

CERTIFICATE OF INCORPORATION OF THE
INTERNATIONAL BOXING HALL OF FAME, INC.
UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW.

The undersigned, for the purpose of forming a corporation under the New York Not-for-Profit Corporation Law, Section 402, hereby adopts the following certificate of incorporation for such corporation:

ARTICLE I

The name of the propped corporation is The International Boxing Hall of Fame, Inc.

ARTICLE II

The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, or 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.

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ARTICLE III

The purposes for which said corporation is to be formed are as follows:

- a) to discover, procure and preserve all manner of information, items and property relative to the sport of amateur and professional boxing;
- b) to establish, maintain and operate a Hall of Fame in the Village of Canastota, County of Madison, New York, or at such other place as may be lawfully agreed, for the collection, storage and display of boxing memorabilia;
- c) to solicit donations from the public for funds to cover all expenses connected with the operation of the said Hall of Fame;
- d) to lease, purchase, or mortgage real estate for use as a Hall of Fame;
- e) to lease or procure office space, material and equipment for the carrying out of any and all of the purposes of this corporation;
- f) to hire personnel for the successful organization, establishment and operation of the Hall of Fame;
- g) to promote and stimulate public interest in the sport of amateur and professional boxing;
- h) to do any and all lawful acts necessary or convenient for the accomplishment of the above purposes.

ARTICLE IV

In addition to the foregoing purposes, the corporation shall have all of the general powers set forth in Section 202 of the Not-for-Profit Corporation

2

Law, together with the power to solicit and receive grants, bequests, and contributions for corporate purposes.

ARTICLE V

The corporation shall be a Type A Corporation under Section 201 of the Not-for-Profit Corporation Law.

ARTICLE VI

The office of the corporation shall be located in the Village of Canastota, County of Madison, State of New York.

ARTICLE VII

The activities of the International Boxing Hall of Fame, Inc. are principally to be conducted in the County of Madison, State of New York.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is eight, and their names and addresses are as follows:

Edward Brophy	306 North Main Street Canastota, New York
Michael Milmo	115 Stroud Street Canastota, New York
Donald F. Cerio	406 Delano Avenue Canastota, New York

David Beach

Nelson Road
Canastota, New York

Gary Bruno

5100 Highbridge Street
Fayetteville, New York

Rusty Woolsey

Route 5
Canastota, New York

Angelo Prospero

Palermo Drive
Rochester, New York

Joseph Rinaldo

729 South Crouse Avenue
Syracuse, New York

ARTICLE IX

The corporation shall have perpetual existence.

ARTICLE X

The Secretary of State is hereby designated as agent upon whom process against it may be served. A copy of any such process shall be mailed by the Secretary to the International Boxing Hall of Fame, Inc., c/o Edward Brophy, Post Office Box 425, Canastota, New York 13032.

ARTICLE XI

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; or to the Federal Government, or to a state

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or local government for public purpose; or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

ARTICLE XII

No substantial part of the activities of the corporation shall be carrying on propoganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XIII

The incorporator is eighteen years of age or over.

IN WITNESS WHEREOF, this certificate has been signed by the incorporator
this 4 day of April, 1984.


EDWARD BROPHY

Incorporator
306 North Main Street
Canastota, N.Y.

5

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

On this 4 day of April, 1984 before me personally came EDWARD BROPHY,
to me known and known to me to be the person described in and who executed the
foregoing certificate of incorporation, and he acknowledged to me that he
executed the same.

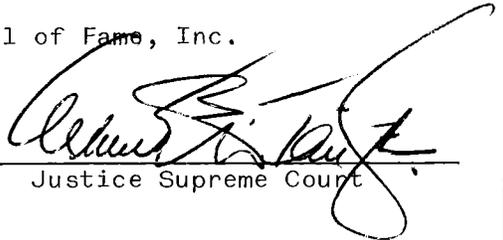


MARIAN J. CERIO

Notary Public - State of New York
Commissioned in Madison County
Commission expires 3/30/86

I, ALBERT E. TAIT JR., a Justice of the Supreme Court of the State of New York, sixth Judicial District, do hereby approve the foregoing Certificate of Incorporation of the International Boxing Hall of Fame, Inc.

Dated: April 27th, 1984


Justice Supreme Court



STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY, NY 12224

ROBERT ABRAMS
Attorney General

JAMES G. MCSPARRON
Assistant Attorney General in Charge
Litigation Bureau (Albany)

Telephone: (518) 474-7206

April 18, 1984

Marian J. Cerio, Esq.
Cerio and Walton, Esqs.
P.O. Box 362
140 Bruno Building
Canastota, New York 13032

Dear Ms. Cerio:

RE: INTERNATIONAL BOXING HALL OF FAME, INC.

Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above-entitled organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS
Attorney General

By

A handwritten signature in cursive script, appearing to read "Richard S. Redlo", written over a circular stamp or mark.

RICHARD S. REDLO
Assistant Attorney General

8