



CERTIFICATE OF INCORPORATION  
OF

63 ASSOCIATES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

63 ASSOCIATES, INC.

,  
duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated \_\_\_\_\_ November 19 \_\_\_\_\_, 19 79 .



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

63 ASSOCIATES, INC.

FILED  
Nov 19 4 35 PM '79  
SECRETARY OF STATE

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Business Corporation Act of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is

63 ASSOCIATES, INC.

SECOND: The purposes and objects for which the corporation is formed are:

To engage in and carry on the business of real estate developers and builders and in connection therewith to acquire by purchase, lease or otherwise, to hold, own, use, improve, maintain, manage, develop, mortgage, sell, exchange, divide, lease or otherwise encumber and dispose of, and to deal and trade in any and all lands, real property and leaseholds wheresoever situated, and any and all rights therein; to build, construct, purchase, lease or otherwise acquire, to hold, own, operate, improve, alter, maintain, repair, to occupy, mortgage, sell, exchange, lease or otherwise use, encumber and dispose of to deal and trade in any and all buildings, structures and improvements of every kind and description.

To erect, construct, maintain, improve, rebuild, enlarge, alter, demolish, manage and control, directly or as holder of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery and plants, and any and all other structures which may at any time be necessary, useful, or advantageous for the purposes of the corporation, and which can lawfully be done under the laws of the State of Idaho.

To make, enter into, perform, and carry out contracts for constructing, building, altering, improving, repairing, decorating, demolishing, maintaining, furnishing, and fitting up buildings, and structures of every description, and to relocate tenants, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners and others.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the registered office of the corporation in the State of Idaho shall be Bank of Idaho Building, in the City of Boise, County of Ada, and its registered agent at that address is John S. Simko.

FIFTH: The total authorized number of shares that the corporation is authorized to issue is fifty (50) shares, all of which are without par value.

SIXTH: The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

| <u>Names</u>        | <u>Post Office Addresses</u>            | <u>No. of Shares</u> |
|---------------------|---|----------------------|
| Robert F. Gilhooley | 70 Pine Street<br>New York, N. Y. 10005 | 1                    |
| Thomas G. Hennelly  | 70 Pine Street<br>New York, N. Y. 10005 | 1                    |
| Leif A. Tonnessen   | 70 Pine Street<br>New York, N. Y. 10005 | 1                    |

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

| <u>Names</u>           | <u>Addresses</u>                          |
|------------------------|---|
| Jacob S. Linett        | 888 Seventh Avenue, New York, N. Y. 10019 |
| Martin David Schechter | 888 Seventh Avenue, New York, N. Y. 10019 |
| Irwin Reicher          | 888 Seventh Avenue, New York, N. Y. 10019 |

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the Board of Directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

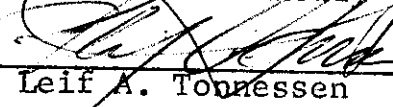
NINTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

TENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14th day of November, 1979.

  
Robert F. Gilhoolley

  
Thomas C. Hennelly

  
Leif A. Tonnessen

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

On this 14th day of November in the year 1979 before me, Ann Patalano, a Notary Public in and for said State, personally appeared, Robert F. Gilhoooley, Thomas G. Hennelly and Leif A. Tonnessen, to me known to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, the day and year in this certificate first above written.

A handwritten signature in cursive script, appearing to read "Ann Patalano", written over a horizontal line.

ANN PATALANO  
Notary Public, State of New York  
No. 41-3030165  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires March 30, 1981