



**Department of
Taxation and Finance**

Attachment A

Office of Processing and Taxpayer Services
W A Harriman Campus, Albany NY 12227-0825

October 21, 2020

Identification number: TF-3930102

20104581399300-AC00



FIVE-ACRE FARM ACADEMY, INC.
48 SHUNPIKE
CLINTON CORNERS NY 12514-2160

You must call the Tax Department and inform us of your new federal Employer Identification Number (EIN).

The New York State (NYS) Department of State notified us that your business is incorporated or authorized to do business in NYS. Call us at the number below with your EIN. If you do not have an EIN, you must contact the Internal Revenue Service to obtain one. The identification number listed above is for temporary purposes only.

It is important that we have your correct identification number. If you do not provide it, your NYS tax file will not be complete. We may also:

- send you tax bills,
- show errors on your account, and
- proceed with collection activities.

What to do next

You must call us within **15 days** at **518-457-2961** with:

- your EIN
- your daytime telephone number
- your mailing address
- your physical location

85-3611922

Service companies

If you are a service company who received this letter on behalf of your client, you **must forward** it to your client **immediately**.

More information

Visit our website to learn more about your corporation tax filing obligations and our online services, including:

- filing and paying online
- receiving email notifications
- responding to Tax Department notices
- viewing a comprehensive online summary of your tax account

Notice code: 20003

Scott D. Bergin
Richard R. DuVall
Lance N. Portman
Richard J. Olson
Matthew V. Mirabile
Kimberly Hunt Lee
Rebecca M. Blahut
Daniel C. Stafford
Tristan Smith
Joanna M. Longcore
Thomas J. Cummings
Eric B. Wharton

MCC&M
McCABE & MACK LLP
ATTORNEYS AT LAW

mccm.com

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David L. Posner
Ellen L. Baker
Hon. Albert M. Rosenblatt
Hon. George D. Marlow
Hon. Ralph A. Beisner
Mary E. Tokarz
Cory A. Poolman

John E. Mack 1874-1958
Joseph A. McCabe 1890-1973
Edward J. Mack 1910-1998
Joseph C. McCabe 1925-1981

Direct Dial: (845) 486-6888
E-mail: dstafford@mccm.com

December 17, 2020

Five-Acre Farm Academy, Inc.
Attn: Eric Alexander & Marcia DeVoe
48 Shunpike
Clinton Corners, NY 12514

RE: Five-Acre Farm Academy, Inc.
Not-for-Profit Corporation
Our File No.: 17050-2

Dear Eric and Marcia:

Five-Acre Farm Academy, Inc. was officially formed on October 5, 2020. I am enclosing a copy of the Certificate of Incorporation and a filing receipt from the Department of State for your records. If we file other documents with the State in the future, we will forward copies of those items to you as well.

Upon incorporation, it is necessary for the initial members to agree on the appointment of directors. Directors appoint the officers of the corporation and can vote to adopt the by-laws. I have enclosed the initial written consents necessary to accomplish this task. Please review these documents to be sure that they reflect the correct appointments and, if satisfactory, have them signed and return to me in the enclosed envelope.

The rules governing the operation of the corporation are called "bylaws". A copy of our standard bylaws for not-for-profit entities is included herein for your review and approval. If you would like to make any modifications to the bylaws, please let me know. They can be further customized to suit the needs of your business.

Please be advised that it is very important to observe corporate formalities with your new entity. Corporations provide liability protection for their members, but this protection could be compromised if the members fail to treat their corporation as a separate legal entity. Among the pitfalls to avoid are mingling corporate assets with personal assets and failure to follow corporate formalities as set forth in New York's Business Corporation Law. To avoid the latter, it is important to have documented director meetings at least once a year as required by law. In lieu of annual meetings, directors can execute annual written consents electing directors and officers and voting on other corporate business. To assist you in

Five-Acre Farm Academy, Inc.

December 17, 2020

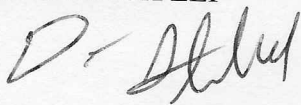
Page 2

complying with the annual meeting requirements, unless we hear from you to the contrary, we will automatically prepare annual consents on your behalf each year. The cost for this service is equal to one-half hour of my hourly rate.

If you have any questions at all, please do not hesitate to call on me.

Very truly yours,

MCCABE & MACK LLP

A handwritten signature in black ink, appearing to read "D. Stafford", is written over the typed name.

DANIEL C. STAFFORD

DCS/dd

Encs.

FILING RECEIPT

ENTITY NAME: FIVE-ACRE FARM ACADEMY, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: DUTC

FILED:10/05/2020 DURATION:PERPETUAL CASH#:201005000497 FILM #:201005000476

FILER:

DANIEL C. STAFFORD, ESQ.
MCCABE & MACK, LLP
63 WASHINGTON STREET PO BOX 509
POUGHKEEPSIE, NY 12603

EXIST DATE

10/05/2020

ADDRESS FOR PROCESS:

THE CORPORATION
48 SHUNPIKE
CLINTON CORNERS, NY 12514

REGISTERED AGENT:



SERVICE COMPANY: DELANEY VERO, PLLC

SERVICE CODE: TV

FEES	110.00
FILING	75.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	25.00

PAYMENTS	110.00
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	110.00
OPAL	0.00
REFUND	0.00

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 6, 2020.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

201005000



Division of Corporations,
State Records and
Uniform Commercial Code

476

New York State
Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE

One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

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CERTIFICATE OF INCORPORATION
OF

Five-Acre Farm Academy, Inc.

(Corporation Name)

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

FIRST: The name of the corporation is:

Five-Acre Farm Academy, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: (Select all that apply)

The purpose(s) for which the corporation is formed is:

- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.
- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation or as a non-charitable corporation. (Note: Checking this box results in the corporation being categorized as a charitable corporation in paragraph FIFTH.)
- the following specific purpose(s):

FOURTH: *(Check the appropriate statement)*

The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The corporation is a: charitable corporation non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

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

SEVENTH: The names and addresses of the initial directors of the corporation are:
(A minimum of three is required)

Name: Eric Alexander

Address: 48 Shunpike, Clinton Corners, NY 12514

Name: Marcia DeVoe

Address: 48 Shunpike, Clinton Corners, NY 12514

Name: Emma Berg

Address: 201 Briarwood Court, New Paltz, NY 12561

EIGHTH: The Secretary of State is designated as agent of the corporation upon whom process against it 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: 48 Shunpike, Clinton Corners, NY 12514

NINTH: (Optional – Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph. See Not-for-Profit Incorporation Instructions.)

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in paragraph THIRD.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

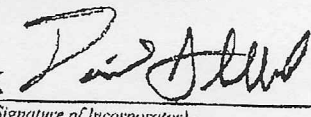
Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

4976

NAME, SIGNATURE & ADDRESS OF INCORPORATOR:

Daniel C. Stafford, Esq.
(Print or Type Name of Incorporator)

X 
(Signature of Incorporator)

McCabe & Mack, LLP, 63 Washington Street, PO Box 509
(Address of Incorporator)

Poughkeepsie, NY 12602
(City, State, Zip Code)

100

CERTIFICATE OF INCORPORATION OF

STATE OF NEW YORK DEPARTMENT OF STATE

FILED OCT 05 2020

Five-Acre Farm Academy, Inc.
(Corporation Name)

TAXES BY: 

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

Filer's Name and Mailing Address:

Daniel C. Stafford, Esq.
Name:

McCabe & Mack, LLP
Company, if Applicable:

63 Washington Street, PO Box 509
Mailing Address:

Poughkeepsie, NY 12603
City, State and Zip Code:

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DRAWDOWN

RECEIVED
2020 OCT -5 AM 10:03

NOTES:

1. §301 of the Not-for-Profit Corporation Law requires that the name contain "Incorporated" or "Inc." or one of the other words or abbreviations indicative of corporate character unless the corporation qualifies for one of the exceptions in §301.
2. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
3. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Department of State will accept any other form which complies with the applicable statutory provisions.
4. The Department of State recommends that this legal document be prepared under the guidance of an attorney.
5. The Department of State does not provide legal, accounting or tax advice.
6. This certificate must be submitted with a \$75 filing fee made payable to the Department of State.

For DOS use only

**ACTION TAKEN IN PLACE OF
ORGANIZATION MEETING OF
FIVE-ACRE FARM ACADEMY, INC.**

The undersigned, being the sole Incorporator of Five-Acre Farm Academy, Inc. (the "Corporation") hereby adopts the following resolutions:

- (1) RESOLVED, that a copy of the Certificate of Incorporation, together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the minute book of the Corporation
- (2) RESOLVED, that the form of By-laws submitted to the Incorporator and all the Directors is hereby adopted as and for the By-laws of the Corporation and a copy thereof be inserted in the minute book of the Corporation directly following the Certificate of Incorporation.
- (3) RESOLVED, that the following persons be and hereby are elected as Directors of the Corporation, to serve until the first annual meeting of members, and until their successors are elected and qualify:

Eric Alexander
Marcia DeVoe
Emma Berg

Dated: October 5, 2020



Daniel C. Stafford, Incorporator

**CERTIFICATE OF INITIAL DIRECTOR ACTION OF
FIVE-ACRE FARM ACADEMY, INC.**

The undersigned, being all the Directors of Five-Acre Farm Academy, Inc. (the "Corporation"), hereby adopt the following resolutions:

RESOLVED, that the undersigned are willing to serve as directors and accept their appointment as such:

Eric Alexander
Marcia DeVoe
Emma Berg

RESOLVED, that the directors acknowledge that the Certificate of Incorporation was filed with the Department of State and that a copy of the Certificate of Incorporation and the filing receipt issued by the Department of State are annexed hereto.

RESOLVED, that the By-laws in the form adopted by the Incorporator(s) and annexed to these minutes shall be the By-laws of the Corporation.

RESOLVED, that the following are elected officers of the Corporation to serve accordance with the by-laws:

President:	Marcia DeVoe
Vice President:	Eric Alexander
Secretary:	Marcia DeVoe
Treasurer:	Eric Alexander

RESOLVED, that the Treasurer of the Corporation be and hereby is authorized to pay all charges and expenses incident to or arising out of the organization of the Corporation and to reimburse any person who has made any disbursement therefor.

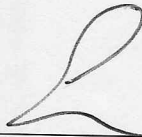
RESOLVED, that the actions taken by the Incorporator(s) be, and they hereby are, approved, ratified and adopted by the Board of Directors

RESOLVED, that the form of seal submitted to the Directors be, and it hereby is, approved and adopted as the corporate seal of the Corporation, and that an impression thereof be made in the margin of this certificate.

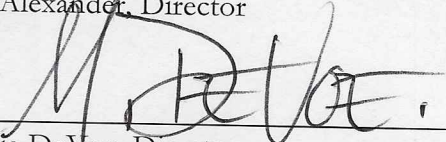
RESOLVED, that the Corporation is authorized to open a bank account at the Bank of Millbrook and that a copy of the banking resolution be inserted in the minute book of the Corporation.

RESOLVED, that the Corporation is authorized to apply for recognition of tax exemption under section 501 of the Internal Revenue Code and that the officers are hereby authorized to complete and submit to the Internal Revenue Service any and all forms and documents necessary to complete the application process.

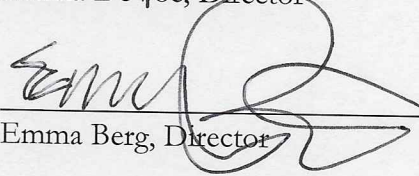
Dated as of: October 5, 2020



Eric Alexander, Director



Marcia DeVoe, Director



Emma Berg, Director

BY-LAWS
OF
FIVE-ACRE FARM ACADEMY, INC.

(A Not-For-Profit Corporation)

ARTICLE I
OFFICES

The principal office of the Corporation shall be located in the County of Dutchess and State of New York. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERS

1. (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the Corporation.

2. (a) The Annual Meeting of Members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. The first Annual Meeting shall be held on a date within twelve months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

(b) Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(c) Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the By-Laws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

(e) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

3. At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. (a) Meetings of the members shall be presided over by the following officers, in order of seniority - the Chairman of the Board, Vice Chairman of the Board, President, Executive Vice-President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

(b) The order of business at all meetings of members shall be as follows:

Roll call

Reading of the minutes of the preceding meeting

Report of standing committees

Officers' reports

Old business

New business

5. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

6. The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

7. Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In

the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

8. The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

9. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

10. In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

ARTICLE III BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of three (3) persons. Thereafter, the number of directors constituting the entire Board shall be no less than (3) three. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

3. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. (a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a

majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his absence, the President shall preside and, if there be no President or in his absence, any other director chosen by the Board, shall preside.

8. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV OFFICERS

1. The Board of Directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may but need not be a director. Any two or more offices may be held by the same person except the office of President and Secretary.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Corporation, the Vice President, or, if there be more than one, the Executive Vice President shall have all the powers and functions of the President. The Vice President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank

accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

(d) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE V MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. (a) All By-Laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose.

(b) The Board of Directors shall have the power to make, alter or repeal, from time to time, By-Laws of the Corporation, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members. 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 of members for the election of directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.

Dated: October 5, 2020

I WANT TO KNOW MORE



Who? Five-Acre Farm Academy serves gifted students from the Poughkeepsie City School District. Students who are curious and enjoy learning do well on the farm.

What? FAFA is an after school academic program providing an introduction to numerous liberal arts and natural sciences disciplines. Our scholars are introduced to analytical thinking and the practice of ethical action.

When? New cohorts are formed every other year, when students are in the 7th and 8th grade. Students travel by school bus to Five-Acre Farm twice a week after school for three hours. Students commit to the program through high school.

Where? FAFA has a farm campus surrounded by woods in Clinton Corners.

Why? We want to see our scholars reach their full personal and academic potential.

FIVE-ACRE FARM ACADEMY



Five-Acre Farm Academy is an academic-preparedness after school program for gifted youth in the **Poughkeepsie City School District**.

The **Academy** is housed on a farm campus in nearby Clinton Corners, where our children spend time **outdoors** learning about their natural surroundings and have opportunity for **play** and **exploration**. They eat a healthy snack and nutritious **meal** every afternoon and evening they spend at the farm.

Field trips to performances and cultural institutions, international **travel**, leadership training, and a new **lap top** round out the program, allowing experience and confidence to blossom in our **young scholars**.



FIVE-ACRE FARM ACADEMY
48 Shunpike, Clinton Corners, NY 12514
(845) 677-4970
www.FiveAcreFarm.org





Left to right: Jordan, Cohort II, Danny, Cohort IV; Luis, Cohort I.

The FAFA curriculum is designed to make kids think. It is designed to get them outside in nature and moving their bodies. It supports them in becoming decent human beings in an increasingly complicated world.

FAFA'S MISSION

FAFA provides a platform for the gifted children of Poughkeepsie to realize their personal and academic potential.



WHAT DOES IT MEAN TO BE ACADEMICALLY GIFTED?

Academically gifted students are capable of performing at a higher intellectual level than others of their same age, experience, and environment. Gifted students come from all racial, ethnic, and cultural populations, as well as all economic strata.



Sunset on the farm.



Wildflowers in a nearby field.

WHO ARE FAFA KIDS?

Five-Acre Farm Academy kids are the best and the brightest. They love learning and are actively curious about the world. They like to use their minds to create and collaborate and explore. Our scholars don't mind working hard and are tolerant of risk. They value being part of a close-knit community and are willing to take responsibility for themselves.



Maei and Cary in front of the Little House classroom.



Francis comes running for scratch.

WHY IS FAFA IMPORTANT FOR POUGHKEEPSIE?

Five-Acre Farm Academy supports the gifted children of Poughkeepsie in realizing their potential. This creates opportunities for our students personally and improves the community, as well. All students, regardless of ethnicity or economic situation, deserve equal access to a quality education.



Downtown Poughkeepsie.



5th grade scholars from PWS.