

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for ERICH FROMM SOCIETY OF NORTH AMERICA, INC., File Number 260120002894 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on January 20, 2026.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF INCORPORATION
OF
ERICH FROMM SOCIETY OF NORTH AMERICA, INC.

Under Section 402 of the
Not-for-Profit Corporation Law
of the State of New York

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the Corporation is Erich Fromm Society of North America, Inc. (hereinafter the "Corporation").

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

THIRD: The Corporation is formed for the purposes of:

- a. Maintaining, researching, developing, and passing on the scholarly findings and ideas of Erich Fromm as the fitting continuation of his work and recognition of his significance;
- b. Advancing scholarly research into Erich Fromm's work and thought in the fields of the social sciences, psychoanalysis, psychology, sociology, philosophy, and religion, and evaluating the relevance such work may have to other scholarly disciplines or issues concerning its economic, social, intellectual, or cultural interpretation or application;
- c. Promoting the exchange of the Corporation's discoveries and research findings and, where possible, providing support for other groups and projects set up to further Erich Fromm's scholarly thinking; and
- d. Conducting any and all lawful activities that may be necessary or useful for the accomplishment of the foregoing purposes.

FOURTH: The Corporation is not formed to engage in any activity or for any purpose requiring the consent or approval of

any state official, department, board, agency, or other body. No consent or approval is required.

FIFTH: The Corporation is a 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 New York, State of New York.

SEVENTH: The names and addresses of the initial directors of the Corporation, each of whom is of full age, are:

Rory Varrato

[REDACTED]

Neil McLaughlin

[REDACTED]

Mauricio Cortina

[REDACTED]

EIGHTH: The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary of State by personal delivery is:

Erich Fromm Society of North America, Inc.

[REDACTED]

New York, NY 10025

NINTH: Anything in Article THIRD notwithstanding:

a. The Corporation is organized exclusively for charitable, educational, scientific, and other purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (hereinafter the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Code.

b. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income, or net earnings shall be distributed to or inure to the benefit of any director, officer, employee, or private individual. Reasonable compensation, however, may be paid for services actually rendered to or for the Corporation in furtherance of one or more of its purposes. Reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts. No director, officer, employee, or private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

c. The Corporation will not engage in a regular business ordinarily carried on for profit.

d. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent permitted under Section 501(h) of the Code) in a manner or to an extent which would disqualify the Corporation for tax exemption under Section 501(c)(3) of the Code. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statement) any political campaign on behalf of, or in opposition to, any candidate for public office.

e. The Corporation shall seek sources of support and operate in such a manner as will enable it to qualify as an organization that is not a private foundation within the meaning of Section 509(a) of the Code. However, with respect to any taxable year or years during which the Corporation is a private foundation, as defined by Section 509 of the Code, it shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

TENTH: In furtherance of the purposes stated in this Certificate, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions from any source for any corporate purpose and the power to maintain a fund or funds of real and/or personal property for any corporate purposes. The Corporation shall have the right to exercise all other powers as now are, or hereinafter may be, conferred by law upon a corporation organized for the above purposes, or which are incidental to the conferred powers.

ELEVENTH: In the event of dissolution or other termination of the Corporation, its remaining assets, if any, after payment of expenses and satisfaction of all liabilities, if any, shall be distributed as determined by the Board of Directors in accordance with not-for-profit purposes of the Corporation, to an organization described under Section 501(c)(3) of the Code, and subject to the authority of and as approved by the Attorney General or the Supreme Court of the State of New York. Any such assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

The preceding statements are subscribed and affirmed by me to be true under penalties of perjury on this 15th day of January, 2026.

Signed,



Rory Varrato, Incorporator



CERTIFICATE OF INCORPORATION
OF
ERICH FROMM SOCIETY OF NORTH AMERICA, INC.

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

FILED BY:

Jay R. Halfon
Halfon & Boehm, P.C.
40 West 37th Street, Suite 1000
New York, NY 10018-7311

RECEIVED
DIVISION OF
CORPORATIONS
DEPARTMENT OF STATE
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