

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation

of French-American Piano, Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.



JOHN B. KING, JR.
Commissioner of Education

By:

Kathleen Marinelli
Kathleen Marinelli

Commissioner's authorized designee

2/19/14
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

CERTIFICATE OF INCORPORATION
OF
FRENCH-AMERICAN PIANO, INC.

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

The undersigned, being the sole incorporator, for the purpose of forming a corporation under section 402 of the Not-for-Profit Corporation Law of the State of New York, does hereby certify:

FIRST The name of the corporation is French-American Piano, 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 purposes for which the corporation is formed are to foster musical development and appreciation and to promote cultural exchanges between France and the United States with a focus on music by providing scholarship and other financial assistance to musicians of each country who enter musical competitions or perform concerts in the other country and by encouraging collaboration, networking and appreciation of music among musicians of France and the United States.

Nothing herein shall authorize the corporation to operate or maintain a library, museum, archive or historical society or to own or hold collections.

FOURTH The corporation is a Type B Not-for-Profit Corporation under section 201 (Purposes) of the Not-for-Profit Corporation Law.

FIFTH Nothing in this Certificate authorizes the corporation to undertake or engage in any activities specified in Section 404 of the Not-for-Profit Corporation Law of the State of New York.

SIXTH The office of the corporation is to be located in the County of New York and State of New York.

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

<u>NAME</u>	<u>ADDRESS</u>
Mathieu M. Petitjean	27 Benjamin Place Neshanic Station, NJ 08853
Helene P. Petitjean	27 Benjamin Place Neshanic Station, NJ 08853
Pierre Cournot	1540 Broadway, 24th Floor New York, NY 10036

EIGHTH The following language relates to the federal tax-exemption status of the corporation and is not intended to modify or expand the purposes set forth in Article Second.

(1) The corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

(2) The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any successor section, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any successor section.

(3) No part of the net earnings of the corporation shall inure to the benefit of any director or 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 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.

(4) 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 Internal Revenue Code Section 501(h)), nor shall the corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

NINTH Upon liquidation or dissolution of the corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights shall be distributed, granted, conveyed and assigned to one or more organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or any successor section, as selected by the directors of the corporation. In the event the directors fail to so select, the New York Supreme Court, Eighth Judicial District, shall select such organization or organizations.

TENTH The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation 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 him or her is: Corporate Creations Network Inc., 99 Hudson Street, 5th Floor, New York, NY 10013.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed this certificate and affirmed it as true under the penalties of perjury this 3rd day of February, 2014.



Pierre Cournot, Incorporator
1540 Broadway, 24th Floor
New York, NY 10036

CERTIFICATE OF INCORPORATION

OF

FRENCH-AMERICAN PIANO, INC.
(Insert Corporation Name)

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

Filed by: Pierre Cournot, Esq.-Hodgson Russ LLP
(Name)

1540 Broadway, 24th Floor,
(Mailing address)

New York, NY 10036
(City, State and Zip code)