Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make

Letter 1045 (DO/CG)
a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of $100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally $25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally $25,000 or less, and sign the return. Because you will be treated as a public charity for return filing purposes during your entire advance ruling period, you should file Form 990 for each year in your advance ruling period.

Letter 1045 (DO/CD)
that you exceed the $25,000 filing threshold even if your sources of support
do not satisfy the public support test specified in the heading of this letter.

If a return is required, it must be filed by the 15th day of the fifth
month after the end of your annual accounting period. A penalty of $20 a day
is charged when a return is filed late, unless there is reasonable cause for
the delay. However, the maximum penalty charged cannot exceed $10,000 or
5 percent of your gross receipts for the year, whichever is less. For
organizations with gross receipts exceeding $1,000,000 in any year, the penalty
is $100 per day per return, unless there is reasonable cause for the delay.
The maximum penalty for an organization with gross receipts exceeding
$1,000,000 shall not exceed $50,000. This penalty may also be charged if a
return is not complete. So, please be sure your return is complete before you
file it.

You are not required to file federal income tax returns unless you are
subject to the tax on unrelated business income under section 511 of the Code.
If you are subject to this tax, you must file an income tax return on Form
990-T, Exempt Organization Business Income Tax Return. In this letter we are
not determining whether any of your present or proposed activities are unre-
lated trade or business as defined in section 513 of the Code.

You are required to make your annual information return, Form 990 or
Form 990-EZ, available for public inspection for three years after the later
of the due date of the return or the date the return is filed. You are also
required to make available for public inspection your exemption application,
any supporting documents, and your exemption letter. Copies of these
documents are also required to be provided to any individual upon written or in
person request without charge other than reasonable fees for copying and
postage. You may fulfill this requirement by placing these documents on the
Internet. Penalties may be imposed for failure to comply with these
requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free
number shown above.

You need an employer identification number even if you have no employees.
If an employer identification number was not entered on your application, we
will assign a number to you and advise you of it. Please use that number on
all returns you file and in all correspondence with the Internal Revenue
Service.

If we said in the heading of this letter that an addendum applies, the
addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt
status and foundation status, you should keep it in your permanent records.
If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

[Signature]

[Name, Position, Department]

Enclosure(s):
Form 972-C

Letter 1045 (DO/CG)
Consent Fixing Period of Limitation Upon
Assessment of Tax Under Section 4940 of the
Internal Revenue Code

(See Instructions on reverse side.)

Under section 501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

URBAN CAT LEAGUE, INC.

484 West 43rd Street #42E NY, NY 10036

(Responsibility of Internal Revenue, or
Assistant
Commissioner
(Employee Plans and
Exempt Organizations)

and the

consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year

12/31/03

Name of organization (as shown in organizing document)

URBAN CAT LEAGUE, INC.

Officer or trustee having authority to sign

Signature

Michael Phillips

Date

4/21/03

Type or print name and title

President

For IRS use only

District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)

Date

MAY 05 2003

[Signature]

Group Manager

For Paperwork Reduction Act Notice, see page 7 of the Form 1023 Instructions.
User Fee for Exempt Organization Determination Letter Request

Form 8718

Date: January 1996
Department of the Treasury Internal Revenue Service

Type of request:

a. Initial request for a determination letter for:
   - An exempt organization that has had annual gross receipts averaging not more than $10,000 during the preceding 4 years, or
   - A new organization that anticipates gross receipts averaging not more than $10,000 during its first 4 years $150

Note: If you checked box a, you must complete the Certification below.

Certification

I certify that the annual gross receipts of

have averaged (or are expected to average) not more than $10,000 during the preceding 4 (or the first 4) years of operation.

Signature: Michael Phillips
Title: President

Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than $10,000 during the preceding 4 years, or
- A new organization that anticipates gross receipts averaging more than $10,000 during its first 4 years $500

Group exemption letters $500

Instructions

Check the box on line 3 for the type of application you are submitting. If you check box a, you must complete and sign the certification statement that appears under line 3a.

Send the determination letter application and Form 8718 to:
Internal Revenue Service
P.O. Box 198
Covington, KY 41012-0192

If you are using express mail or a delivery service, send the application and Form 8718 to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Exempt Organizations Division
Covington, KY 41011

Cat. No. 647302
Printed on recycled paper

For 1998 Use Only
Control number $80
Amount paid $150
User fee assessed
Employee Identification Number

URBAN CAT LEAGUE, INC. 91-2185105

17053118004023
Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Read the instructions for each Part carefully.
A User Fee must be attached to this application.
If the required information and appropriate documents are not submitted along with Form 8716 (with payment of the appropriate user fee), the application may be returned to you.
Complete the Procedural Checklist on page 9 of the Instructions.

Part I: Identification of Applicant

1a Full name of organization (as shown in organizing document)
URBAN CAT LEAGUE, INC.

1b c/o Name (if applicable)
Michael Phillips

1c Address (number and street) Room/Suite
484 West 43rd Street #42E

1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3.
New York, NY 10036

1e Web site address
urbancatleague.org

2 Employer identification number (EIN)
(If none, see page 3 of the Specific Instructions.) 91-2185105

3 Name and telephone number of person to be contacted if additional information is needed
(646) 215-9512

4 Month the annual accounting period ends
December

5 Date incorporated or formed
February 5, 2003

6 Check here if applying under section:
A. 501(c)(4) B. 501(c)(5) C. 501(c)(6) D. 501(e)

7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? Yes [ ] No [ ]

8 Is the organization required to file Form 990 (or Form 990-EZ)? Yes [ ] No [ ]
If "No," attach an explanation (see page 3 of the Specific Instructions).

9 Has the organization filed Federal income tax returns or exempt organization information returns? Yes [ ] No [ ]
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

APR 24 03

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See Specific Instructions for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.

a [ ] Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.

b [ ] Trust—Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.

c [ ] Association—Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here [ ]

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, to the best of my knowledge it is true, correct, and complete.

Sign Here
Michael Phillips
(Signature)

(1) Michael Phillips, President

(2) Date
APR 24 03

For Paperwork Reduction Act Notice, see page 7 of the Instructions.
Cat. No. 17133K
Part IIActivities and Operational Information

1. Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

SEE ATTACHMENT A

2. What are or will be the organization's sources of financial support? List in order of size.

SEE ATTACHMENT B

3. Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

SEE ATTACHMENT C
ATTACHMENT A
URBAN CAT LEAGUE, INC. (E.I.N. 91-2185105)
c/o Michael Phillips
484 West 43rd St. #42E
NY, NY 10036

ATTACHMENT A - Form 1023 - Application for Recognition of Exemption

Part II, Line 1 Activities and Operational Information

I. Taming Feral Street-Cats and Kittens for adoption. Placement of adoptable cats in appropriate homes and follow-up monitoring.

Initiated: ongoing since 1999

Percentage of time: 40%

Purpose: Reducing city-wide street cat populations by placing cats and kittens from the streets into responsible permanent homes. Providing an alternative to euthanasia for these otherwise unadoptable animals.

Location: Foster homes throughout New York City.

Conducted by: Michael Phillips, Gary Granger, and volunteers

II. Trapping Feral Street-Cats and Kittens and providing for Veterinary Care. Including Spay/Neuter and Vaccinations. Mentoring others to do the same.

Initiated: Ongoing since 1999

Percentage of time: 30%

Purpose: Reduce overpopulation of feral cats resulting in fewer euthanasias of cats throughout New York.

III. Provide Recovery Space after Spay/Neuter for other not-for-profit organizations and provide Evaluation of rescued street cats for adoption.

Initiated: Established October 2001 and ongoing

Percentage of time: 20%

Purpose: To provide quality care and sanctuary to unadoptable feral street cats thereby reducing their rates of euthanasia in NYC. Enable trapping of feral cats for spay/neuter by providing much needed recovery space which is otherwise not available. Promote adoption of street cats by providing expert evaluation for adoption of rescued street cats.

Location: Fostering cats in homes in Manhattan with proposed creation of a facility in upstate New York.


IV. Community Outreach

Initiated: 2001 and ongoing

Percentage of time: 10%

Purpose: Establish a coalition with existing animal protection and rescue groups to increase adoptions of ferals thereby reducing numbers of New York City’s street cats. Promote humane treatment of all animals by providing referral information for vet care, adoption, trapping and animal care.

501(c)(3) groups with which collaboration has already occurred:

- Kittykind, Inc.
- City Critters, Inc.
- A.S.P.C.A.
- Humane Society
- Neighborhood Cats, Inc.
- Kitty Caretakers of Queens, Inc.
- Best Friends Sanctuary

Conducted by Mike Phillips, Cathie Neukum, Gary Granger
ATTACHMENT B
URBAN CAT LEAGUE, INC. (E.I.N. 91-2185105)
c/o Michael Phillips
484 West 43rd St. #42E
NY, NY 10036

ATTACHMENT B - Form 1023 - Application for Recognition of Exemption

Part II, Line 2 - Activities and Operational Information

The organizations sources for financial support are as follows:

February 21, 2003 - December 31, 2003

General Public Donations derived from:
  Fundraising brochure mailing
  Website derived donations www.urbancatleague.org

2004-5
Continued General Public donations
  Grants from pending applications once tax exempt status is verified
  Fundraising auctions and tag sales
ATTACHMENT C
URBAN CAT LEAGUE, INC. (E.I.N. 91-2185105)
c/o Michael Phillips
484 West 43rd St. #42E
NY, NY 10036

ATTACHMENT C - Form 1023 - Application for Recognition of Exemption

Part, II, Line 3 - Activities and Operational Information

The organization's fundraising program includes:

1) Soliciting private donations through mail campaigns, tabling in public places, posting of flyers, direct contact and via email.

2) Application for grants from private foundations and other private non-profit groups.

To date the following grant applications are in process.
Submission requires the verification of Tax-exempt status:
   Ahimsa Foundation
   Best Friends Sanctuary
   Geraldine Dodge Foundation
   A.S.P.C.A
   Sumerlee Foundation
Activities and Operational Information (Continued)

Part II

Give the following information about the organization’s governing body:

a. Names, addresses, and titles of officers, directors, trustees, etc.

b. Annual compensation

SEE ATTACHMENT D

Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials?

□ Yes □ No

If “Yes,” name those persons and explain the basis of their selection or appointment.

d. Are any members of the organization’s governing body “disqualified persons” with respect to the organization (other than by reason of being a member of the governing body or do any of the members have either a business or family relationship with “disqualified persons”? (See Specific Instructions for Part II, Line 4d, on page 3.)

□ Yes □ No

If “Yes,” explain.

5. Does the organization control or is it controlled by any other organization?

□ Yes □ No

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors?

□ Yes □ No

If either of these questions is answered “Yes,” explain.

6. Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees?

□ Yes □ No

If “Yes,” explain fully and identify the other organizations involved.

7. Is the organization financially accountable to any other organization?

□ Yes □ No

If “Yes,” explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.
ATTACHMENT D
URBAN CAT LEAGUE, INC. (E.I.N. 91-2185105)
 c/o Michael Phillips
 484 West 43rd St. #42E
 NY, NY 10036

ATTACHMENT D - Form 1023 - Application for Recognition of Exemption

Part II, Line 4a - Activities and Operational Information

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Title</th>
<th>Annual Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael Phillips</td>
<td>President</td>
<td>0-</td>
</tr>
<tr>
<td>484 W. 43rd St. #42E</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>NY, NY 10036</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cathe Neukum</td>
<td>Secretary</td>
<td>0-</td>
</tr>
<tr>
<td>360 W. 36th St. #8NE</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>NY, NY 10018</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gary Granger</td>
<td>Treasurer</td>
<td>0-</td>
</tr>
<tr>
<td>484 W. 43rd St. #42E</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>NY, NY 10036</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
8. What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

   N/A

9. Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years?  □ Yes  □ No

10a. Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement?  □ Yes  □ No

   b. Is the organization a party to any leases?  □ Yes  □ No

   If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11. Is the organization a membership organization?  □ Yes  □ No

   If "Yes," complete the following:

   a. Describe the organization's membership requirements and attach a schedule of membership fees and dues.

   b. Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

   c. What benefits do (or will) the members receive in exchange for their payment of dues?

12a. If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them?  □ N/A  □ Yes  □ No

   If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

   b. Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals?  □ N/A  □ Yes  □ No

   If "Yes," explain how the recipients or beneficiaries are or will be selected.

13. Does or will the organization attempt to influence legislation?  □ Yes  □ No

   If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14. Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements?  □ Yes  □ No

   If "Yes," explain fully.
Part II Activities and Operational Information (Continued)

4. Give the following information about the organization's governing body:

a. Names, addresses, and titles of officers, directors, trustees, etc.

SEE ATTACHMENT D

b. Annual compensation

SEE ATTACHMENT E

c. Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? 

If "Yes," explain those persons and the basis of their selection or appointment.

☐ Yes ☑ No

Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for Part II, Line 4d, on page 3.)

If "Yes," explain.

☐ Yes ☑ No

5. Does the organization control or is it controlled by any other organization?

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors?

If either of these questions is answered "Yes," explain.

☐ Yes ☑ No

6. Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees?

If "Yes," explain fully and identify the other organizations involved.

☐ Yes ☑ No

7. Is the organization financially accountable to any other organization?

If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

☐ Yes ☑ No
ATTACHMENT D
URBAN CAT LEAGUE, INC. (E.I.N. 91-2185105)
c/o Michael Phillips
484 West 43rd St. #42E
NY, NY 10036

ATTACHMENT D - Form 1023 - Application for Recognition of Exemption

Part II, Line 4a - Activities and Operational Information

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Title</th>
<th>Annual Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael Phillips</td>
<td>President</td>
<td>-0-</td>
</tr>
<tr>
<td>424 W. 43rd St. #42E</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>NY, NY 10036</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cathe Neukum</td>
<td>Secretary</td>
<td>-0-</td>
</tr>
<tr>
<td>360 W. 36th St. #8NE</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>NY, NY 10018</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gary Granger</td>
<td>Treasurer</td>
<td>-0-</td>
</tr>
<tr>
<td>484 W. 43rd St. #42E</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>NY, NY 10036</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Part II Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

N/A

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? □ Yes ✕ No

10a Will any of the organization’s facilities or operations be managed by another organization or individual under a contractual agreement? □ Yes ✕ No

b Is the organization a party to any leases? □ Yes ✕ No

If either of these questions is answered “Yes,” attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? □ Yes ✕ No

If “Yes,” complete the following:

a Describe the organization’s membership requirements and attach a schedule of membership fees and dues.

b Describe the organization’s present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) the members receive in exchange for their payment of dues?

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? □ N/A □ Yes ✕ No

If “Yes,” explain how the charges are determined and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? □ N/A □ Yes ✕ No

If “Yes,” explain how the recipients or beneficiaries are or will be selected.

13 Does or will the organization attempt to influence legislation? □ Yes ✕ No

If “Yes,” explain. Also, give an estimate of the percentage of the organization’s time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? □ Yes ✕ No

If “Yes,” explain fully.
Part III  Technical Requirements

1. Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed?   □ Yes □ No

   If you answer "Yes," do not answer questions on lines 2 through 6 below.

2. If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

   Exceptions—You are not required to file an exemption application within 15 months if the organization:

   □ a Is a church interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See Specific Instructions, Line 2a, on page 4:
   □ b Is not a private foundation and normally has gross receipts of not more than $5,000 in each tax year; or
   □ c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3. If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed?   □ Yes □ No

   If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 5.

   If "No," answer question 4.

4. If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3?   □ Yes □ No

   If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See Specific Instructions, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

   If "No," answer questions 5 and 6.

5. If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed?   □ Yes □ No

6. If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here □ □ and attach a completed page 1 of Form 1024 to this application.
Part III  Technical Requirements (Continued)

7  Is the organization a private foundation?
   ☐ Yes (Answer question 8.)
   ☑ No (Answer question 9 and proceed as instructed.)

8  If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?
   ☐ Yes (Complete Schedule E.)
   ☑ No

After answering question 8 on this line, go to line 14 on page 7.

9  If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

a  ☐ As a church or a convention or association of churches  
   (CHURCHES MUST COMPLETE SCHEDULE A.)
   Sections 509(a)(1) and 170(b)(1)(A)(vi)

b  ☐ As a school (MUST COMPLETE SCHEDULE B.)
   Sections 509(a)(1) and 170(b)(1)(A)(vi)

c  ☐ As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.)
   Sections 509(a)(1) and 170(b)(1)(A)(vi)

d  ☐ As a governmental unit described in section 170(c)(1).
   Sections 509(a)(1) and 170(b)(1)(A)(vi)

e  ☐ As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.)
   Section 509(a)(3)

f  ☐ As being organized and operated exclusively for testing for public safety.
   Section 509(a)(4)

g  ☐ As being operated for the benefit of a college or university that is
   owned or operated by a governmental unit.
   Sections 509(a)(1) and 170(b)(1)(A)(vi)

h  ☑ As receiving a substantial part of its support in the form of
   contributions from publicly supported organizations, from a
   governmental unit, or from the general public.
   Sections 509(a)(1) and 170(b)(1)(A)(vi)

i  ☐ As normally receiving not more than one-third of its support from
   gross investment income and more than one-third of its support from
   contributions, membership fees, and gross receipts from activities
   related to its exempt functions (subject to certain exceptions).
   Section 509(a)(2)

j  ☐ The organization is a publicly supported organization but is not sure
   whether it meets the public support test of h or i. The organization
   would like the IRS to decide the proper classification.
   Sections 509(a)(1) and 170(b)(1)(A)(vi)
or Section 509(a)(2)

If you checked one of the boxes a through f in question 9, go to question
14. If you checked box g in question 9, go to questions 11 and 12.
If you checked box h, i, or j, in question 9, go to question 10.
Part III: Technical Requirements (Continued)

10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months?
   □ Yes—Indicate whether you are requesting:
   □ A definitive ruling. (Answer questions 11 through 14.)
   □ An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed)
   ✔ No—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.

11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, Statement of Revenue and Expenses, attach a list for each year showing the name of the contributor, the date and the amount of the grant, and a brief description of the nature of the grant.
   N/A

12 If you are requesting a definitive ruling under section 170(b)(1)(A)(vi) or (vii), check here □ and:
   a Enter 3% of line 8a, column (e), Total, of Part IV-A ...
   b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

13 If you are requesting a definitive ruling under section 509(a)(2), check here □ and:
   a For each of the years included on lines 1, 2, and 3 of Part IV-A, attach a list showing the name and amount received from each "disqualified person." (For a definition of "disqualified person," see Specific Instructions, Part II, Line 4d, on page 3.)
   b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than $5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(ii) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
<th>If &quot;Yes,&quot; complete Schedule:</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td>A</td>
<td></td>
</tr>
<tr>
<td>X</td>
<td>B</td>
<td></td>
</tr>
<tr>
<td>X</td>
<td>C</td>
<td></td>
</tr>
<tr>
<td>X</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>X</td>
<td>E</td>
<td></td>
</tr>
<tr>
<td>X</td>
<td>F</td>
<td></td>
</tr>
<tr>
<td>X</td>
<td>G</td>
<td></td>
</tr>
<tr>
<td>X</td>
<td>H</td>
<td></td>
</tr>
<tr>
<td>X</td>
<td>I</td>
<td></td>
</tr>
</tbody>
</table>

Is the organization a church?
Is the organization, or any part of it, a school?
Is the organization, or any part of it, a hospital or medical research organization?
Is the organization a section 509(a)(3) supporting organization?
Is the organization a private operating foundation?
Is the organization, or any part of it, a home for the aged or handicapped?
Is the organization, or any part of it, a child care organization?
Does the organization provide or administer any scholarship benefits, student aid, etc.?
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?
### Financial Data

#### Expenses

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Salaries and wages</td>
<td>8,000.00</td>
</tr>
<tr>
<td>2. Insurance</td>
<td>3,500.00</td>
</tr>
<tr>
<td>3. Utilities</td>
<td>1,500.00</td>
</tr>
<tr>
<td>4. Depreciation</td>
<td>5,000.00</td>
</tr>
<tr>
<td>5. Supplies</td>
<td>2,500.00</td>
</tr>
<tr>
<td>6. Travel and miscellaneous expenses</td>
<td>2,000.00</td>
</tr>
<tr>
<td>7. Postage and mailing</td>
<td>1,000.00</td>
</tr>
<tr>
<td>8. Legal fees</td>
<td>7,000.00</td>
</tr>
<tr>
<td>9. Membership fees</td>
<td>5,000.00</td>
</tr>
<tr>
<td>10. Other expenses</td>
<td>1,500.00</td>
</tr>
<tr>
<td><strong>Total Expenses</strong></td>
<td><strong>31,500.00</strong></td>
</tr>
</tbody>
</table>

#### Revenue

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Fees</td>
<td>7,000.00</td>
</tr>
<tr>
<td>2. Sales</td>
<td>7,000.00</td>
</tr>
<tr>
<td>3. Donations</td>
<td>3,500.00</td>
</tr>
<tr>
<td>4. Subscriptions</td>
<td>2,500.00</td>
</tr>
<tr>
<td>5. Other income</td>
<td>1,500.00</td>
</tr>
<tr>
<td><strong>Total Revenue</strong></td>
<td><strong>20,000.00</strong></td>
</tr>
</tbody>
</table>

#### Excess of Revenue over Expenses

- Excess of revenue over expenses: **10,500.00**
**PART IV. LINE 7 ATTACHMENT:**

<table>
<thead>
<tr>
<th>Description</th>
<th>2003</th>
<th>2004</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>General public donations</td>
<td>$7,000.00</td>
<td>$7,000.00</td>
<td>$7,000.00</td>
</tr>
</tbody>
</table>

**PART IV. LINE 22 ATTACHMENT:**

<table>
<thead>
<tr>
<th>Description</th>
<th>2003</th>
<th>2004</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Veterinary expenses</td>
<td>$2,000.00</td>
<td>$3,000.00</td>
<td>$3,000.00</td>
</tr>
<tr>
<td>Foster care (cats)</td>
<td>$1,000.00</td>
<td>$1,500.00</td>
<td>$1,500.00</td>
</tr>
<tr>
<td>Cat Food/Litter</td>
<td>$2,000.00</td>
<td>$2,700.00</td>
<td>$2,700.00</td>
</tr>
<tr>
<td>Legal fees</td>
<td>$250.00</td>
<td>0.60</td>
<td>0.00</td>
</tr>
<tr>
<td>Bank Fees</td>
<td>$250.00</td>
<td>$200.00</td>
<td>$200.00</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>$750.00</td>
<td>$1,000.00</td>
<td>$1,000.00</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td>$5,750.00</td>
<td>$8,400.00</td>
<td>$8,400.00</td>
</tr>
</tbody>
</table>
### Part IV Financial Data (Continued)

#### B. Balance Sheet (at the end of the period shown)

<table>
<thead>
<tr>
<th>Assets</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Cash</td>
<td></td>
</tr>
<tr>
<td>2 Accounts receivable, net</td>
<td></td>
</tr>
<tr>
<td>3 Inventories</td>
<td></td>
</tr>
<tr>
<td>4 Bonds and notes receivable (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>5 Corporate stocks (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>6 Mortgage loans (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>7 Other investments (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>8 Depreciable and depletable assets (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>9 Land</td>
<td></td>
</tr>
<tr>
<td>10 Other assets (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>11 Total assets (add lines 1 through 10)</td>
<td>$ 300.00</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>12 Accounts payable</td>
<td></td>
</tr>
<tr>
<td>13 Contributions, gifts, grants, etc., payable</td>
<td></td>
</tr>
<tr>
<td>14 Mortgages and notes payable (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>15 Other liabilities (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>16 Total liabilities (add lines 12 through 15)</td>
<td>$ 0.00</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fund Balances or Net Assets</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>17 Total fund balances or net assets</td>
<td>$ 300.00</td>
</tr>
<tr>
<td>18 Total liabilities and fund balances or net assets (add line 16 and line 17)</td>
<td>$ 300.00</td>
</tr>
</tbody>
</table>

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. □
State of New York } ss:
Department of State }

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on February 24, 2003

[Signature]
Secretary of State
CERTIFICATE OF INCORPORATION
OF
URBAN CAT LEAGUE, INC.
Under Section 402 of the Not-for-profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FEB 21 2003

Michael L. Phillips
484 West 43rd Street #42E
New York, NY 10036
212 714-1099
CERTIFICATE OF INCORPORATION
OF URBAN CAT LEAGUE, INC.

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

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law ("NPCL"), does hereby certify:

1. The name of the corporation is Urban Cat League, Inc. (the "Corporation.").

2. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the NPCL and shall be a Type B corporation under Section 201 of the NPCL.

3. The purposes for which the Corporation is formed are to engage in such exclusively, charitable, scientific, literary, or educational activities of any kind or nature whatsoever as shall qualify it for exemption from taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code"), or any successor section or statute of similar import, as an organization described in Section 501 (c)(3) of the Code, including the providing of care and protection to feral street cats and stray cats through: socializing "unadoptable" feral cats and kittens for adoption; a trap-neuter program; community outreach and education; and any and all lawful activities which may be useful in accomplishing the foregoing purposes. All neutering will be performed by licensed veterinarians and not by the Corporation.

4. In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the NPCL and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

5. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code, as it may be amended and, in connection therewith:

(a) the Corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in subparagraphs (a)-(v) of Section 4144 of the NPCL:

(b) the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided...
that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;

(c) no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the Corporation shall be devoted to participation or intervening in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(d) The Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or corresponding provisions of subsequent tax laws.

(e) The Corporation is not a society for the prevention of cruelty to animals and will possess no special powers under Section 1403 of the Not-for-Profit Corporation Law.

6. (a) The phrases “charitable entity” and “charitable entities” as used in this Certificate shall include only entities qualifying as exempt from Federal taxes as entities described in and meeting the requirements of Section 501(c)(3) of the Code and transfers to which are deductible for income, gift, and estate tax purposes under the provisions of Sections 170(c), 2522, and 2055 of the Code, as the same may be in effect at the time of any payment or application to such entity or entities hereunder.

(b) The phrases “charitable purpose” and “charitable purposes” as used in this Certificate shall include only charitable purposes, as defined in Section 501(c)(3) of the Code, as the same may be in effect at the time of any such payment or application.

(c) The phrases “public purpose” and “public purposes” as used in this Certificate shall include only public purposes as defined in Section 170(c)(1) of the Code, as the same may be in effect at the time of any such payment or application.

7. The office of the Corporation shall be located in New York County, State of New York.

8. The name and addresses of the initial directors, each of whom is of full age, are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael L. Phillips</td>
<td>484 W. 43rd Street #42E NY, NY 10036</td>
</tr>
<tr>
<td>Cathe Neukum</td>
<td>360 W. 36th Street #8NE NY, NY 10010</td>
</tr>
<tr>
<td>Gary Granger</td>
<td>484 W. 43rd Street #42E NY, NY 10036</td>
</tr>
<tr>
<td>Lisa Weisberg</td>
<td>404 E. 79th Street #10G NY, NY 10021</td>
</tr>
</tbody>
</table>

9. The Secretary of State of the State of New York is hereby designated as agent of the
Corporation upon whom process against the Corporation may be served. The post office address which the Secretary of State shall mail a copy of any process against the Corporation served upon him is 484 W. 43rd Street, #42E, NY, NY 10036.

10. In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation and for the necessary expenses thereof, be applied as determined by the Board of Directors and as approved by a Justice of the Supreme Court of the State of New York, for the charitable, scientific, literary, or educational purposes for which the Corporation is organized by distributing such property and assets for the furtherance of the work of institutions with similar purposes and objects which shall qualify under Section 501(c)(3) of the Code or corresponding section of the Code or corresponding section of any future Federal tax code. In the event of voluntary dissolution, such institutions shall be selected in the discretion of the Directors subject to approval of the plan of dissolution and distribution of assets upon an order of the Justice of the Supreme Court of the State of New York. In no event shall any of such assets be distributed to any member, trustee, director, or officer, or any private shareholder or any private individual.

IN WITNESS WHEREOF, this certificate has been signed and the statements herein affirmed as true under the penalties of perjury this 12th day of February, 2003.

[Signature]

Michael Phillips, Incorporator
484 West 43rd St. #42E
New York, NY 10036
** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

<table>
<thead>
<tr>
<th>FILER</th>
<th>FEES</th>
<th>PAYMENTS</th>
<th>---</th>
</tr>
</thead>
<tbody>
<tr>
<td>MICHAEL PHILLIPS</td>
<td>10.00</td>
<td>CASH</td>
<td>0.00</td>
</tr>
<tr>
<td></td>
<td>0.00</td>
<td>CHECK</td>
<td>10.00</td>
</tr>
<tr>
<td></td>
<td>0.00</td>
<td>CHARGE</td>
<td>0.00</td>
</tr>
<tr>
<td></td>
<td>0.00</td>
<td>DRAWDOWN</td>
<td>0.00</td>
</tr>
<tr>
<td></td>
<td>0.00</td>
<td>BILLED</td>
<td>0.00</td>
</tr>
<tr>
<td></td>
<td>0.00</td>
<td>REFUND</td>
<td>0.00</td>
</tr>
</tbody>
</table>

** FILING RECEIPT **

ENTITY NAME: URBAN CAT LEAGUE, INC.

DOCUMENT TYPE: RESERVATION (NEW) (DOM. NFP)

SERVICE COMPANY: ** NO SERVICE COMPANY **

APPLICANT NAME: MICHAEL PHILLIPS

FILED: 02/05/2003 DURATION: 04/07/2003 CASH #: 030205000499 FILM #: 030205000484

ADDRESS FOR PROCESS

---

REGISTERED AGENT

---

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS
ALBANY, NY, NY 12231-0001

SERVICE CODE: 00

NEW YORK, NY 10036

DOS-1025 (11/89)
BY-LAWS

OF

Urban Cat League, Inc.

(a New York not-for-profit corporation)

Adopted March 29, 2003
ARTICLE I

Offices and Purposes

Section 1.01. Principal office
1. The principal office of the Corporation is located in New York County, State of New York. The designation of the county or state of the Corporation's principal office may be changed by amendment of these By-Laws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below and such changes of address shall not be deemed, nor require, and amendment of these By-Laws:

________________________  Dated: _____________________, 2002

________________________  Dated: _____________________, 2002

________________________  Dated: _____________________, 2002

Section 1.02. Other Offices
2. The Corporation may also have other offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Section 1.03. Non-profit purposes
3. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, 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.

Section 1.04. Specific Objectives and Purposes
4. The specific objectives and purposes of this corporation shall be the providing of care and protection to feral and stray cats through: monitoring and creation and management of a cat sanctuary and shelter; socializing and adoption of kittens born on the streets in feral colonies; trap-neuter-return program; humane education and community outreach; the care and protection by similar means of other feral and stray animals; and any and all lawful activities which may be useful in accomplishing the foregoing purposes.
Section 1.05. Limitations on Activities

5. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this 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.

6. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 1.06. Prohibition against Private Inurement

7. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or 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 of this Corporation.

Section 1.07. Distribution of Assets

8. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE II

Board of Directors

Section 2.01. Power of Board and Qualifications of Directors

9. The Corporation shall have no members and all corporate powers shall vest in the Board of Directors. The Corporation shall be managed by its Board of Directors which shall be self-perpetuating. Each director shall be at least eighteen years of age.

Section 2.02. Number of Directors

10. The number of directors constituting the entire Board shall be not less than three. Subject to such limitation, the entire Board shall consist of five (5) directors until changes as hereinafter provided. The number of directors may be increased or decreased at any time an from time to
time by amendment of these by-Laws at any annual, regular, or special meeting of the Board by the vote of a majority of the entire board, provided, however, that no decrease shall shorten the term of any incumbent director. Unless and until changed in accordance with this Section, the number of directors constituting the entire Board shall continue in effect and no further action shall be required to fix such number. The initial directors, as set forth in the Certificate of Incorporation, may serve and manage the Corporation until the first annual meeting.

Section 2.03. Election and Term of Office

11. At each annual meeting of the Board of Directors, directors shall be elected to hold office. Each director shall hold office from the time of election and qualification until the annual meeting of the Board next succeeding such election and until his or her successor has been elected or appointed and qualified. A director may be re-elected to serve successive terms. A director whose term expires at an annual meeting shall not thereby be disqualified from voting for election of a successor.

Section 2.04. Newly Created Directorships and Vacancies

12. Newly created directorships resulting from an increase in the number if directors elected and vacancies among such directors for any reason may be filled by vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business and until his or her successor has been elected or appointed and qualified.

Section 2.05. Resignations

13. Any director may resign from office at any time by delivering a resignation in writing to the Board or to the President or to the Secretary of the Corporation. The acceptance of the resignation shall not be necessary to make the resignation effective.

Section 2.06. Removal of Directors

14. Any director may be removed for cause by action of the Board, provided there is a quorum of no less than a majority present at the meeting of directors at which such action is taken.

Section 2.07. Meetings of the Board

15. Annual and regular meetings of the Board of Directors shall be held at such times and places as the President of the Board may determine from time to time. A special meeting of the Board shall be held whenever called by the President, the Secretary, or any two directors.

16. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of an adjournment of a meeting of the Board to another time or place shall be given to the directors who were not present at the time of the
adjournment and, unless such time and place are announced at the meeting, to the other directors in the manner set forth in Section 1.08 of these By-Laws.

Section 2.08. Notice of Meetings of the Board

17. No notice of annual or regular meetings of the Board of Directors need be given to the directors. Special meetings of the Board shall be held upon notice to the directors of the place, date, and hour of the meeting. Notice of each special meeting of the Board shall be given by the secretary or by the person calling the meeting, if by mail, not later than the fifth business day before the meeting, or if in person or by telegraph, cable, or telephone, not later than the second business day before the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail by telegram and cable at the time of filing, and by messenger at the time of delivery by the messenger.

18. Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

Section 2.09. Quorum

19. Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business, provided, however, that in the event the number of the entire Board is fifteen members or fewer, the quorum shall be at least one-third of the entire number of members and, in the event the number of the entire Board is more than fifteen members, the quorum shall be at least five (5) members plus one additional member for every ten members (or fraction thereof) in excess of fifteen.

Section 2.10. Action by the Board

20. Except as otherwise provided by law or by these By-Laws, the vote of a majority of the directors present at a meeting at the time of the vote shall be the act of the Board, provided that a quorum is present at such time. A majority of the directors present may adjourn any meeting to another time and place, whether or no a quorum is present.

21. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.11. Written Consent in Lieu of Meeting

22. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action
required or permitted to be taken by the Board or any committee thereof may be taken without a
meeting if all members of the Board or the committee consent in writing to the adoption of a
resolution authorizing the action. The resolution and the written consents thereto by the
members of the Board or committee shall be filed with the minutes of the proceedings on the
Board or committee.

Section 2.12 Committees of the Board

23. The Board of Directors, by resolution adopted by a majority of the entire Board, may
designate from among its members an Executive Committee and other standing committees,
each consisting of two or more directors and each of which, to the extent provided in the
resolution or in the Certificate of Incorporation or these By-Laws, shall have all the authority of
the Board, except that no such committee shall have authority as to the following matter: (a) the
filling of vacancies in the Board of Directors or in any committee; (b) the fixing of compensation
of the directors for serving on the Board or on any committee; (c) the amendment or repeal of the
By-Laws or the adoption of new By-Laws; (d) the amendment or repeal of any resolution of the
Board which by its own terms shall not be so amendable or repealable; and (e) the removal of
directors.

24. Minutes of the proceedings of any such committee shall be kept and shall be submitted to
the Board at its next meeting. The Board may designate one or more directors as alternate
members of any such committee, who may replace any absent member or members at any
meeting of such committee.

25. The Board of Directors may create such additional special committees as it deems desirable.
The members of such committees shall be appointed by the Chairman of the Board or the
President of the Corporation if there is no Chairman of the Board, with the consent of the Board.
Special committees shall have only the powers specifically delegated to them by the Board and
in no case shall have powers which are not authorized for standing committees.

26. Committees, other than standing or special committees of the Board, whether created by the
board or by the members, shall be committees of the Corporation. Such committees may be
elected or appointed in the same manner as officers of the Corporation.

27. Provisions of these By-Laws and the New York Not-for-profit Corporation Law applicable
to officers generally shall apply to members of such committees. Each committee of the Board
shall serve at the pleasure of the Board. The designation of any such committee and the
delagation thereto of authority shall not alone relieve any director of his duty under the law to the
Corporation.

Section 2.13 Compensation of Directors

28. The Corporation shall not pay any compensation to directors for services rendered to the
Corporation.

29. The President and Treasurer shall present at the annual meeting of the Board a report in such form and with such contents as may be required from time to time by law and by the Board. The annual report shall be filed with the minutes of the annual meeting of the Board.

Section 2.15. Purchase, Sale, Mortgage, and Lease of Real Property

30. No purchase of real property shall be made by the Corporation and the Corporation shall not sell, mortgage, or lease its real property unless authorized by the vote of two-thirds of the entire Board; provided, however, that if there are twenty-one or more Directors, the vote of a majority of the entire Board shall be sufficient.

ARTICLE III

Officers, Agents and Employees

Section 3.01. General Provisions

31. The Board of Directors shall elect or appoint a President, a Secretary, and a Treasurer, and it may elect or appoint a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. The officers shall be elected or appointed at the annual meeting of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers may receive compensation for services rendered, in such reasonable amounts as may be fixed from time to time by a majority vote of the entire Board.

Section 3.02. Term of Office and Removal

32. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. The Board may remove any officer at any time with or without cause. The removal of an officer without cause shall be without prejudice to his or her contract rights, if any. The election or appointment of an officer shall not in itself create contract rights.

Section 3.03. Powers and Duties of the Chairman of the Board

33. The Chairman of the Board (if there is one) shall preside at all meetings of the Board at which the Chairman is present and shall perform such other duties as the Board may designate. In the event that the President is absent or unable to act, the Chairman of the Board shall perform the duties and may exercise the powers of the President.
Section 3.04 Powers and Duties of the President

34. The President shall be the chief executive officer of the Corporation. In the absence of the Chairman of the Board (or if there is none), the President shall preside at all meetings of the Board at which the President is present. The President shall have general charge of the business and affairs of the Corporation and may employ and discharge employees and agents of the Corporation, except such as shall be appointed by the Board, and may delegate these powers.

35. The President may vote the shares or other securities of any other domestic or foreign corporation of any type or kind which may at anytime be owned by the Corporation, may execute any shareholders' or other consents in respect thereof, and may delegate such powers by executing proxies, or otherwise, on behalf of the Corporation. The Board, by resolution from time to time, may confer like powers upon any other person or persons.

Section 3.05. Powers and Duties of Vice Presidents

36. A Vice President (if there is one) shall have such powers and perform such duties as the Board of Directors or the President may prescribe. In the event that the President (and the Chairman of the Board, if there is one) is absent or unable to act and unless the Board shall otherwise provide, the Vice President who has served in that capacity for the longest time and who shall be present and able to act shall perform all the duties and may exercise any of the powers of the President.

Section 3.06. Powers and Duties of the Secretary

37. The Secretary shall have charge of the minutes of all proceedings of the Board of Directors and shall attend to the giving of all notices to directors. The Secretary shall have charge of the seal of the Corporation and shall attest the same whenever required. The Secretary shall have charge of the records of the Corporation and of such other books and papers as the Board may direct and shall have all such powers and duties as generally are incident to the position of Secretary or as may be assigned by the President or the Board.

Section 3.07. Powers and Duties of the Treasurer

38. The Treasurer shall have charge of all funds and securities of the Corporation, shall endorse the same for deposit or collection when necessary, and shall deposit the same to the credit of the Corporation in such banks or depositories as the Board of Directors may authorize. The Treasurer may endorse all commercial documents requiring endorsements for or on behalf of the Corporation and may sign all receipts and vouchers for payments made to the Corporation and shall have all such powers and duties as generally are incident to the position of Treasurer or as may be assigned by the President or by the Board.

Section 3.08. Powers and Duties of Assistant Secretaries

39. In the event that the Secretary is absent or unable to act, and Assistant Secretary (if there is (7)
one) may perform all the duties and exercise all the powers of the Secretary. An assistant Secretary shall also perform such other duties as the Secretary or the Board of Directors may assign.

Section 3.09. Powers and Duties of Assistant Treasurers

40. In the event that the Treasurer is absent or unable to act, an Assistant Treasurer (if there is one) may perform all the duties and exercise all the powers of the Treasurer. An Assistant Treasurer shall also perform such other duties as the Treasurer or the Board of Directors may assign. Any such Assistant Treasurer may be an individual, a bank, or a trust company, as the Board of Directors may determine.

Section 3.10. Agents and Employees

41. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. The removal of an agent or employee without cause shall be without prejudice to his or her contract rights, if any. The appointment of an agent or employee shall not itself create contract rights.

Section 3.11. Compensation of Agents and Employees

42. The Corporation may pay compensation to agents and employees for services rendered to the Corporation in such reasonable amounts as may be fixed from time to time by the vote of a majority of the entire Board or, if the Board delegates the power to fix compensation of agents and employees to any other officer, agent, or employee, by such other officer, agent, or employee.

ARTICLE IV

Liability and Indemnification of Directors, Officers, and Employees

Section 4.01. Liability

43. Except as otherwise provided by law, no director or officer of the Corporation serving without compensation shall be liable to any person other than the Corporation based solely on such director's or officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

Section 4.02. Indemnification of Directors, Officers, and Employees

44. Except as provided in Section 3.03., the Corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director, officer, or
employee of the Corporation who serves or served the Corporation or, at the request of the Corporation, serves or served and other corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity. In addition, the Corporation shall advance such person’s related and reasonable expenses, including attorneys’ fees, experts’ fees, and consultants’ fees upon receipt of an undertaking by or on behalf of such person to repay such advancement if he or she is ultimately found not to be entitled to indemnification hereunder.

Section 4.03. Limitations on Indemnification

45. The Corporation shall not indemnify any person described in Section 3.02, if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person’s testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person’s testator or intestate personally gained a financial profit or other advantage to which he or she was not legally entitled.

Section 4.04. Insurance

46. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its directors, officers, and employees to the full extent such insurance is permitted by law.

ARTICLE V
Corporate Seal

Section 5.01. Form

47. The seal of the Corporation shall be circular in form, shall have the name of the Corporation inscribed thereon, and shall contain the words “Corporate Seal” and “New York” and the year the Corporation was formed in the Center, or shall be in such form as may be approved from time to time by the Board of Directors. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

ARTICLE VI

Contracts, Checks, Bank Accounts, and Investments

Section 6.01. Checks, Notes, and Contracts

48. The Board of Director’s is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation’s
behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, documents, and other orders or obligations for the payment of money.

Section 6.02 Investments

49. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, including stocks, bonds, or other securities, as the Board of Directors may deem desirable.

ARTICLE VII

Amendments

50. These By-Laws may be amended or repealed and new By-Laws be adopted at any time by vote of the Board of Directors.

ARTICLE VIII

Fiscal Year

51. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IV

Records and Books to be Kept

52. The Corporation shall keep at its principal office in the State of New York, correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain (a) a copy of the Certificate of Incorporation, (b) a copy of these By-Laws, (c) all minutes of meetings of the Board of Directors and any committee of the Corporation, and (d) a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may in written form or any other form capable of being converted into written form within a reasonable time.

Certified to be the By-Laws of the Corporation adopted by the Board of Directors on March 29, 2003.

Michael Phillips, President
Urban Cat League

(10)
CERTIFICATION

I, the undersigned, am President of Urban Cat League, Inc. In my capacity as President I hereby certify that:

1. The attached Certificate of Incorporation is a true and complete conformed copy of the original Certificate of Incorporation and that such Certificate of Incorporation was duly executed, has not been repealed, modified or amended, and remains in full force and effect of the date hereof.

2. The attached Bylaws are a true and complete conformed copy of the original Bylaws and that such Bylaws have not been repealed, modified or amended, and remains in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 2.1 day of April, 2003.

Michael Phillips,
President
Urban Cat League, Inc.