

**MEMORANDUM & ARTICLES OF ASSOCIATION  
FOR AN UNINCORPORATED NONPROFIT ASSOCIATION**

**THE WEST 78<sup>TH</sup> STREET MUSEUM BLOCK ASSOCIATION**

1. **NAME** The West 78<sup>th</sup> Street Museum Block Association.
2. **OFFICE** The registered office of the Association is in New York City.
3. **OBJECTIVES** The Objectives of the Association shall be to preserve and enhance the community and aesthetic character of the Museum Block of West 78th Street. It shall promote effective communication and social activities among all residents and actively support, maintain and improve the appearance, safety and well-being of its trees, plantings and sidewalks.
4. **POWERS** The Association shall exercise the following powers and limitations:
  - 4.1 The Association is organized exclusively for charitable purposes, including the furtherance of its Objectives and making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.
  - 4.2 No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons.
  - 4.3 No part of the activities of the Association shall be carrying on of propaganda or otherwise attempting to influence legislation, nor participating in any political campaign or related activity.
  - 4.4 Notwithstanding any other provision of these articles, the Association shall only carry on activities permitted by an organization exempt from Federal Income Tax under section 501 (c)(3).
  - 4.5 Upon dissolution of the Association, its assets shall only be distributed to the New York City Parks Department for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
5. **BENEFITS TO MEMBERS AND DIRECTORS**
  - 5.1 The property and funds of the Association may be used only for promoting the Objectives and do not belong to the members of the Association.
  - 5.2 The Association shall indemnify any person who is a member, director or agent of the Association against expenses of Association-related litigation.

Resolved, this twentieth day of April, 2016, that we are hereby formed into an Unincorporated Association under this Memorandum of Association.

Kirkpatrick MacDonald  
Stuart Liebman  
Gillian Mollod

April 2016  
April 2016  
April 2016