connected with, said purposes for which the corporation is formed.

(c) To acquire, by purchase, or lease, or upon conditional sale or chattel mortgage or otherwise, any personal property necessary or proper or useful in the equipment, furnishing, improvement, development, operation or management of any of the said buildings and to trade and deal in any personal property being beneficial to the corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the corporation.

(d) To do and perform every act required or permitted by law to be done or performed in the erection, maintenance and operation of such buildings; to acquire, construct, maintain and operate all necessary or customary conveniences such as lighting, heating and refrigeration in connection with the operation

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of any and all of the aforesaid buildings, and to manufacture or otherwise acquire and to sell, supply or otherwise furnish or dispose of other conveniences and services of every kind and description for tenants or occupants of property owned or operated by the corporation.

(e) To purchase, acquire, hold and dispose of shares or rights to subscribe thereto, bonds and other obligations; to possess and exercise in respect thereto all the rights, powers and privileges of individual holders or owners thereof, and to exercise any and all voting power thereon.

(f) To purchase or otherwise acquire, hold, sell, transfer, reissue or cancel or otherwise dispose of its own shares, bonds, debentures, notes or other obligations of securities or evidences of interest therein in the manner and to the extent now or hereafter permitted to corporations organized under the laws of the State of New York; provided that the corporation shall not use its own shares when such use would cause any impairment of the capital of the corporation, and provided further that shares belonging to the corporation shall not be voted upon directly or indirectly.

(g) To borrow or raise monies for any of the purposes of the corporation without limit as to amount; to issue bonds, debentures, notes or other obligations of any nature, or in any manner, for monies so borrowed and to secure the payment thereof and the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, provided the same be permitted by law.

(h) To compromise or settle any claims, debts, leases, tenancies or occupancies asserted by or against the corporation.

(i) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects therein enumerated or incidental to the powers herein specified; or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation, with all the powers now or hereafter conferred by the laws of the State of New York upon corporations incorporated thereunder and by virtue thereof.

(j) The foregoing clauses in this Article SECOND shall be construed as stating both purposes and powers, but nothing herein contained shall be deemed to limit or exclude any power, right or privilege given to the corporation by law.

THIRD: The office of the corporation is to be located in ~~Forest Hills, in the City of Queens, County of New York.~~ State of New York, County of Queens.

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FOURTH: The aggregate number of shares which this corporation shall have authority to issue is 95,000 shares of one class only hereby designated as common stock, of the par value of \$1.00 per share.

FIFTH: The Secretary of State is hereby designated as the agent of this corporation upon whom process against this corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against this corporation served upon him as agent of this corporation is: 61-20 Grand Central Parkway, Forest Hills, New York

SIXTH: All of the above shares shall be common, shall be fully paid and non-assessable, and shall be issued only in connection with the execution and delivery by the purchaser and the corporation of a proprietary lease of an apartment or apartments in a building owned or leased by the corporation.

SEVENTH: No holder of any shares of the corporation shall be entitled as such, as a matter of right to subscribe for or receive additional shares of the corporation, whether now or hereafter authorized, or any bonds, debentures, or other securities convertible into shares or carrying any right to purchase shares, may be issued or disposed of by the Board of Directors to such persons and on such terms as it in its discretion may deem advisable.

EIGHTH: No shareholder shall be entitled (either conditionally or unconditionally) to receive any distribution not out of earnings and profits of the corporation, except upon a complete or partial liquidation of the corporation.

NINTH: If a shareholder shall be indebted to the corporation, the Board of Directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this section or the substance thereof is written or printed upon the certificate representing the shares.

TENTH: No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such director or officer unless and until the same shall have been authorized in writing, or by affirmative vote taken at a duly held meeting of shareholders by shareholders owning at least a majority of the then outstanding shares of the corporation.

ELEVENTH: Every shareholder shall be entitled to one vote for each share allocated to his apartment.

TWELFTH: The form of Proprietary Lease and By-Laws adopted by the Board of Directors may be amended only by an affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation. This provision may not be amended, added to or deleted except by an affirmative vote

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vote of the holders of two-thirds of the outstanding shares of the Corporation.

IN WITNESS THEREOF, the undersigned has executed, signed and acknowledged this Certificate of Incorporation this 23rd day of March, 1984.



Ira J. Adler, Incorporator
71 South Central Avenue
Valley Stream, New York 11580

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

On the 23rd day of March, 1984, before me personally came Ira J. Adler residing at Jericho, New York, to me known and known to me to be the person described in and who executed the foregoing certificate, and he duly acknowledged that he executed the same.


Notary Public

JOAN R. CRAKER
NOTARY PUBLIC, State of New York
No. 30-4513197
Qualified in Nassau County
Commission Expires March 30, 1985

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WOFSEY CERTILMAN HAFT LEBOW & BALIN
71 South Central Avenue
Valley Stream, New York 11580

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 28 1984

AMT. OF CHECK \$ 162
FILING FEE \$ 18.50
TAX \$
COUNTY FEE \$ 4.50
COPY \$
CERT \$
RECORD \$
SPEC HANDLE \$

BY: *J. Owens*

FILED

MAR 28 12 11 PM '84