

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 November 21, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

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**CERTIFICATE OF INCORPORATION
OF
PALANTE TECHNOLOGY COOPERATIVE, INC.**

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

The undersigned, natural persons over the age of eighteen years, and acting as the incorporators of the corporation herein being formed under the Business Corporation Law § 402 of the State of New York adopt the following Certificate of Incorporation for the corporation:

1. **Name.** The name of the Corporation is: Palante Technology Cooperative, Inc. (hereinafter the "Corporation").
2. **Purposes.** The Corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.
3. **Election to Be Governed as a Worker Cooperative.** The Corporation hereby elects to be governed as a worker cooperative pursuant to Article 5-A, Section 82 of the Cooperative Corporations Law.
4. **Office.** The county, within this state, in which the office of the Corporation shall be located is: Kings County.
5. **Authorized Stock.** The Corporation is hereby authorized to issue 200 shares of Class A common stock at a par value of \$0.01 each and 200 share of Class B preferred stock at a par value of \$0.01 each as described herein. No share of any class shall entitle its holder to a preemptive right to acquire or subscribe to additional shares of any class of stock whether now or hereafter authorized, or any notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class that may be issued or disposed of by the Board of Directors of the Corporation to such persons and on such terms as it, in its absolute discretion, may deem advisable.
 - 5.1. **Class A Common Stock:** Shares of Class A common stock are designated as "Membership Shares," and holders of Class A common stock are designated "Members." Members shall vote as a separate class and each Member is entitled to one (1) vote on any matter requiring voting by Members.
 - 5.2. **Class B Preferred Stock:** Holders of Class B preferred stock shall vote as a separate class on a one vote per share basis on any matter requiring voting by holders of Class B stock.

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6. **Transfer Restrictions.** No share of any class or interest therein may be sold, assigned, or otherwise transferred, voluntarily or involuntarily, by operation of law or otherwise, except for a transfer to the Corporation. Membership Shares may be held only by natural persons employed by the Corporation on a full-time or part-time basis and accepted as Members in accordance with the Bylaws of the Corporation. No person may hold more than one (1) Membership Share. Upon termination of his or her employment in the Corporation, a shareholder must transfer his or her share back to the Corporation at redemption terms in accordance with the Corporation's Bylaws.

7. The Board of Directors is hereby expressly authorized to provide, out of the unissued shares of Non-Membership Shares, for one or more series of Non-Membership Shares and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Non-Membership Shares, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

8. **Members.** Each Member of the Corporation (a "Member") shall be at least eighteen (18) years of age. At least two-thirds of the Members shall be citizens of the United States, and at least one of them shall be a resident of the State of New York.

9. **Directors.** The number of Directors that shall constitute the Board of Directors shall be set forth in the Bylaws of the Corporation from time to time; though in no case shall the number of Directors be less than five (5). The initial Directors, of which at least one is a citizen of the United States and a resident of the State of New York, shall be:

Director	Address
Jonathan Goldberg	[REDACTED]
Jacqueline Aponte	[REDACTED]
Jamila Khan	[REDACTED]
Joseph Lacey	[REDACTED]
Josue Pericles Guillen Jr.	[REDACTED]

10. **Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Members of the Corporation may be taken without a meeting if not less than the minimum number of Members necessary to authorize or take such action at a meeting of the Members, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the meeting of Members.

11. **Actions by the Members.** Unless otherwise required by law or provided in this Certificate of Incorporation, at any meeting of the Members, a decision of the Members must be affirmed through consensus, which shall be the totality of the Members present at the meeting voting "for" or "unopposed" to a proposed action. If any Member should vote to "oppose" any proposed action, then the decision cannot be affirmed. Notwithstanding the foregoing, in the event of difficulty in reaching a consensus, any Member may propose that the Members decide the matter by a majority of the votes cast at a meeting at which a quorum shall be present (which may be the same meeting), or, in the case of matters specified in Section 12, 13 or 14 below, by the 90% approval standard or by the "unanimous minus one" standard described in the applicable section. If such proposal to decide the matter in such manner is itself approved by a majority of the votes cast at such meeting, then the Members shall decide the matter by a majority of the votes cast at a meeting, or, in the case of a matter specified in Section 12, 13 or 14 below, by the requisite percentage or number of Members specified in such section.

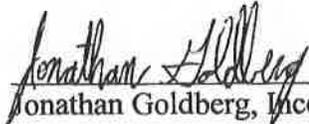
12. **Actions Requiring 80% Approval of the Members.** The following corporate actions may be taken only with the approval of 80% of the Members of the Corporation:
 - (a) Approval of any person's admission to the probationary period in anticipation of membership pursuant to the applicable section of the Bylaws;
 - (b) Expulsion of any Member of the Corporation;
 - (c) Any amendment to the applicable sections of the Bylaws stating the procedure for distributing profits or amending the Bylaws of the Corporation;
 - (d) Any amendment to this Section 12.

13. **Actions Requiring 90% Approval of the Members.** The following corporate actions may be taken only with the approval of 90% of the Members of the Corporation:
 - (a) Approval of any person's admission to the probationary period in anticipation of membership pursuant to the applicable section of the Bylaws;
 - (b) Any amendment to this Section 13.

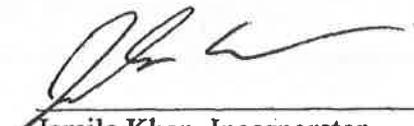
14. **Actions Requiring Unanimous "Minus One" Approval of the Members.** The following corporate actions may be taken only with the unanimous "minus one" approval of the Members of the Corporation (i.e. these actions shall be approved even if one existing Member votes against that approval):

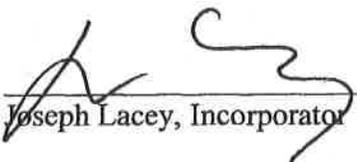
- (a) Approval of a plan of merger or consolidation;
 - (b) Disposal or other transfer of all or substantially all of the assets of the Corporation;
 - (c) Authorization of a plan of non-judicial dissolution or revocation of any voluntary dissolution proceeding;
 - (d) Conversion of the Corporation into any other corporate form; and
 - (e) Any amendment to this Section 13.
15. **Designation of Secretary of State; Mailing Address.** The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is: Palante Technology Cooperative, Inc., [REDACTED]
16. **Limitation of Liability.** No Director of the Corporation shall have personal liability to the Corporation or its shareholders for damages for any breach of duty as a Director, provided that nothing in this section shall eliminate or limit the liability of any Director if in the judgment or other final adjudication adverse to such Director establishes that such Director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that such Director personally gained in fact a financial profit or other advantage to which such Director was not legally entitled or that such Director's acts violated Section 719 of the Business Corporation Law.
17. **Duration.** The Corporation shall have perpetual existence.

IN WITNESS WHEREOF this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this 28th day of October, 2011.


Jonathan Goldberg, Incorporator


Jacqueline Aponte, Incorporator


Jamila Khan, Incorporator


Joseph Lacey, Incorporator

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CERTIFICATE OF INCORPORATION

OF

PALANTE TECHNOLOGY COOPERATIVE, INC.

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

RECEIVED
2011 NOV 16 AM 10:10

Filed by: Edward W. De Barbieri, Esq.
Urban Justice Center
123 William Street, 16th Floor
New York, NY 10038

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STATE OF NEW YORK
DEPARTMENT OF STATE

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FILING RECEIPT

ENTITY NAME: PALANTE TECHNOLOGY COOPERATIVE, INC.

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: KING

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FILER:

EXIST DATE

EDWARD W. DE BARBIERI, ESQ.
URBAN JUSTICE CENTER
123 WILLIAM STREET, 16TH FLOOR
NEW YORK, NY 10038

11/16/2011

ADDRESS FOR PROCESS:

THE CORPORATION

REGISTERED AGENT:

STOCK: 400 PV .01



SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00 *

FEES	170.00

FILING	125.00
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CERT	0.00
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REFUND	0.00