

CLOSING CERTIFICATE OF
CIRCULO DE LA HISPANIDAD, INC.

The Town of Hempstead Local Development Corporation (the “**Issuer**”) Issuer proposes to issue its \$2,470,000 Tax-Exempt Revenue Refunding Bonds, Series 2019A-1 (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019A-1 Bonds**”), and its \$11,170,000 Tax-Exempt Revenue Refunding Bonds, Series 2019A-2 (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019A-2 Bonds**”; and, together with the Series 2019A-1 Bonds, the “**Series 2019A Bonds**”) and its \$900,000 Taxable Revenue Refunding Bonds (Circulo Real Property Holding Corporation/Evergreen Charter School Project) (the “**Series 2019B Bonds**”; and together with the Series 2019A Bonds, the “**Series 2019 Bonds**”), under Section 145 of the Internal Revenue Code of 1986, as amended (the “**Code**”), for the benefit of Circulo Real Property Holding Corporation, a not-for-profit corporation organized and existing under the laws of the State of New York and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), which is exempt from federal income taxation pursuant to Section 501(a) of the Code (the “**Institution**”), for the purposes of, along with other available monies of the Institution: (A) paying all costs in connection with refunding the outstanding Civic Facility Revenue Bonds, Series 2007 (Circulo de la Hispanidad, Inc. Civic Facility) issued by the Town of Hempstead Industrial Development Agency (the “**IDA**”), with a balance remaining of approximately \$14,000,000 (the “**Series 2007 Bonds**”), for the benefit of Circulo de la Hispanidad, Inc., a not-for-profit corporation, organized and existing under the laws of the State, and an organization described in Section 501(c)(3) of the Code, which is exempt from federal income taxation pursuant to Section 501(a) of the Code (the “**Organization**”), the proceeds of which Series 2007 Bonds were used to finance the costs of (i) the issuance of the Series 2007 Bonds, and (ii) the acquisition of an approximately 0.895 acre parcel of land located at 605 Peninsula Boulevard and the construction and equipping of an approximately 35,000 square foot two-story commercial building located thereon, and an adjacent approximately 0.1147 acre parcel of land located at 134 Linden Avenue, consisting of parking facilities, all located in the Village of Hempstead, Town of Hempstead, Nassau County, New York (collectively, the “**Facility**”) (clauses (i) and (ii) are collectively, the “**Series 2007 Project**”), which Facility has been conveyed by the Organization to the Institution and leased by the Institution to Evergreen Charter School, a not-for-profit education corporation, organized and existing under the laws of the State and an organization described in Section 501(c)(3) of the Code, which is exempt from federal income taxation pursuant to Section 501(a) of the Code (the “**School**”), to be used as a charter school serving students in kindergarten through grade 8; (B) fund a debt service reserve fund and a repair and replacement fund; (C) pay certain costs of issuance of the Series 2019 Bonds (subsections (A), (B) and (C) are collectively, the “**Series 2019 Project**”). The Facility will be owned by the Institution, and will initially be operated and/or managed by the School, and the Organization is the sole member of the Institution.

The Issuer has agreed to loan the proceeds of the Series 2019 Bonds to the Institution pursuant to and in accordance with the terms of a certain Loan Agreement, dated as of August 1, 2019 (the “**Loan Agreement**”), by and between the Issuer and the Institution.

The Issuer and UMB Bank, N.A., as trustee for the benefit of the Bondholders (the “**Trustee**”), have entered into an Indenture of Trust, dated as of August 1, 2019 (the “**Indenture**”).

Roosevelt & Cross, Inc. (the “**Underwriter**”) has agreed to purchase the Series 2019 Bonds and to sell the Series 2019 Bonds to one or more purchasers pursuant to the Bond Purchase Agreement, dated as of August 8, 2019 (the “**Bond Purchase Agreement**”).

1. I have been, since at least January 24, 2019, and presently are, on and as of the date of this Certificate the duly designated Chief Director of Services and Operations of the Organization.

2. The Organization hereby restates as of the date hereof and incorporates by reference all representations and warranties contained in, and represents and warrants that it has full power and authority to execute, deliver and perform the Guaranty Agreement, dated as of August 1, 2019 (the “**Guaranty**”), from the Organization to the Trustee;

3. The Guaranty, when executed and delivered on behalf of the Institution, shall contain substantially the same terms as were approved and authorized to be executed by the Board of Directors of the Organization (with such changes therein as the officer executing the same has approved, with the advice of counsel).

4. The execution, delivery and performance of all agreements, certificates and documents required to be executed, delivered and performed by the Institution in order to carry out, give effect to and consummate the transactions contemplated by the Institution Documents have been duly authorized by all necessary action of the Organization as evidenced by the approval resolutions of the Organization attached hereto as Exhibit D (the “**Resolutions**”).

5. The Guaranty is in full force and effect on and as of the date hereof, and no authority for the execution, delivery or performance of any Institution Document has been repealed, revoked or rescinded.

6. Attached hereto as Exhibits A, B and C, respectively, are true and correct copies of the Certificate of Incorporation of the Organization, as amended to date, the By-Laws of the Institution and a good standing certificate certified by the New York Secretary of State, together with all amendments thereto, and the same are in full force and effect as of the date hereof and have not been otherwise amended, repealed or modified.

7. No Event of Default specified in the Guaranty, and no event which, with notice or lapse of time or both, would become such an Event of Default, has occurred or is continuing.

8. There is neither any action, litigation, suit, proceeding, inquiry nor investigation, at law or in equity, or before or by any court, public board or body, pending, or, to the best of our knowledge, threatened against or affecting the Institution, nor is there any basis therefor, wherein an unfavorable decision, ruling or finding would adversely affect the validity or the enforceability of the Guaranty or the transactions contemplated therein, the

Series 2019 Bonds, when issued, or the Resolution adopted by the Issuer, or which would materially adversely affect the business, prospects or condition of the Institution, except as may be set forth in the opinion of our counsel, Moritt Hock & Hamroff LLP, Garden City, New York, dated and delivered on the date on this Certificate.

9. I have read the provisions of the Guaranty and have discussed such documents with counsel to the Institution.

10. I am duly designated to act, independent of one another, as "Authorized Representatives" pursuant to and in accordance with the provisions of the Loan Agreement, and the specimen of my signature is set forth on the final page of this certificate.

Name

Title

Sarah E. R. Brewster

Chief Director of Services and Operations

12. Attached hereto as Exhibit E is a copy of the 501(c)(3) Determination Letter of the Organization issued by the Internal Revenue Service.

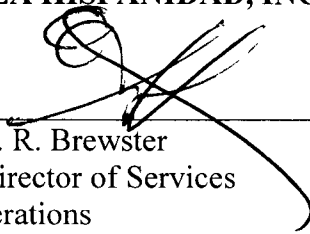
13. (a) No event has occurred with respect to the Organization or the Series 2019 Project as a result of which the Limited Offering Memorandum would include an untrue statement of material fact, or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; and

(b) Except as may be set forth in the Limited Offering Memorandum, there is no litigation or proceedings pending or, to the best knowledge of such officer or authorized representative, threatened against the Organization in which the probable ultimate recoveries and the estimated costs and expenses of defense, based on the review of such officer and authorized representative (i) will not be entirely within applicable insurance policy limits or not in excess of the total available reserves held under applicable self-insurance programs, or (ii) could have a material adverse effect on the operations or financial condition of the Institution or the Series 2019 Project.

15. As of the date of the Limited Offering Memorandum, and as of the date hereof, the information and statements in the Limited Offering Memorandum with respect to the Organization all under the headings "INTRODUCTORY STATEMENT" as it relates to the Organization, "LITIGATION" as it relates to the Organization, "LEGAL MATTERS" as it relates to the Organization, Appendix A-1, as it relates to the Organization, and Appendix B-3, as it relates to the Organization, fairly and accurately present the information purported to be summarized therein, and no facts have come to our attention that would lead us to believe that such information is not true and correct in all material respects or includes any untrue statement or misleading statement of a material fact or omits to state a material fact necessary to make the statements made therein, in light of the circumstances under which they are made, not misleading.

WITNESS the official signatures of the undersigned as of the 8th day of August, 2019.

CIRCULO DE LA HISPANIDAD, INC.

By: 
Name: Sarah E. R. Brewster
Title: Chief Director of Services
and Operations

Divider

EXHIBIT A

Circulo de la Hispanidad, Inc.'s
Certificate of Incorporation

1649150

The University of the State of New York

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

Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of

CIRCULO DE LA HISPANIDAD, INC.

as a not-for-profit corporation.

This consent to filing, however, 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 corporation, nor shall it be construed as giving the officers or agents of such corporation 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.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 26th day of February, 1980.

Gordon M. Ambach
Commissioner of Education

BY:

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs

This consent to filing is granted with the understanding that nothing contained in the annexed certificate of incorporation shall be construed as authorizing the corporation to engage in the practice of law except as provided by subdivision 5 of Section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the certificate of incorporation shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to Section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of Section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of Section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of Section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to Section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

CERTIFICATE OF INCORPORATION
OF
CIRCULO DE LA HISPANIDAD, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, for the purpose of forming a corporation under Section 402 of the not-for-profit corporation law, hereby certify:

1. The name of the corporation is Circulo de la Hispanidad, Inc.
 2. The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of its members, directors or officers, except to the extent permitted under the not-for-profit law.
 3. The purposes for which the corporation is to be formed are to foster the development in the community crime prevention, cultural, educational, recreational and vocational programs. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain or its members, directors, or officers, except as permitted under Article 5 of the not-for-profit corporation law.
 4. The corporation is a Type B corporation as defined in subparagraph (a) (5) of Section 102 (definitions) of the Not-For-Profit Corporation Law.
 5. The territory in which the corporation's activities are principally to be conducted is in the City of Long Beach, County of Nassau, State of New York.
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6. The office(s) of the Corporation shall be located in
The City of Long Beach, County of Nassau, State of New York.

7. The names and residences of the directors until the first
annual meeting are:

Gil Bernardino	210 West Pine Street Long Beach, New York 11561
Enemias Garcia	470 National Boulevard Long Beach, New York 11561
Marisa Lamarre	322 East Beech Street Long Beach, New York 11561
Olga Montenora	519 East Walnut Street Long Beach, New York 11561
Rosa Garfias	25 West Broadway, Apt. 10 Long Beach, New York 11561
Rosa Leukovski	525 East Broadway Long Beach, New York 11561
Juan Altamirano	315 East Walnut Street Long Beach, New York 11561
Irma Bren̄a	415 National Boulevard, Apt. 5J Long Beach, New York 11561

8. The Post Office address to which the Secretary of State shall
mail a copy of any notice required is 210 West Pine Street, Long
Beach, New York 11561.

9. Nothing herein shall authorize this corporation, directly or
indirectly, to engage in or include among its purposes, any of
the activities mentioned in not-for-profit corporation law, Section
404 (b) through (q) or executive law, Section 757.

10. Nothing herein shall authorize the corporation to operate or
maintain a nursery school, elementary school or secondary school.

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11. Nothing herein shall authorize the corporation to operate or maintain an institution of higher learning or to grant degrees.

12. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

13. In furtherance of its corporate purposes, the corporation shall have general powers enumerated in Section 202 NPCL, together with the power to solicit grants and contributions for corporate purposes.

14. No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, 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.

15. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

16. In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

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14. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 (d) of the Code.

15. Each of the Subscribers is over the age of 19 years.

IN WITNESS WHEREOF, this certificate has been signed by each of the subscribers this 28 day of JANUARY, 1960.

Gil Bernardino
Gil Bernardino
210 West Pine Street
Long Beach, New York 11561

Enemias Garcia
Enemias Garcia
470 National Boulevard
Long Beach, New York 11561

Marisa Lamarre
Marisa Lamarre
322 East Beech Street
Long Beach, New York 11561

Olga Montenegro
Olga Montenegro
519 East Walnut Street
Long Beach, New York 11561

Rosa Garfias
Rosa Garfias
25 West Broadway, Apt. 10
Long Beach, New York 11561

Rosa Leukovski
Rosa Leukovski
525 East Broadway
Long Beach, New York 11561

Juan Altamirano
Juan Altamirano
315 East Main Street
Long Beach, New York 11561

Irma Brena
Irma Brena
415 National Boulevard, Apt. 5J
Long Beach, New York 11561

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

On this 29 day of January, 1960, before me personally came Gil Bernardino, Enemias Garcia, Marisa Lamarre, Olga Montenegro, Rosa Garfias, Rosa Leukovski, Juan Altamirano, and Irma Brena to me known and known by me to be the persons described in and who executed the foregoing Certificate of Incorporation and he, she duly acknowledged to me that he, she executed the same.

Sworn to before me this
29 day of January, 1960.

Horace Goodman
Notary Public
HORACE GOODMAN
NOTARY PUBLIC, State of New York
No. 30-4604421
Qualified in Nassau County
Commission Expires March 30, 1961

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I, W. J. KELLY, a Justice of
the Supreme Court of the State of New York for the 7th
Judicial District do hereby approve the foregoing Certificate of
Incorporation of _____ and consent
that the same be filed.

Date: Dec 7, 1979

THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

J.S.C.

W. J. KELLY

CLERK
JULY 1979
SPECIAL TERM, PART II
JULY 1979

Edward J. Down

RECEIVED
1980 JUN 11 AM 10:39
CITY OF LONG BEACH
CORPORATION COUNSEL

NOTICE OF ENTRY

Sir: Please take notice that the within is a (certified) true copy of a duly entered in the office of the clerk of the within named court on 19

Dated,

Yours, etc.,

Attorney for

Office and Post Office Address

To

Attorney(s) for

NOTICE OF SETTLEMENT

Sir:—Please take notice that an order

of which the within is a true copy will be presented for settlement to the Hon.

one of the judges of the within named Court, at

on the day of 19

at A.M.

Dated,

Yours, etc.,

Attorney for

Office and Post Office Address

To

Attorney(s) for

Index No.

Year 19 A649453 - 9

CIRCULO DE LA HISPANIDAD,
INC.

210 West Pine Street
Long Beach, N. Y. 11561

CERTIFICATE OF INCORPORATION

To *Gil Bernardino*
Attorney(s) for *210 West Pine St*

Service of a copy of the within *Long Beach Reg*
is hereby advised. *11561*

Dated,

Attorney(s) for

STATE OF NEW YORK
DEPARTMENT OF STATE
MAR 5 - 1960
AMT OF CHECK \$ *52*
FILING FEE \$ *52*
TAX \$
COPY \$
CERT \$
RECORD \$

BY: *Amos*
P. Nassau

463549 Type B

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CIRCULO DE LA HISPANIDAD, INC.**

Filed by:

**Mark A. Spiritis, Esq.
168 West Park Avenue
Long Beach, New York 11561**

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CIRCULO DE LA HISPANIDAD, INC.

Under Section 803 of the Not-For-Profit Corporation Law.

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is CIRCULO DE LA HISPANIDAD, INC.
2. The certificate of incorporation was filed by the Department of State on the 5th day of March, 1980 under the Not-For-Profit Corporation Law under the name of CIRCULO DE LA HISPANIDAD, INC.
3. The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 (Definitions) of the Not-For-Profit Corporation Law, as a Type B Not-for-Profit Corporation pursuant to Section 201 of the Not-For-Profit Corporation Law.
4. The Secretary of State 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 him is:

210 West Pine Street
Long Beach, New York 11561

5. The certificate of Incorporation of this corporation is hereby amended to effect the following changes:

To add corporate purposes.

Paragraph SECOND of the Certificate of Incorporation is hereby amended to add the following:

To operate a Substance Abuse Program within the meaning of Article 19 of the Mental Hygiene Law and the Rules and Regulations adopted pursuant thereto as each may be amended from time to time.

6. The amendment to the Certificate of Incorporation was authorized by a majority of members entitled to vote thereon as provided in paragraph (c) of Section 613 of the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed to this 26th day of February, 1990 by the undersigned who affirms that the statements made herein are true under penalties of perjury.

Antonio Nadal
President

Olga Montenora
Secretary

State of New York
Division of Substance Abuse Services
Albany, New York

Know All Persons By These Presents:

Pursuant to the provisions of Paragraph (U) of Section 404 of the Not-For-Profit Corporation Law, consent is hereby given to the filing with the Department of State of the annexed:

Certificate Of Amendment

Of The

Certificate of Incorporation

OF

Circulo De La Hispanidad, Inc.

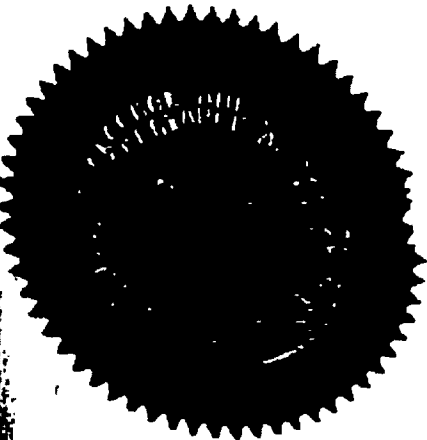
Under Section 803 of the Not-For-Profit Corporation Law

This consent to filing shall in no way be construed as an authorization for the corporation to operate a substance abuse program for which a certificate of approval may be necessary pursuant to the provisions of Mental Hygiene Law, Section 23.01.

IN WITNESS WHEREOF this instrument
is executed and the Seal of the
State Division of Substance Abuse
Services is affixed this 9th
day of November, 1990.

Attest: T. J. [illegible]

By: A. Thomas [illegible]



WAIVER OF NOTICE

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Dated: _____
Robert Abrams
Attorney General
State of New York

By: _____
Assistant Attorney General

APPROVAL OF SUPREME COURT JUSTICE

I, HARRY H. KUTNER, a Justice of the Supreme Court of the State of New York, of the 10th Judicial District, in which the office of the corporation is located, approve of the foregoing Certificate of Incorporation of CIRCULO DE LA HISPANIDAD, INC. and consent to its filing.

Dated: DEC 19 1990
Supreme Court, Nassau County
Ex Parte Motion Term,

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by Laura Weiner
December 15, 1990
ASSISTANT ATTORNEY GENERAL

Harry H. Kutner
J.S.C.



The University of the State of New York

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

In accordance with the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the change of purposes of CIRCULO DE LA HISPANIDAD, INC., contained in the annexed certificate of amendment of the certificate of incorporation.

This consent to filing, however, 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 corporation, nor shall it be construed as giving the officers or agents of such corporation 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.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

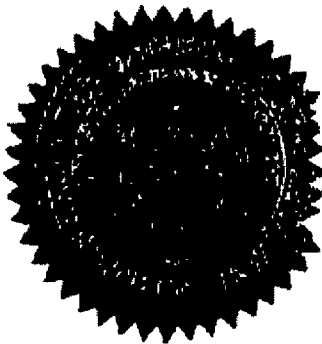
IN WITNESS WHEREOF this instrument is
executed and the seal of the State
Education Department is affixed this
27th day of November, 1990.

Thomas Sobol
Commissioner of Education

By:

A handwritten signature in cursive script, reading "Richard L. Nabozny".

Richard L. Nabozny
Senior Attorney



This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services unless or until the corporation is issued a certificate of approval pursuant to section 23.01 of the Mental Hygiene Law.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

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 October 13, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

F901231000142



The University of the State of New York

STATE OF NEW YORK :

ss.:

COUNTY OF ALBANY :

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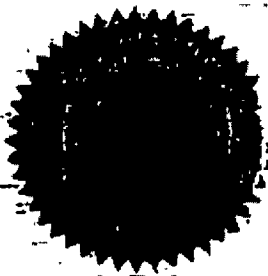
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Thomas Sobol
Commissioner of Education

By:

Richard L. Nabozny

Richard L. Nabozny
Senior Attorney



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SW

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CIRCULO DE LA HISPANIDAD, INC.

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3

210 West Pine Street
Long Beach, New York 11581

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Paragraph SECOND of the Certificate of Incorporation is hereby amended to add the following:

To operate a Substance Abuse Program within the meaning of Article 19 of the Mental Hygiene Law and the Rules and Regulations adopted pursuant thereto as each may be amended from time to time.

6. The amendment to the Certificate of Incorporation was authorized by a majority of members entitled to vote thereon as provided in paragraph (c) of Section 513 of the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed to this 26th day of February, 1980 by the undersigned who affirms that the statements made herein are true under penalties of perjury.

4

Antonio Nadel
Antonio Nadel
President

Olga Montenegro
Olga Montenegro
Secretary

7258 1828

State of New York
Division of Substance Abuse Services
Albany, New York

Know All Persons By These Presents:

Pursuant to the provisions of Paragraph (U) of Section 404 of the Not-For-Profit Corporation Law, consent is hereby given to the filing with the Department of State of the annexed:

Certificate Of Amendment

Of The

Certificate of Incorporation

Of

Circulo De La Hispanidad, Inc.

Under Section 803 of the Not-For-Profit Corporation Law

This consent to filing shall in no way be construed as an authorization for the corporation to operate a substance abuse program for which a certificate of approval may be necessary pursuant to the provisions of Mental-Hygiene Law, Section 23.01.

IN WITNESS WHEREOF this instrument is executed and the Seal of the State Division of Substance Abuse Services is affixed this 9th day of November, 1990.

Arthur Y. Webb
Director

By: A. Thomas Stinson

6

WAIVER OF NOTICE

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Dated:

Robert Abrams
Attorney General
State of New York

By:

Assistant Attorney General

APPROVAL OF SUPREME COURT JUSTICE

I, HARRY E. KUTNER, a Justice of the Supreme Court of the State of New York, of the 10th Judicial District, in which the office of the Corporation is located, approve of the foregoing Certificate of Incorporation of CIRCULO DE LA HISPANIDAD, INC. and consent to its filing.

Dated: DEC 19 1990
Supreme Court, Nassau County
Ex Parte Motion Term

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

ROBERT ABRAMS ATTORNEY GEN.
STATE OF NEW YORK

by Lawrence Weiner
December 15, 1990
ASSISTANT ATTORNEY GENERAL

J.S.C.

F901231000162

AW

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CÍRCULO DE LA HISPANIDAD, INC.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 31 1990

TAX \$
BY: Stw

NASSAU

DEC 31 1990

AT

Filed by:

Mark A. Spiritis, Esq.
168 West Park Avenue
Long Beach, New York 11561

RECEIVED DECEMBER 31 1990
DEC 31 2 00 PM '90
DEC 31 9 42 AM '90

8

901231000164

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 October 13, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

F010111000382

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CIRCULO DE LA HISPANIDAD, INC.

Under Section 803 of the Not-For-Profit corporation Law.

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is CIRCULO DE LA HISPANIDAD, INC.
2. The certificate of incorporation was filed by the Department of State on the 5th day of March, 1980 under the Not-For Profit Corporation Law under the name of CIRCULO DE LA HISPANIDAD, INC.
3. The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-For-Profit Corporation Law. is a Type B Not-For-Profit Corporation pursuant to Section 201 of the Not-For-Profit Corporation Law.
4. The Secretary of State is designated as agent of the corporation upon who, 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 him is:

210 West Pine Street
Long Beach, NY 11561

5. The certificate of Incorporation of this corporation is hereby amended to effect the following changes.

5.1- Change section 9 (page 4).

Section 9 (page 4) of the certificate of Incorporation is hereby amended to effect the following change:

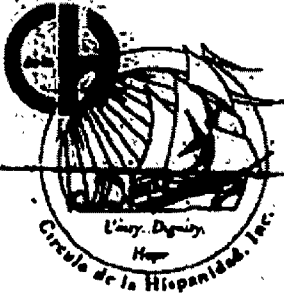
"Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in not-for-profit corporation law, Section 404(c)-(u) or Executive Law, Section 757.

5.2- To add corporate purposes

Paragraph SECOND of the Certificate of Incorporation is hereby amended to add the following:

"To establish and operate day care centers in Nassau County, provided however, that before each facility is established and opened, the prior written approval of the New York State Office of Children and Family Services must be obtained."

6 - The amendment to the Certificate of Incorporation was authorized by a majority of members entitled to vote thereon as provided in paragraph (c) of Section 613 of the Not-For-Profit Corporation Law



Gil Bernardino, Executive Director

BOARD MEMBERS

Jimmy Perez, Chairperson
Esperanza Perdomo, Secretary
Marisa Lamure, Treasurer
Rosa Leikowski

Diego N. Ivez
Miguel Martinez
Carlos Conde
Maria Ayala
Mina Figueroa

AFFIDAVIT

The undersigned, Gil Bernardino, Executive Director of Circulo de la Hispanidad, Inc, duly authorize by the Board of Directors, Certify

Circulo de la Hispanidad, Inc will continue to be a not-for-profit corporation, type B, as defined in the not-for-profit law.

Furthermore, Circulo de la Hispanidad, Inc will continue to use present funds for the current purpose and future funds for the new purpose

Signed

Gil Bernardino
Gil Bernardino
Executive Director

Date

10/2/2005

On this 2nd day of October before me came Gil Bernardino, the Executive Director of Circulo de la Hispanidad, Inc and executed the aboved statement Signed before me on this date

Nora Zapata
Notary Public

MANA ZAPATA
Notary Public, State of New York
No. 002400000
Qualified in Nassau County
Commission Expires May 23, 2007

3



United Way
of New York
1000 Broadway, New York, NY 10003

A COMMUNITY TAX EXEMPT NON-PROFIT ORGANIZATION

MAIN OFFICE: P.O. BOX 1000, WEST PARK AVENUE, LONG BEACH, NEW YORK 11551 • (516) 880-8800 • FAX (516) 880-8878
91 NORTH FRANKLIN STREET, SUITE 400, HEMPSTEAD, NEW YORK 11550 • (516) 880-4444 • FAX (516) 880-7700

CIRCULO DE LA HISPANIDAD, INC.
Certificate of Amendment dated April 19, 2000

The Attorney General has no objection to the granting of Judicial approval hereon, acknowledges receipt of statutory notice and demands service of the filed certificate. Said no objection is conditioned on submission of the matter to the Court within 30 days hereafter.

ELIOT SPITZER
ATTORNEY GENERAL
STATE OF NEW YORK

By:

Merrill Scannell
Merrill Scannell
Assistant Attorney General

Date: APR 21 2000

I, HON. ROBERT ROBERTO JR., Justice of the Supreme Court of the State of New York for the Tenth Judicial District do hereby approve of the foregoing Certificate of Amendment of the Certificate of Incorporation of Circulo De La Hispanidad, Inc. and consent that the same be filed.

Date: DEC 4 2000

[Signature]
J.S.C.

STATE OF NEW YORK
OFFICE OF CHILDREN AND FAMILY SERVICES
ALBANY, NEW YORK

KNOW ALL PERSONS BY THESE PRESENTS:

Pursuant to the provisions of Section 460-a of the Social Services Law and Section 404(b) of the Not-for-Profit Corporation Law, due inquiry and investigation having been made, approval is hereby given to the filing of the annexed certificate of amendment of the certificate of incorporation of

CIRCULO DE LA HISPANIDAD, INC.

on the condition that the purposes and duration included in the certificate as filed are consistent with the following purposes and duration: to establish and operate day care centers for children in Nassau County in perpetuity.

This approval will, upon filing of the certificate with the Secretary of State, give the corporation the authority to engage in the activities set forth or summarized above for the period of time set forth above.

IN WITNESS WHEREOF, this document is executed and the seal of the New York State Office of Children and Family Services is affixed this 14th day of July, 2000



By:

[Signature]
Suzanne Z. Sennett
Director, Bureau of Child Care
Division of Development and
Prevention Services

FO10111000382

IN WITNESS WHEREOF, this certificate has been subscribed this 19th day of April
2000 by the undersigned who affirm(s) that the statements made herein are true under the
penalties of perjury.

Type name	Capacity in which signed	Signature
<u>Jimmy Perez</u>	<u>Chairman</u>	<u>[Signature]</u>
<u>Mariya Lamarre</u>	<u>Treasurer</u>	<u>[Signature]</u>
<u>Maria Ayala</u>	<u>Member</u>	<u>[Signature]</u>

RECEIVED

JAN 11 10 40 AM '01

Certificate of Amendment of the Certificate of Incorporation of

Circulo de la Hispanidad, Inc.

Under section 803 of the not-for-profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

JAN 11 2001

FILED
TAXS
BY JAN
Nassau

Filed by:

Gil Bernardino
Executive Director

Address:

210 West Pine Street
Long Beach, NY 11561

JAN 11 10 40 AM '01
FILED

6

010111000384

STATE OF NEW YORK
OFFICE OF CHILDREN AND FAMILY SERVICES
ALBANY, NEW YORK

KNOW ALL PERSONS BY THESE PRESENTS:

Pursuant to the provisions of Section 460-a of the Social Services Law and Section 404(b) of the Not-for-Profit Corporation Law, due inquiry and investigation having been made, approval is hereby given to the filing of the annexed certificate of amendment of the certificate of incorporation of

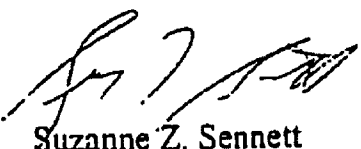
CIRCULO DE LA HISPANIDAD, INC.

on the condition that the purposes and duration included in the certificate as filed are consistent with the following purposes and duration: to establish and operate day care centers for children in Nassau County in perpetuity.

This approval will, upon filing of the certificate with the Secretary of State, give the corporation the authority to engage in the activities set forth or summarized above for the period of time set forth above.

IN WITNESS WHEREOF, this document is executed and the seal of the New York State Office of Children and Family Services is affixed this 14th day of July, 2000

By:


Suzanne Z. Sennett
Director, Bureau of Child Care
Division of Development and
Prevention Services



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CIRCULO DE LA HISPANIDAD, INC.

Under Section 803 of the Not-For-Profit corporation Law.

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is CIRCULO DE LA HISPANIDAD, INC.
2. The certificate of incorporation was filed by the Department of State on the 5th day of March, 1980 under the Not-For Profit Corporation Law under the name of CIRCULO DE LA HISPANIDAD, INC.
3. The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-For-Profit Corporation Law, as a Type B Not-For-Profit Corporation pursuant to Section 201 of the Not-For-Profit Corporation Law.
4. The Secretary of State 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 him is:

210 West Pine Street
Long Beach, NY 11561

5. The certificate of Incorporation of this corporation is hereby amended to effect the following changes:

5.1- Change section 9 (page 4):

Section 9 (page 4) of the certificate of Incorporation is hereby amended to effect the following change:

"Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in not-for-profit corporation law, Section 404(c)-(u) or Executive Law, Section 757.

5.2- To add corporate purposes.

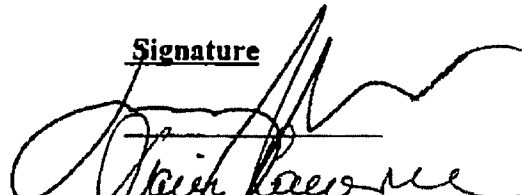
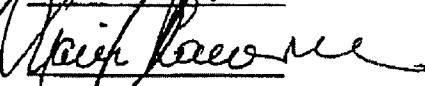
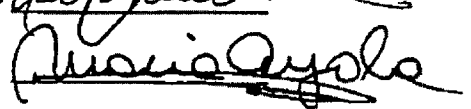
Paragraph SECOND of the Certificate of Incorporation is hereby amended to add the following:

"To establish and operate day care centers in Nassau County, provided however, that before each facility is established and opened, the prior written approval of the New York State Office of Children and Family Services must be obtained."

6.- The amendment to the Certificate of Incorporation was authorized by a majority of members entitled to vote thereon as provided in paragraph (c) of Section 613 of the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed this 19th day of April
2000 by the undersigned who affirm(s) that the statements made herein are true under the
penalties of perjury.

<u>Type name</u>	<u>Capacity In which signed</u>
<u>Jimmy Perez</u>	<u>Chairman</u>
<u>Marissa Lamarre</u>	<u>Treasurer</u>
<u>Maria Ayala</u>	<u>Member</u>

Signature




Certificate of Amendment of the Certificate of Incorporation of
Circulo de la Hispanidad, Inc.

Under section 803 of the not-for-profit Corporation Law

Filed by:

Gil Bernardino
Executive Director

Address:

210 West Pine Street
Long Beach, NY 11561

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 October 13, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

New York State
Department of State
Division of Corporations, Se-
and Uniform Commis-
41 State Street
Albany, NY 12231

671
F030429000

CERTIFICATE OF CHANGE
OF

CÍRCULO DE LA HISPANIDAD, INC.
(Insert Name of Domestic Corporation)

Under Section 803-A of the Not-for Profit Corporation Law

FIRST: The name of the corporation is: CÍRCULO DE LA HISPANIDAD, INC.

If the name of the corporation has been changed, the name under which it was formed is: _____

SECOND: The certificate of incorporation was filed by the Department of State on: 03/05/1980

THIRD: The change(s) effected hereby are: (Check appropriate box(es))

Q The county location, within this state, in which the office of the corporation is located, is changed to: _____

☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to: _____

62 WEST PARK AVENUE

LONG BEACH, NY 11561

Q The corporation hereby: (Check one)

Q Designates _____
as its registered agent upon whom process against the corporation may be served.
The street address of the registered agent is: _____

Q Changes the designation of its registered agent to: _____
_____. The street address of the registered agent is: _____

Q Changes the address of its registered agent to: _____

Q Revokes the authority of its registered agent.

FOURTH: The change was authorized by the board of directors.

F080429000671

Barbara Dubow
(Signature)

BARBARA DUBOW, DIRECTOR OF
(Name and Capacity of Signer) PROGRAMS

CERTIFICATE OF CHANGE

OF

CÍRCULO DE LA HISPANIDAD, INC.
(Insert Name of Domestic Corporation)

Under Section 803-A of the Not-for-Profit Corporation Law

Filer's Name BARBARA DUBOW

Address 62 WEST PARK AVENUE

City, State and Zip Code LONG BEACH, NY 11561

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$20 filing fee.

For Office Use Only

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 29 2003

TAX S mb
BY: mb

11055014

2

698

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 October 13, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

070725000589

CERTIFICATE OF CHANGE OF

(Insert Name of Domestic Corporation)

Under Section 803-A of the Not-for Profit Corporation Law

FIRST: The name of the corporation is:

Circulo de la Hispanidad, Inc.

If the name of the corporation has been changed, the name under which it was formed is:

not applicable

SECOND: The certificate of incorporation was filed by the Department of State on:

March 5, 1980

THIRD: The change(s) effected hereby are: (Check appropriate statement(s))

☐ The county location, within this state, in which the office of the corporation is located, is changed to:

☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to read in its entirety as follows:

*26 West Park Avenue
Long Beach, Ny 11561*

☐ The corporation hereby: (Check one)

☐ Designates

as its registered agent upon whom process against the corporation may be served.

The street address of the registered agent is:

☐ Changes the designation of its registered agent to:

The street address of the registered agent is: 070725000589

☐ Changes the address of its registered agent to:

☐ Revokes the authority of its registered agent.

FOURTH: The change was authorized by the board of directors.

Jimmy Perez
(Signature)

Jimmy Perez, President of Board of Directors
(Name and Title of Signer)

CERTIFICATE OF CHANGE
OF

Circulo de la Hispanidad, Inc.
(Insert Name of Domestic Corporation)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 25 2007

TAXES to
BY: for

Nassau

Under Section 803-A of the Not-for-Profit Corporation Law

Filer's Name *Gil Bernardino, Founder & Executive Director*

Address *26 West Park Avenue*

City, State and Zip Code *Long Beach, New York 11561*

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$20 filing fee.

For Office Use Only

2007 JUL 25 10:12:04

RECEIVED

649

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 October 13, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CIRCULO DE LA HISPANIDAD, INC.
UNDER SECTION 803 OF THE NOT-FOR-PROFIT
CORPORATION LAW**

**We, the undersigned, being the President and Secretary of
CIRCULO DE LA HISPANIDAD, INC., do hereby certify:**

1. The certificate of Incorporation of CIRCULO DE LA HISPANIDAD, INC. was filed by the Department of State on March 5, 1980. The corporation was formed under Not-For-Profit Corporation Law. A certificate of amendment of the certificate of incorporation was filed on December 31, 1990. A certificate of amendment of the certificate of incorporation was filed on January 11, 2001.

2. CIRCULO DE LA HISPANIDAD, INC., is a corporation as defined in subparagraph (a)(5) of the section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under section 201 of said law. The corporation shall continue to be a Type B corporation under section 201 of the Not-For-Profit Corporation Law. Nothing herein shall authorize the corporation directly or indirectly to establish or operate a shelter for adults, as defined in section 2(23) of the Social Services Law or to conduct any of the activities set forth in section 404(b) of the Not-for-Profit Corporation Law concerning the establishment or operation of a shelter for adults without the written approval of the New York State Office of Temporary and Disability Assistance.

3. Paragraph THIRD of the certificate of incorporation of CIRCULO DE LA HISPANIDAD, INC., which sets forth the purposes of the corporation, is hereby amended by adding thereto the following language:

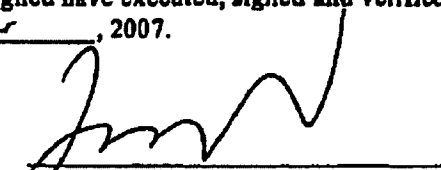
"The Corporation is also organized for the charitable purpose of owning, constructing, rehabilitating, leasing, managing, equipping, maintaining, developing and operating housing projects for the homeless or those unable to secure permanent and stable housing without special assistance. The Corporation shall provide the furnishing of clean, decent, permanent or temporary housing facilities for homeless persons in need of such accommodations in the State of New York at a modest price and without profit. The Corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in Section 202 of the Not-For-Profit Corporation Law and is empowered to do and perform all acts


including, but not limited to, the execution of agreements with governmental agencies or instrumentalities thereof, and any and all such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing for the construction, rehabilitation, leasing, managing, equipping, maintaining, development and operation of such housing projects."

4. This amendment to the certificate of incorporation, was authorized pursuant to New York Not-for-profit Corporation Law §708 by unanimous written consent of all the directors of the corporation effective September 12, 2007.

5. The Secretary of State of New York is hereby the 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 him as agent is 26 West Park Avenue, Long Beach, New York 11561.

IN WITNESS WHEREOF, the undersigned have executed, signed and verified this certificate this 10th day of October, 2007.


Jimmie Perez
President

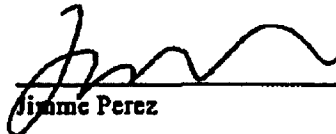

Esperanza Peresztegui
Secretary

STATE OF NEW YORK

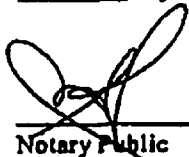
SS.:

COUNTY OF NASSAU

Jimmie Perez, being duly sworn, deposes and says: I am the President of Circulo de la Hispanidad, Inc. I have read the foregoing CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF CIRCULO DE LA HISPANIDAD, INC. I now the contents thereof and the same are true to our knowledge, except those matters therein which are stated to be alleged on information and belief, and as to those matters I believe them to be true.


Jimmie Perez

Sworn to before me this
10th day of October, 2007


Notary Public

STATE OF NEW YORK

SS.:

COUNTY OF NASSAU

SARAH E.R. BREWSTER
Notary Public, State of New York
No. 01BR6008130
Qualified in Nassau County
Commission Expires March 3, 20 11

Esperanza Peresztegui, being duly sworn, deposes and says: I am the Secretary of Circulo de la Hispanidad, Inc. I have read the foregoing CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF CIRCULO DE LA HISPANIDAD, INC. I know the contents thereof and the same are true to our knowledge, except those matters therein which are stated to be alleged on information and belief, and as to those matters I believe them to be true.


Esperanza Peresztegui

Sworn to before me this
10th day of October, 2007


Notary Public

SARAH E.R. BREWSTER
Notary Public, State of New York
No. 01BR6008130
Qualified in Nassau County
Commission Expires March 3, 20 11

STATE OF NEW YORK

SS.:

COUNTY OF NASSAU

Gil Bernadino, being duly sworn, deposes and says:

1. I am the Executive Director of Circulo de la Hispanidad, Inc.. I am submitting this affidavit in support of the corporation's request for approval from the Attorney General of the State of New York for filing a certificate of amendment of the certificate of incorporation of the corporation that will add to the existing corporate purposes the provision of low income housing and housing for persons who are homeless.

2. This affidavit will certify that the corporation will not use any current assets, which are presently restricted with respect to their use to those corporate purposes currently set forth in the corporation's certificate of incorporation, for any new purpose to be added to the corporate purposes pursuant to the proposed certificate of amendment of the certificate of incorporation.




Gil Bernadino

Sworn to before me

this 18th day of October, 2007

Notary Public



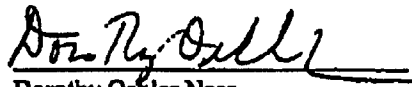
SARAH E.R. BREWSTER
Notary Public, State of New York
No. 01BR6006130
Qualified in Nassau County
Commission Expires March 3, 2011

**CIRCULO DE LA HISPANIDAD, INC.
CERTIFICATE OF AMENDMENT
dated October 18, 2007**

The Attorney General has no objection to the granting of Judicial approval hereon, acknowledges receipt of statutory notice and demands service of the filed certificate. Said no objection is conditioned on submission of the matter to the Court within 30 days hereafter.

ANDREW M.. CUOMO
ATTORNEY GENERAL
STATE OF NEW YORK

By:

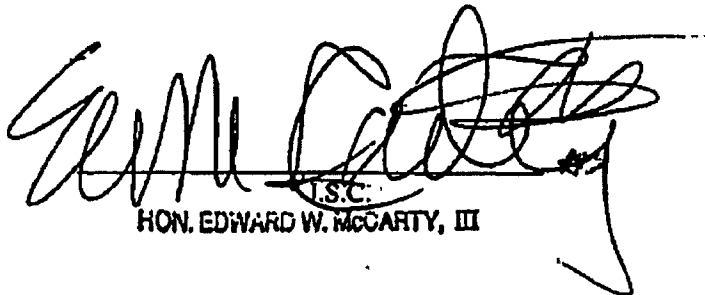

Dorothy Oehler Nese
Assistant Attorney General

Date: December 10, 2007

I, EDWARD W. McCARTY III, a Justice of the Supreme Court of the State of New York for the 10th Judicial District do hereby approve of the foregoing Certificate of Amendment of the Certificate of Incorporation of CIRCULO DE LA HISPANIDAD, INC.

and consent that the same be filed.

Date: 1/3/08


HON. EDWARD W. McCARTY, III

080117000849

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CIRCULO DE LA HISPANIDAD, INC.

2008 JAN 17 PM 2:56

UNDER SECTION 803 OF THE NOT-FOR-PROFIT
CORPORATION LAW

**BLU-39
DRAWDOWN**

1.66.
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

JAN 17 2008

TAX \$ _____

BY: 246

Nassau

Submitted by;
Seth P. Stein, Esq.
Moritt Hock Hamroff & Horowitz LLP
400 Garden City Plaza
Garden City, NY 11530

2008 JAN 17 PM 4:07

RECEIVED

2008 JAN 17 PM 12:13

RECEIVED

080117000917

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 June
25, 2013.

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

Daniel E. Shapiro
First Deputy Secretary of State

130 4 1700 0757

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION**

OF

CIRCULO DE LA HISPANIDAD, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, being a duly elected officer of CIRCULO DE LA HISPANIDAD, INC.
does hereby certify:

- (1) The name of the corporation is CIRCULO DE LA HISPANIDAD, INC.
- (2) The certificate of incorporation of CIRCULO DE LA HISPANIDAD, INC. was filed by the New York State Department of State on March 5, 1980.
- (3) CIRCULO DE LA HISPANIDAD, INC. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The corporation shall continue to be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
- (4) The certificate of incorporation of CIRCULO DE LA HISPANIDAD, INC. is hereby amended to add a new paragraph # 16 which shall set forth additional provisions relating to the powers of the Corporation:

"The Corporation shall have the power, in furtherance of and to advance its charitable and tax-exempt purposes, to lease, license or otherwise make available to other organizations, including not-for-profit and charitable organizations, the use of property, both real and personal, owned, leased or otherwise used by the Corporation."

- (5) This amendment to the certificate of incorporation of CIRCULO DE LA HISPANIDAD, INC. was authorized by affirmative vote of a majority of the entire Board of Directors, at a meeting at which a quorum was present. CIRCULO DE LA HISPANIDAD, INC. has no members other than the members of the Board of Directors.

- (6) The Secretary of State of New York is hereby appointed the agent of the

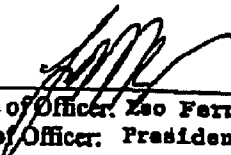
corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as its agent is: 26 West Park Avenue, Long Beach, New York 11561.

IN WITNESS WHEREOF, the undersigned has executed, signed and verified this certificate of amendment the 15th day of April, 2013, and hereby affirms under penalties of perjury that the statements made herein are true and accurate.


Name of Officer: Leo Fernandez
Title of Officer: President

STATE OF NEW YORK
COUNTY OF Nassau

Leo Fernandez, being duly sworn, deposes and says: I am the President of the Board of Directors of CIRCULO DE LA HISPANIDAD, INC. I have read the foregoing Certificate of Amendment of the Certificate of Incorporation of CIRCULO DE LA HISPANIDAD, INC. I know the contents thereof and the same are true to my knowledge, except those matters therein which are stated to be alleged on information and belief, and as to those matters I believe them to be true.


Name of Officer: Leo Fernandez
Title of Officer: President

Sworn to before me this
15 day of April, 2013


Notary Public

SARAH E.R. BREWSTER
Notary Public, State of New York
No. 01BR6088130
Qualified in Nassau County
Commission Expires March 3, 2015

130417000757

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

CIRCULO DE LA HISPANIDAD, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED
2013 APR 17 PM 1:51

**BLU-39
DRAWDOWN**

RECEIVED
2013 APR 17 PM 12:07

FILED BY:
Moritt Hock & Hamroff LLP
400 Garden City Plaza
Suite 202
Garden City, New York 11530
516-873-2000

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 17 2013
TAXS _____
BY: huc
Nass

Divider

EXHIBIT B

Circulo de la Hispanidad, Inc.'s
By-Laws, as amended to date

BY-LAWS
OF
CIRCULO DE LA HISPANIDAD, INC.

ARTICLE I

OFFICES

The principal office of the corporation shall be in the City of Long Beach, County of Nassau, State of New York. The corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may require.

ARTICLE II

PURPOSES

The purposes for which this corporation has been organized shall be as set forth in the Certificate of Incorporation as amended from time to time.

ARTICLE III

DIRECTORS

Section 1

The general management of the affairs of the Corporation and of the administration of its funds, properties and programs shall be vested in the Executive Director. The Board of Directors shall have control of the property of the corporation and shall fix its policies, and it shall have the power to employ the Executive Director who shall be selected as provided in these By-laws.

Section 2

The Board of Directors of the Corporation shall be composed of not less than five (5) nor more than eleven (11) members. The regular term of office shall be three (3) years.

Members may be elected for interim appointments at any regular meeting, but may be elected for a regular term only at the annual meeting.

In all instances, the following processes and procedures shall be effected:

Nominations for Board membership are to be submitted to the Personnel Committee of the Board. A resume should accompany the nomination. It shall be the responsibility of the Personnel Committee to screen potential nominations and to present nominations to Board. The Board reserves the right to review and interview all nominations. If the candidate is recommended by the Personnel Committee and the Board of Directors by majority vote, the candidate shall be voted upon by the Board at the next scheduled Board meeting.

Section 3

Resignation: A Director may resign at any time by giving written notice to the Board, the Chairperson or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take upon receipt thereof by the Board or such officer and the acceptance of the resignation shall not be necessary to make it effective.

Section 4

Compensation: No Board member may at any time receive payment, nor derive profit, from any action taken on behalf of the agency during his/her tenure as a Board member, nor may any Board member assume any position within or outside of the agency from which payment of agency funds would accrue to them within one year of their cessation of Board membership.

Section 5

Removal: Any or all the directors may be removed for cause by vote of 66.7% of the members of the Board. Any such action must take place at an appropriately called meeting of the Board. The notice of such meeting must describe the proposed action of removal of the Board member, indicating who the member is and what the cause, unless it is without cause, in which case the notice must so state. Proper cause for removal will include any act of an individual which would reflect badly on the business of the Corporation and/or its good name. Cause would also include failure of the Board member to attend three consecutive regular meetings of the Board.

Section 6

Employees not Director: No employee of the corporation shall serve as a member of the Board of Directors.

ARTICLE IV

MEETINGS OF BOARD OF DIRECTORS

Section 1

The Board of Directors of the Corporation shall hold an annual meeting each year. The purposes of the annual meeting are to elect officers and directors, to formally induct officers or directors with interim appointments, and to receive and act upon such annual reports as required by the Board and by the guidelines imposed by any governmental or other funding agency.

Section 2

Regular meetings of the Board of Directors shall be held monthly. There shall be no less than nine meetings a year. At least five days written notice shall be given to each member of the Board of Directors and said notice shall stipulate the time, date and place of each meeting.

Committees of the Board of Directors shall convene as often as may be necessary between full meeting of the Board of Directors.

Section 3

Special meetings of the Board of Directors may be called by the Chairperson at his/her discretion or may be convened at any time upon the written request of at least four members of the Board of Directors with the approval of the Board President or in his absence, the Board Secretary.

Section 4

A quorum at a full board meeting consists of at least one more person than fifty-percent of the membership of the Board of Directors. For example, if the current Board members total eight, five member represent a quorum. Resolutions may not be voted upon without a quorum, but telephone polls to obtain vote may be conducted. This telephone poll will satisfy the quorum requirement. A majority shall be at least 51% of the Board quorum. Proxy voting is not permitted.

Section 5

All notices shall be served upon Directors at the address given to the Secretary for that purpose, unless later changed by written notice to the Secretary. All notices to the Corporation shall be served upon the Secretary of the Corporation, unless otherwise provided in these By-Laws, at the principal address of the Corporation. Notices shall be given in person or by mail, and shall be deemed to have been given when deposited in the United States Mail, with postage thereon prepaid. Notice of any adjourned meeting of the Board shall be given in like manner to all Directors not present at the meeting adjourned and unless such time and place are announced at the adjourned meeting, to the other Directors present there at. All notices shall specify the purposes of any meeting, and if it shall be a Special Meeting, shall set forth by whom the meeting was called.

ARTICLE V

Section 1

Officers shall be a Chairperson, Secretary and Treasurer. The term of office for each officer in a specific office shall be three years, and for two successive terms of not more than three years each. The power and duties of such officers shall be as follows:

- a) The Chairperson shall preside at all meetings of the directors and shall perform such others duties as she/he may be directed to perform by the Board of Directors, and shall have general oversight over the business and affairs of the Corporation. The Chairperson shall be an ex-official member of all committees. In addition, the Chairperson (and/or the Secretary and Treasurer) shall be authorized to sign checks, provided that the Chief Executive Director and designees authorized as signatories per bank resolutions shall have the power to sign all checks and maintain administrative oversight for all deposits necessary in connection with the day-to-day operation of the Corporation's affairs.
- b) The Secretary shall, in the absence or inability of the Chairperson, shall have the authority to act and perform the duties of the Chairperson.
- c) The Secretary or his/her designee shall be responsible for seeing that a record showing the names of all directors of the Corporation and their post office addresses is kept; shall be responsible to see that a correct record of the proceedings of all meetings of the directors is kept and shall do all other necessary writing relative to the business of the Board of Directors.
- d) The Executive Director shall be responsible for the care of money, securities, valuables and property of the Corporation and shall oversee bank deposits, and securities belonging to the Corporation in such bank or banks as the directors may select. The Chairperson and/or the Secretary and Treasurer shall sign such checks or other orders for the payment of money or delivery of securities belonging to the Corporation as the Board of Directors may direct. The Executive Director or his/her designees shall have power to sign all checks and make all deposits necessary in connection with the day-to-day operation of the Corporation's affairs. Prior to the annual fiscal meeting of the Corporation, the Treasurer and the Executive Director shall prepare and together with the Board verify a report showing the various details and information required by the laws of the State of New York or as otherwise required by the Board of Directors in its discretion. A Certified Public Accountant must certify Circulo de la Hispanidad, Inc. annual fiscal reports and returns.

Section 2

After each three-year term, all offices shall be open for election. A nominating committee, chaired by the Personnel Committee Chairperson and consisting of the immediate past Chairperson and other Board members, but excluding current Board officers, shall nominate a

slate of officers for the next three-year term. A majority vote of the full Board will be required for the election of the slate of officers proposed by the nominations committee. No officer may serve more than two successive terms in the same office.

Section 3

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the Board in their discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of chairperson and secretary.

ARTICLE VI

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Corporation and the immediate past Chairperson. It shall meet upon the call of the Chairperson and shall be empowered to act in the interim between Board meetings and shall report any such action to the Board at its next meeting.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 1

The Executive Director shall be appointed by the Board of Directors to serve at its discretion. An Executive Director may be removed only for cause by a two-thirds majority vote of the full Board of Directors.

Section 2

The Executive Director shall serve as the chief administrator of the activities and programs of the Corporation: shall employ or discharge personnel; sign payroll, rent and other checks necessary or proper in connection with the operations of the Corporation and shall represent the Corporation in all matters dealing with the public or other agencies, and shall have the power to negotiate contracts with others agencies, which then must be approved by the Board of Directors. Only decisions involving policies under which the Corporation operates or interpretations of the contract documents, including its addendum, shall be subject to the approval of the Board of Directors.

ARTICLE VIII
STANDING COMMITTEES

Section 1

Standing committees are those whose activities are permanent in nature, and the members shall be appointed annually, at the annual meeting of the Board, by the Chairperson and with the approval of the Board. All committees shall be composed of at least a Chairperson and one other member, all of whom must be Board members. Non-Board members may be appointed to a committee for a period of time determined by the Chairperson subject to the approval of the Board of Directors. Committee activities shall be reported periodically at regular Board meetings.

Section 2

The following shall be considered Standing Committees:

1. **Fiscal**: This committee shall develop and plan with the agency's administration fundraisers, and make recommendations to the Board. It shall assume all other related fiscal responsibilities, including assistance and consultation in preparation of the agency's annual budget. The Board must review and the Chairperson shall approve the agency's annual budget. The Treasurer shall serve as Chairperson.
2. **Personnel**: This committee shall review the personnel policies as needed, at least annually, and recommend necessary changes. It shall be available for consultation in the employment and function of staff.

Section 3

Other standing or special short-term committees may be created by the Board of Directors as deemed necessary. Membership on such committees or boards need not be limited to members of the Board of Directors, provided that the resolution establishing such committee or board set forth membership requirements on such committee or board as are satisfactory to the Board of Directors.

Section 4

No power or duty vested in the Board of Directors subject to these By-Laws shall be delegated to any such committee established under this article unless such delegation is approved by a vote of at least two-thirds of the Board of Directors.

ARTICLES IX

FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of June in each year and terminate on the 31st day of May each succeeding year.

ARTICLE X

SEAL

The seal of the corporation shall be as follows:

ARTICLE XI

CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE XII

ROBERT'S RULES

Section 1

All questions of parliamentary procedure shall be determined according to Robert's Revised Rules of Order, and in the absence of specially prepared program, the order of business recommended in said rules shall be followed.

ARTICLE XIII

AMENDMENTS

By-laws may be adopted, amended or repealed by the board of directors only at a meeting of the board for which a notice was sent to all members of the board in writing which notice shall clearly delineate the proposed change and be mailed or hand delivered to all board members at least ten (10) day prior to the meeting.

ARTICLE XIII

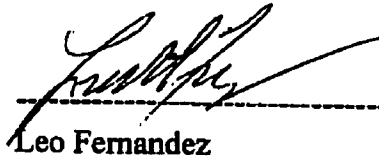
AMENDMENTS

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If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ATTEST

These new By-Laws were unanimously adopted and approved by the Board of Directors of Círculo de la Hispanidad, Inc. on July 13, 2013

A handwritten signature in black ink, appearing to read "Leo Fernandez", is written over a horizontal dashed line.

Leo Fernandez
Chair Person

Board of Directors

Maria Ayala, Secretary
Hector Martinez, Treasurer
Mario Figueroa
Julian Herrero
Jimmy Perez

07/13/13

Divider

EXHIBIT C

Circulo de la Hispanidad, Inc.'s
Good Standing Certificate, as certified by New York Secretary of State

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of CIRCULO DE LA HISPANIDAD, INC. was filed on 03/05/1980, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A Certificate of Amendment was filed on 12/31/1990.

A Certificate of Amendment was filed on 01/11/2001.

Certificate of Change was filed on 04/29/2003.

Certificate of Change was filed on 07/25/2007.

A Certificate of Amendment was filed on 01/17/2008

A Certificate of Amendment was filed on 04/17/2013.

I further certify that no other documents have been filed by such corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of July
two thousand and nineteen.*

Brendan C. Hughes

Brendan C. Hughes
Deputy Secretary of State

Divider

EXHIBIT D

Circulo de la Hispanidad, Inc.'s
Resolutions

RESOLUTION OF THE BOARD OF DIRECTORS

The following Resolution was adopted by the Board of Directors of Circulo de la Hispanidad, Inc. ("CDLH"):

1. WHEREAS, CDLH, acting by and through its Board of Directors, is the sole corporate member of Circulo Real Property Holding Corporation (hereinafter referred to as "CRPH") and desires and intends to finance a certain project (the "Project") consisting of: (A) the issuance of certain Town of Hempstead Local Development Corporation Revenue Refunding Bonds, Series 2019A-1 and A-2 (Circulo Real Property Holding Corporation Project), in an aggregate principal amount presently estimated to be approximately \$14,800,000 but not to exceed \$15,200,000 (the "Series 2019 Tax Exempt Revenue Bonds"), for the purposes of:

(i) refunding the outstanding Town of Hempstead Industrial Development Agency Civic Facility Revenue Bonds, Series 2007 (Circulo de la Hispanidad, Inc. Civic Facility) issued by the Town of Hempstead Industrial Development Agency (the "IDA"), in the amount of \$15,000,000 (the "Series 2007 Bonds"), for the benefit of Circulo de la Hispanidad, Inc., the proceeds of which Series 2007 Bonds were used to finance the costs of (a) the issuance of the Series 2007 Bonds, and (b) the acquisition of an approximately 0.895 acre parcel of land located at 605 Peninsula Boulevard and the construction and equipping of an approximately 35,000 square foot two-story commercial building located thereon, and an adjacent approximately 0.1147 acre parcel of land located at 134 Linden Avenue, consisting of parking facilities, all located in the Village of Hempstead, Town of Hempstead, Nassau County, New York (collectively, the "Facility") (clauses (a) and (b) are collectively, the "Series 2007 Project"); and (ii) paying certain costs of issuance of the Series 2019 Bonds (defined below)

(ii) funding a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Series 2019 Tax Exempt Revenue Bonds; and;

(B) the issuance of certain Town of Hempstead Local Development Corporation Taxable Revenue Bonds, Series 2019B (the "Series 2019 Taxable Revenue Bonds") for paying the costs of issuance above the Code limit, and certain other costs in an aggregate principal amount presently estimated to be approximately \$535,000 but not to exceed \$650,000 (the "Series 2019 Taxable Revenue Bonds, and together with the Series 2019 Tax Exempt Revenue Bonds are hereinafter referred to as the "Series 2019 Bonds" and the "Series 2019 Bond Transaction").

2. WHEREAS, in connection with said Series 2019 Bonds to be issued by Town of Hempstead Local Development Corporation ("Issuer") on behalf of CRPH, certain documents are required to be executed by CDLH.

Therefore, in connection with the above transaction:

1. CDLH is authorized to execute, approve, and deliver, as required, among others, a certain Guaranty, dated as of July 1, 2018, (the "Guaranty"), from CDLH to UMB Bank, N.A. ("Trustee"); a certain Tax Regulatory Agreement dated the Closing Date (the "Tax Regulatory

Agreement”) between CDLH, CRPH, Evergreen Charter School (the "School") and the Issuer; a certain Continuing Disclosure Agreement by and among CDLH, CRPH, the School and UMB Bank, NA, as trustee (the "Trustee") and any all other documents necessary to effectuate the transaction (collectively the “Documents”). Further, CDLH, acting by and through its Board of Directors as sole corporate member of Circulo Real Property Holding Corporation, hereby authorizes the Series 2019 Bond Transaction.

2. Any of the officers and directors of CDLH, and the Executive Director of CDLH, each acting individually, is hereby authorized to execute any and all documents necessary and proper to carry out the purposes and intent of this Resolution including, without limitation, execution of all Documents and said individuals are also authorized to execute such other and further documents, applications and forms as shall be necessary and appropriate for the completion of the Series 2019 Bond Transaction on the dates set forth above or on such other dates as may be determined by said individuals. Notwithstanding any other provisions of this Resolution, each person authorized to execute any Document, is authorized to approve such changes, corrections and modifications as she/he may deem reasonable and necessary to effectuate the Series 2019 Bond Transaction.

3. CDLH is authorized to do all further acts as may be appropriate, to execute such other and further documents and undertakings required to complete the Series 2019 Bond Transaction.

4. All of the documents, agreements, obligations and other undertakings entered into and executed by CDLH shall be valid and binding and enforceable in accordance with their terms.

5. This Resolution shall take effect immediately.

Divider

EXHIBIT E

Circulo de la Hispanidad, Inc.'s
501(c)(3) Determination Letter

Internal Revenue Service

Date: July 16, 2007

CIRCULO DE LA HISPANIDAD
26 W PARK AVE
LONG BEACH NY 11561

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:
F. B. Rolfes Jr. 17-55560
Customer Service Representative
Toll Free Telephone Number:
877-829-5500
Federal Identification Number:
11-2525327

Dear Sir or Madam:

This is in response to your request of July 16, 2007, regarding your organization's tax-exempt status. We have updated our records to reflect the address change as indicated above.

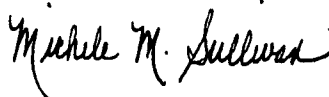
In November 1980 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Michele M. Sullivan, Oper. Mgr.
Accounts Management Operations 1

