

CERTIFICATE OF INCORPORATION

OF

SCENIC HUDSON FOUNDATION, INC.

Under Section 402 of the Not-For-Profit Corporation Law.

1. The name of the corporation is SCENIC HUDSON FOUNDATION, INC.

2. The corporation is a corporation as defined in Section 102(a)(15) of the Not-For-Profit Corporation Law.

3. The purposes for which the corporation is formed are to preserve and enhance the natural, ecological, environmental, cultural, scenic, historical and recreational values of the Hudson River Valley and its adjacent highlands, to promote a better understanding and better appreciation of the natural beauty and of the importance in the history of the United States of this area and to solicit and receive grants and contributions and distribute said funds in support and furtherance of the corporate purposes as set forth above.

4. As a means of accomplishing the foregoing purposes, the corporation shall have all of the powers set forth in Section 202 of the Not-For-Profit Corporation Law and, in general, can exercise such powers as now are or

State of New York }
Department of State } ss.

22945

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

SEP 2 1975

Handwritten Signature
Secretary of State

and to have the power to solicit and receive grants and contributions for its corporate purposes.

5. The corporation shall be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

6. Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-For-Profit Corporation Law, Section 404(b) to (p), or Executive Law, Section 757.

7. No part of the net earnings of the corporation shall inure to the benefit of any member, officer or director of the corporation or of any individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one of its purposes); no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution of the corporation, the funds and assets of the corporation then belonging to it shall, after proper payment of liabilities, be distributed

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in accordance with the law in aid and assistance of activities, agencies, and institutions which are organized and operated exclusively for religious, charitable, and/or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, subject to the approval of a Justice of the Supreme Court of the State of New York.

8. The principal office of the corporation ✓
shall be located in the County, City and State of New York.

9. The territory in which its operations are principally to be conducted is the State of New York.

10. The names and residences of the persons who shall be the directors of the corporation until its first annual meeting are as follows:

Fynette F. Rowe
175 Brewster Road
Scarsdale, N.Y. 10583

Alexander Saunders
Old Albany Post Road
Garrison-on-Hudson, N. Y. 10524

Frances Stevens Reese
New Hamburg, N.Y. 12560

11. The Post Office address to which the Secretary of State shall mail a copy of any notice required by law is

Ross Sandler, Esq.
25 East 9th Street
New York, N.Y. 10003

12. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

13. The subscriber to this certificate is more than 19 years of age.

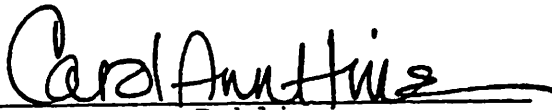
IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 15th day of July, 1975.

Frances Stevens Reese
Frances Stevens Reese
New Hamburg, New York 12560

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

On this 1st day of July, 1975, before me personally came Frances Stevens Reese, to me known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and duly acknowledged to me that she executed the same.



Notary Public
CAROL ANN HINE
NOTARY PUBLIC, STATE OF NEW YORK
NO. 31-4512742
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES MARCH 30, 1977

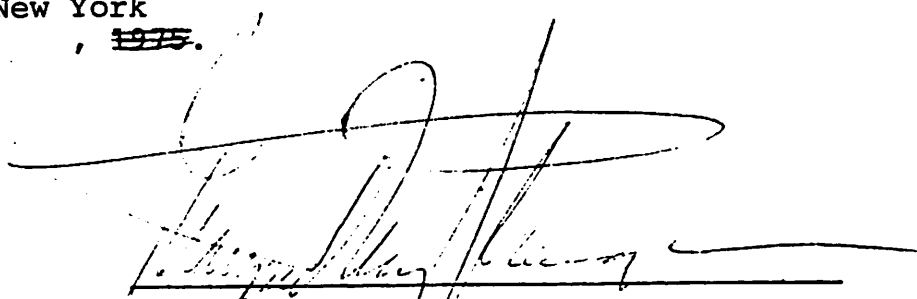
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I, MARGARET MARY J. MANGAN , the undersigned,
a Justice of the Supreme Court of the State of New York
in the First Judicial District in which the office of
the Scenic Hudson Foundation, Inc. is to be located, do hereby
approve of the foregoing Certificate of Incorporation of
the Scenic Hudson Foundation, Inc. and of the filing thereof.

Dated: New York, New York

JUL 22 1975

, ~~1975~~.



Justice, Supreme Court of the
State of New York

Notice of Application Waived
(This is not to be deemed an
approval on behalf of any
Department or Agency of the
State of New York, nor an
authorization of activities
otherwise limited by law.)

Dated: July 15, 1975

LOUIS J. LEFKOWITZ
Attorney General

By Peter A. Benbow
Assistant Attorney General

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CONSENT TO USE OF NAME

OF

SCENIC HUDSON PRESERVATION FOUNDATION, INC.

The following is a true copy of a resolution duly adopted by the Board of Directors of Scenic Hudson Preservation Conference, Inc., at a meeting of the said Board at 12:00 Noon on March 20, 1975.

"WHEREAS, there has been proposed the formation, qualification or change of name of a corporation pursuant to the laws of the State of New York under the name of Scenic Hudson Foundation, Inc., and the Secretary of State has requested the expression of an opinion of this Board concerning the similarity of the proposed name to that of this corporation;

"NOW, THEREFORE, be it resolved that in the opinion of this Board the above-mentioned proposed name does not so nearly resemble that of this corporation as to tend to confuse or deceive and it consents to the use of such name."

Francis Sturms Reese
President

Thelma F. Rowe
Secretary

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256837

CERTIFICATE OF INCORPORATION

OF

SCENIC HUDSON FOUNDATION, INC.

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

STATE OF NEW YORK
DEPARTMENT OF STATE

TAX \$ 2000

FILING FEE \$ 50

FILED SEP 2 - 1975

Wm. B. Wilson

Secretary of State

P31NY
-type B

ROSS SANDLER, ESQ.

15 West 44th Street
New York, New York 10036

FILED

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USC

LAT
A436849

USC

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

9/2/75

N.Y.C.

A256837-8

NFP

type 3

Not. add.: Ross Sandler, Esq.

25 East 9th St

NY, NY 10003

BUTZEL & KASS
ATTORNEYS AT LAW
45 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10020

(212) 765-1000

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX \$ none
FILING FEE \$ 10

FILED OCT 19 1977

Handwritten signature

Secretary of State

31 NY
Type B

*Hudson
Foundation
Amendment to
Certificate of Incorporation* *MAC*

CERTIFICATE OF AMENDMENT A436849
OF THE
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

We, the undersigned President and Secretary of the Scenic Hudson Foundation, Inc. hereby certify:

FIRST: The name of the Corporation is "SCENIC HUDSON FOUNDATION, INC." (hereinafter, the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on September 2, 1975.

THIRD: The Certificate of Incorporation of the Corporation is amended to change the post office address to which the Secretary is to mail notices, by amending paragraph 11 thereof so that it shall read in its entirety as follows:

"11. The Post Office address to which the Secretary of State shall mail a copy of any notice required by law is: Butzel & Kass, 45 Rockefeller Plaza, Suite 2350, New York, New York 10020."

FOURTH: The Certificate of Incorporation of the Corporation is further amended by adding a new paragraph 14 which reads as follows:

"14. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, 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 Internal Revenue Code of 1954."

FIFTH: The above amendments to the Certificate of Incorporation of the Corporation were duly authorized and approved by the board of directors of the Corporation at a meeting of the board of directors of the Corporation held on August 18, 1977.

SIXTH: The Corporation is a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law and shall continue to be a Type B Corporation.

SEVENTH: Prior to the delivery of this Certificate of Amendment to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or any other statute of the State of New York will be endorsed or annexed hereto. The approval of a Justice of the Supreme Court, New York County, was annexed to the Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury this 18th day of August 1977.

Frances S. Reese
Frances S. Reese, President
New Hamburg, New York 12560

Ross Sandler
Ross Sandler, Secretary
25 East 9th Street
New York, New York 10003

SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

----- x
In the Matter of the Application for :
the Approval of the Certificate of :
Amendment of the Certificate of :
Incorporation of :

SCENIC HUDSON FOUNDATION, INC. :

Pursuant to the Not-For-Profit :
Corporation Law :

APPROVAL

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I, **CHARLES G. TIERNEY**, a Justice of the
Supreme Court of the State of New York in the Judicial
District wherein the principal office of the SCENIC HUDSON
FOUNDATION, INC. is to be located, do hereby approve the
within Certificate of Amendment of the Certificate of
Incorporation of said SCENIC HUDSON FOUNDATION, INC.

Dated: New York, New York

OCT 11 1977

Charles G. Tierney
Justice of the Supreme Court
FIRST JUDICIAL DISTRICT

THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

*Dated, New York,
N.Y.*

LOUIS G. LEFKOWITZ
Attorney General
State of New York

September 20, 1977

BY *Irwin Leibowitz*
IRWIN LEIBOWITZ
ASSISTANT ATTORNEY GENERAL
STATE OF NEW YORK

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State of New York }
Department of State } ss.:

29872

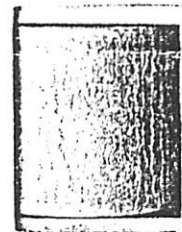
*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State
and that the same is a correct transcript of said original.*

Witness my hand and seal of the Department of State on

OCT 19 1977

W. M. Wilson
Secretary of State

G020-504 (10/76)



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

BERLE, BUTZEL, KASS & CASE
ATTORNEYS AT LAW
45 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10020

 (212) 765-1800

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

We, the undersigned, President and Secretary of Scenic Hudson Foundation, Inc., hereby certify:

FIRST: The name of the Corporation is SCENIC HUDSON FOUNDATION, INC. (hereinafter, the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on September 2, 1975. The Corporation was formed under the Not-For-Profit Corporation Law.

THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. The Corporation is a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law and shall continue to be a Type B Corporation following the amendments effected hereby.

FOURTH: The Certificate of Incorporation of the Corporation, as heretofore amended, is further amended as follows:

A. Paragraph 1 of the Certificate of Incorporation of the Corporation is amended to change the name of the Corporation, so that paragraph 1 shall read in its entirety as follows:

"1. The name of the corporation is SCENIC HUDSON, INC."

B. Paragraph 2 of the Certificate of Incorporation of the Corporation is amended to correct a typographical

error, so that paragraph 2 shall read in its entirety as follows:

"2. The corporation is a corporation as defined in Section 102(a)(5) of the Not-For-Profit Corporation Law."

C. Paragraph 3 of the Certificate of Incorporation of the Corporation is amended to clarify the purposes of the Corporation, so that paragraph 3 shall read in its entirety as follows:

"3. The purposes for which the corporation is formed are:

(1) To carry on charitable, educational and research activities relative to the protection of the natural environment and the improvement of the man-made environment, including without limitation:

A. To preserve, restore and enhance the natural, ecological, environmental, cultural, scenic, historical and recreational values of the Hudson River and the Hudson River Valley (including the Hudson Highlands);

B. To promote a better understanding and better appreciation of the natural beauty of the Hudson River Valley and of the importance of the area in the history of the United States.

C. To protect the Hudson River and the Hudson River Valley from ill-planned and unplanned development posing threats to the air, water, land and other resources of the region, while encouraging well-planned development where appropriate to meet the needs of residents, visitors and others concerned with the area.

D. To develop and implement, or assist in developing and implementing, appropriate policies and systems of land and water use, transportation, conservation, resource management and related matters in the Hudson River Valley.

(2) To serve as a coordinator for other organizations and individuals in the efforts to protect the Hudson River and Hudson River Valley and otherwise to further the purposes set forth in paragraph (1) above.

(3) To provide advice, counseling, financial and scientific assistance to organizations desirous of protecting the natural environment or improving the man-made environment in the Hudson River Valley and elsewhere in the United States.

(4) To carry on any and all additional activities incident, related or appropriate to the furtherance of the above purposes.

D. Paragraph 4 of the Certificate of Incorporation of the Corporation is amended to clarify the powers of the Corporation, so that paragraph 4 shall read in its entirety as follows:

"4. In furtherance of its purposes, but not otherwise, and subject to such limitations as are or may be prescribed by law or by this certificate of incorporation, the corporation shall have the power to do any act, including, without limiting the generality of the foregoing, power:

(1) To receive, hold and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinabove set forth, to use and apply the whole or any part thereof for the purposes stated in paragraph 3 hereof.

(2) To solicit, accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, by judicial order or decree, or otherwise, for any of its objects and purposes, property, regardless of whether it is real or personal, and irrespective of its kind, nature, description or location, and to exercise in respect of any and all such property any and all rights and privileges of ownership.

(3) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property in such a manner as is consistent with the objects and purposes of the corporation, and such limitations as may be imposed by law.

(4) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for money or property borrowed or in payment for property acquired, in pursuance of any purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, or lien upon assignment of, or agreement in regard to, all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(5) To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limitation as to amount, with any individual, firm, association, corporation or other entity.

(6) To transfer land or rights in land that comes into its possession, with legal safeguards where practical and relative to its use, to the Federal Government, state governments, county governments, municipalities and school districts or other suitable governmental bodies or private non-profit corporations such as colleges, youth groups, welfare organizations, conservation organizations, land trusts or legal, scientific, educational, charitable or other eleemosynary groups.

(7) To hold and manage land on either a temporary or permanent basis as nature sanctuaries, outdoor research laboratories, wildlife preserves, recreation areas and/or as open space for its value as an amenity.

(8) To administer funds entrusted to its care for the endowment of specific areas or for carrying out the other purposes of the corporation.

(9) To work with and through, and to coordinate the efforts of, other organizations and individuals, to become a member of any committee or other organization, and to delegate functions.

(10) In furtherance of its purposes, but not otherwise, and subject always to such limitations as are or may be prescribed by law or by this certificate of incorporation, to make contributions, grants, gifts, donations, loans, guarantees, and other payments of money and extensions of credit to any organization, public or private, or individual.

(11) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or may hereafter be conferred by law upon a corporation organized for the purposes hereinabove set forth, or as are now or may hereafter be necessary or incidental to such purposes or the powers hereinabove conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate of incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of this corporation and as may be exercised by an organization contributions to which are deductible under Section 170, 2055 or 2522.

E. Paragraph 7 of the Certificate of Incorporation of the Corporation is amended to clarify limitations on the Corporation, so that paragraph 7 shall read in its entirety as follows:

"7. Notwithstanding any other provisions of this certificate of incorporation (including the provisions of paragraph 4), the corporation shall be subject to the following limitations:

(1) The corporation shall not be conducted for profit or financial gain, but shall be operated exclusively for charitable, educational and scientific purposes as an organization which is exempt from Federal income tax under Section 501(c)(3) and to which contributions are deductible

under Section 170, 2055 or 2522; no part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer, no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(2) Upon the liquidation or dissolution of the corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law (but not including a reincorporation in another state, whether effected directly or indirectly), no member, director or officer of the corporation shall be entitled to any distribution or division of its property or any part of the proceeds therefrom. The money and all other property of the corporation, after the payment of all its debts and obligations of whatsoever kind or nature, shall be distributed with approval of a Justice of the Supreme Court of the State of New York, to organizations (a) which are exempt from Federal income tax under Section 501(c)(3), (b) whose general purposes are in harmony with the general purposes set forth in paragraph 2, and (c) which, if the corporation at that time is a private foundation within the meaning of Section 509(a), are organizations described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii) thereof).

(3) For any period in which the corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law):

(a) The corporation shall distribute such amounts for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income under Section 4942 of said Code;

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) or retain any excess business holdings as defined in Section 4943(c) of said Code;

(c) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of said Code; and

(d) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of said Code.

F. Paragraph 9 of the Certificate of Incorporation of the Corporation is amended to change the territory in which operations are to be conducted, so that paragraph 9 shall read in its entirety as follows:

"9. The territory in which the activities of the corporation are principally to be conducted is the State of New York, but the operations of the corporation shall not be limited to such territory."

FIFTH: The above amendments to the Certificate of Incorporation of the Corporation were duly authorized and approved by the board of directors of the Corporation at a meeting of the board of directors of the Corporation held on May 28, 1980.

SIXTH: The post office address of the Corporation to which the Secretary of State shall mail a copy of any notice required by law is c/o Berle, Butzel, Kass & Case, 45 Rockefeller Plaza, New York, New York 10020.

SEVENTH: Prior to the delivery of this Certificate of Amendment to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or any other statute of the State of New York will be endorsed or annexed hereto. The approval of a Justice of the Supreme Court, New York County was annexed to the

SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

----- x

In the Matter of the Application for :
the Approval of the Certificate of :
Amendment of the Certificate of : APPROVAL
Incorporation of :

SCENIC HUDSON FOUNDATION, INC. :

Pursuant to the Not-For-Profit :
Corporation Law :

----- x

EDWARD J. GREENFIELD

I, Justice of the Supreme

Court of the State of New York in the Judicial District

wherein the principal office of the SCENIC HUDSON FOUNDATION,
INC. is located, do hereby approve the within Certificate
of Amendment of the Certificate of Incorporation of said
SCENIC HUDSON FOUNDATION, INC.

JUN 23 1980
Dated: New York, New York

June 18, 1980

THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

Carole L. Weidman
CAROLE L. WEIDMAN
ASSISTANT ATTORNEY GENERAL

Edward J. Greenfield
Justice of the Supreme Court
First Judicial District

Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, we hereunto sign our names
and affirm that the statements made herein are true under
the penalties of perjury of this 28 day of May, 1980.

Frances S. Reese

Frances S. Reese, President
New Hamburg, New York 12560

Ross Sandler

Ross Sandler, Secretary
25 East 9th Street
New York, New York 10003

This waiver of consent to filing is granted with the understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 5 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This waiver of consent to filing is granted with the further understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This waiver of consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

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D.C.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SCENIC HUDSON FOUNDATION, INC.

(Under Section 803 of the Not-For-Profit Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE

RECEIVED JUN 27 1980

AMT OF CHECK \$ 38
FILING FEE \$ 10
TAX \$
COPY \$
POST \$
REFUND \$

BY: *[Signature]*

1256837-8
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SERLE, BUTZEL, KASS & CASE
ATTORNEYS AT LAW

45 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10020

SERLE, BUTZEL, KASS & CASE

JUL 1 1980

RECEIVED