

Form **1023**

(Rev. July 1981)

Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption

Under Section 501(c)(3) of the Internal Revenue Code

For Paperwork Reduction Act Notice, see page 1 of the instructions.

OMB No. 1545-0056

Expires May 31, 1984

To be filed in the key district for the area in which the organization has its principal office or place of business.

This application, when properly completed, constitutes the notice required under section 508(a) of the Internal Revenue Code so that an applicant may be treated as described in section 501(c)(3) of the Code, and the notice required under section 508(b) for an organization claiming not to be a private foundation within the meaning of section 509(a). (Read the instructions for each part carefully before making any entries.) The organization must have an organizing instrument (see Part II) before this application may be filed.

Part I—Identification

1 Full name of organization The Hudson River Conservation Society, Inc.		2 Employer identification number (If none, attach Form SS-4) 23-7148333	
3(a) Address (number and street) 9 Vassar Street		Check here if applying under section: <input type="checkbox"/> 501(e) <input type="checkbox"/> 501(f)	
3(b) City or town, State, and ZIP code Poughkeepsie, New York 12601		4 Name and phone number of person to be contacted Judith L. Larsen, Esq. (212) 765-1800	
5 Month the annual accounting period ends June	6 Date incorporated or formed September 3, 1936	7 Activity codes 352 354 379	
8(a) Has the organization filed Federal income tax returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), year(s) filed, and Internal Revenue office where filed ▶ See Attachment A			
8(b) Has the organization filed exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), year(s) filed, and Internal Revenue office where filed ▶ See Attachment A			

Part II.—Type of Entity and Organizational Documents (see instructions)

Check the applicable entity box below and attach a conformed copy of the organization's organizing and operational documents as indicated for each entity. See Attachments B, C, D

Corporation—Articles of incorporation, bylaws. Trust—Trust indenture. Other—Constitution or articles, bylaws.

Part III.—Activities and Operational Information

1 What are or will be the organization's sources of financial support? List in order of magnitude. If a part of the receipts is or will be derived from the earnings of patents, copyrights, or other assets (excluding stock, bonds, etc.), identify the item as a separate source of receipts. Attach representative copies of solicitations for financial support.

See Attachment E.

2 Describe the organization's fund-raising program, both actual and planned, and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.)

See Attachment E.

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

John Wirtho Aldrich
(Signature)

President
(Title or authority of signer)

16 Dec. 1982
(Date)

Part III.—Activities and Operational Information (Continued)

- 3 Give a narrative description of the activities presently carried on by the organization, and those that will be carried on. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for the organization to become fully operational, and when such further steps will take place. The narrative should specifically identify the services performed or to be performed by the organization. (Do not state the purposes of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include enough information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VII-A.

See Attachment E.

4 The membership of the organization's governing body is:

(a) Names, addresses, and duties of officers, directors, trustees, etc.	(b) Specialized knowledge, training, expertise, or particular qualifications
See Attachment F.	See Attachment F.

Part III.—Activities and Operational Information (Continued)

4 (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? 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 instruction 4(d).) Yes No
If "Yes," explain.

See Attachment E.

(e) Have any members of the organization's governing body assigned income or assets to the organization? Yes No
If "Yes," attach a copy of assignment(s) and a list of items assigned.

(f) Is it anticipated that any current or future member of the organization's governing body will assign income or assets to the organization? Yes No
If "Yes," explain fully on an attached sheet.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

See Attachment E.

6 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.

See Attachment E.

7 (a) 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.

See Attachment E.

(b) To what extent have you used, or do you plan to use contributions as an endowment fund, i.e., hold contributions to produce income for the support of your exempt activities?

See Attachment E.

8 (a) What benefits, services, or products will the organization provide that are related to its exempt function?

See Attachment E.

Part III.—Activities and Operational Information (Continued)

8 (b) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? Yes No
If "Yes," explain and show how the charges are determined.

9 Does or will the organization limit its benefits, services, or products to specific classes of individuals? . . . Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

10 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. The members of the Board of Directors constitute the legal membership of the Society. General membership is open to any individual, organization, institution or corporation which is interested in the furtherance of the Society's purposes. Dues are as prescribed from time to time by the Board of Directors.

(b) Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose. The "Conservation Society Report", with news of the Society's activities and other information relating to matters of concern to the Society, appears in the Scenic Hudson News. Samples are annexed as Exhibit G.

(c) Are benefits, services, or products limited to members? Yes No
If "No," explain. The Society's efforts are intended to preserve and enhance the environment of the Hudson River Valley, which will benefit the general public. None of its benefits or services are or will be directed toward or limited to its members.

11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? Yes No
If "Yes," explain. (Note: You may wish to file Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation.)

12 Does the organization have a pension plan for employees? Yes No

13 (a) Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed as required by section 508(a) and the related Regulations? (See general instructions.) . . Yes No

(b) If you answer "No," to 13(a) and you claim that you fit an exception to the notice requirements under section 508(a), attach an explanation of your basis for the claimed exception.

(c) If you answer "No," to 13(a) and section 508(a) does apply to you, you may be eligible for relief under section 1.9100 of the Income Tax Regulations from the application of section 508(a). Do you wish to request relief? Yes No

(d) If you answer "Yes," to 13(c) attach a detailed statement that satisfies the requirements of Rev. Proc. 79-63.

(e) If you answer "No," to both 13(a) and 13(c) and section 508(a) does apply to you, your exemption can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption from the date the application is received and not retroactively to the date you were formed? Yes No

Part IV.—Statement as to Private Foundation Status

1 Is the organization a private foundation? Yes No

2 If you answer "Yes," to question 1 and the organization claims to be a private operating foundation, check here and complete Part VIII.

3 If you answer "No," to question 1 indicate the type of ruling you are requesting regarding the organization's status under section 509 by checking the box(es) that apply below:

(a) Definitive ruling under section 509(a)(1), (2), (3), or (4) Complete Part VII.

(b) Advance ruling under section 170(b)(1)(A)(vi) or 509(a)(2)—see instructions.

(c) Extended advance ruling under section 170(b)(1)(A)(vi) or 509(a)(2)—see instructions.

(Note: If you want an extended advance ruling you must check the appropriate boxes for both 3(b) and 3(c).)

Statement of Support, Revenue, and Expenses for period ending _____, 19_____

Support and Revenue	1	Gross contributions, gifts, grants, and similar amounts received	1	
	2	Gross dues and assessments of members	2	
	3	(a) Gross amounts derived from activities related to organization's exempt purpose	3	
		(b) Minus cost of sales		
	4	(a) Gross amounts from unrelated business activities	4	
		(b) Minus cost of sales		
	5	(a) Gross amount received from sale of assets, excluding inventory items (attach schedule)	5	
	(b) Minus cost or other basis and sales expenses of assets sold			
6	Investment income (see instructions)	6		
7	Total support and revenue	7		
Expenses	8	Fund raising expenses	8	
	9	Contributions, gifts, grants, and similar amounts paid (attach schedule)	9	
	10	Disbursements to or for benefit of members (attach schedule)	10	
	11	Compensation of officers, directors, and trustees (attach schedule)	11	
	12	Other salaries and wages	12	
	13	Interest	13	
	14	Rent	14	
	15	Depreciation and depletion	15	
	16	Other (attach schedule)	16	
	17	Total expenses	17	
	18	Excess of support and revenue over expenses (line 7 minus line 17)	18	

Balance Sheets		Enter dates ▶	Beginning date	Ending date
Assets				
19	Cash (a) Interest bearing accounts	19		
	(b) Other	20		
20	Accounts receivable, net	21		
21	Inventories	22		
22	Bonds and notes (attach schedule)	23		
23	Corporate stocks (attach schedule)	24		
24	Mortgage loans (attach schedule)	25		
25	Other investments (attach schedule)	26		
26	Depreciable and depletable assets (attach schedule)	27		
27	Land	28		
28	Other assets (attach schedule)	29		
29	Total assets			
Liabilities				
30	Accounts payable	30		
31	Contributions, gifts, grants, etc., payable	31		
32	Mortgages and notes payable (attach schedule)	32		
33	Other liabilities (attach schedules)	33		
34	Total liabilities	34		
Fund Balances or Net Worth				
35	Total fund balances or net worth	35		
36	Total liabilities and fund balances or net worth (line 34 plus line 35)	36		

Has there been any substantial change in any aspect of your financial activities since the period ending date shown above? Yes No
 If "Yes," attach a detailed explanation.

Part VI.—Required Schedules for Special Activities	If "Yes," check here;	And, complete schedule—
1 Is the organization, or any part of it, a school?		A
2 Does the organization provide or administer any scholarship benefits, student aid, etc.?		B
3 Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		C
4 Is the organization, or any part of it, a hospital or a medical research organization?		D
5 Is the organization, or any part of it, a home for the aged?		E
6 Is the organization, or any part of it, a litigating organization (public interest law firm or similar organization)?		F
7 Is the organization, or any part of it, formed to promote amateur sports competition?		G

Part VII.—Non-Private Foundation Status (Definitive ruling only)

A.—Basis for Non-Private Foundation Status

The organization is not a private foundation because it qualifies as:

✓	Kind of organization	Within the meaning of	Complete
1	a church	Sections 509(a)(1) and 170(b)(1)(A)(i)	
2	a school	Sections 509(a)(1) and 170(b)(1)(A)(ii)	
3	a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	
4	a medical research organization operated in conjunction with a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	
5	being organized and operated exclusively for testing for public safety	Section 509(a)(4)	
6	being operated for the benefit of a college or university which is owned or operated by a governmental unit	Sections 509(a)(1) and 170(b)(1)(A)(iv)	Part VII.-B
7	normally receiving a substantial part of its support from a governmental unit or from the general public	Sections 509(a)(1) and 170(b)(1)(A)(vi)	Part VII.-B
8	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)	Part VII.-B
9	<input checked="" type="checkbox"/> being operated solely for the benefit of or in connection with one or more of the organizations described in 1 through 4, or 6, 7, and 8 above	Section 509(a)(3)	Part VII.-C

B.—Analysis of Financial Support

	(a) Most recent tax year	(Years next preceding most recent tax year)			(e) Total
	19.....	(b) 19.....	(c) 19.....	(d) 19.....	
1 Gifts, grants, and contributions received					
2 Membership fees received					
3 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity which is not an unrelated business within the meaning of section 513					
4 Gross investment income (see instructions for definition)					
5 Net income from organization's unrelated business activities not included on line 4					
6 Tax revenues levied for and either paid to or spent on behalf of the organization					
7 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
8 Other income (not including gain or loss from sale of capital assets)—attach schedule					
9 Total of lines 1 through 8					
10 Line 9 minus line 3					
11 Enter 2% of line 10, column (e) only					

12 If the organization has received any unusual grants during any of the above tax years, attach a list for each year showing the name of the contributor, the date and amount of grant, and a brief description of the nature of such grant. Do not include such grants on line 1 above—(See instructions).

Part VII.—Non-Private Foundation Status (Definitive ruling only) (Continued)

B.—Analysis of Financial Support (Continued)

13 If the organization's non-private foundation status is based on:

(a) Sections 509(a)(1) and 170(b)(1)(A)(iv) or (vi).—Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts for the entire period were more than the amount shown on line 11.

(b) Section 509(a)(2).—For each of the years included on lines 1, 2, and 3, attach a list showing the name of and amount received from each person who is a "disqualified person."

For each of the years on line 3, attach a list showing the name of and amount received from each payor (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payor" includes but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any government agency or bureau.

C.—Supplemental Information Concerning Organizations Claiming Non-Private Foundation Status Under Section 509(a)(3)

1 Organizations supported by applicant organization:

Name and address of supported organization	Has the supported organization received a ruling or determination letter that it is not a private foundation by reason of section 509(a)(1) or (2)?
Scenic Hudson, Inc. 9 Vassar Street, Poughkeepsie, New York	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<input type="checkbox"/> Yes <input type="checkbox"/> No

Has the supported organization received a ruling or determination letter that it is not a private foundation by reason of section 509(a)(1) or (2)?

Yes No

Yes No

Yes No

Yes No

Yes No

2 To what extent are the members of your governing board elected or appointed by the supported organization(s)?

Scenic Hudson shall appoint a majority of the members of the Society's governing board. See Attachment I.

3 What is the extent of common supervision or control that you and the supported organization(s) share?

Scenic Hudson will appoint a majority of the members of the Society's board of directors. Scenic Hudson's appointees may or may not be members of Scenic Hudson's board of directors. See Attachment I.

4 To what extent do(es) the supported organization(s) have a significant voice in your investment policies, the making and timing of grants, and in otherwise directing the use of your income or assets?

Scenic Hudson will have a significant voice in determining how the Society uses its income or assets by virtue of the fact that it will appoint a majority of the Society's directors. See Attachment I.

5 Does the mentioning of the supported organization(s) in your governing instrument make you a trust that the supported organization(s) can enforce under State law and compel to make an accounting? Yes No

If "Yes," explain.

6 What portion of your income do you pay to each supported organization and how significant is the support to each?

It is anticipated that the Society will support Scenic Hudson in an organizational or functional manner rather than a financial one.

7 To what extent do you conduct activities which would otherwise be carried out by the supported organization(s)? Explain why these activities would otherwise be carried on by the supported organization(s).

The land preservation activities to be undertaken by the Society might otherwise be undertaken by Scenic Hudson, which has on occasion become directly involved in such efforts.

8 Is the applicant organization controlled directly or indirectly by one or more "disqualified persons" (other than one who is a disqualified person solely because he or she is a manager) or by an organization which is not described in section 509(a)(1) or (2)? Yes No

If "Yes," explain.
See Attachment E.

Part VIII.—Basis for Status as a Private Operating Foundation

If the organization—

- (a) bases its claim to private operating foundation status on normal and regular operations over a period of years; or
- (b) is newly created, set up as a private operating foundation, and has at least one year's experience;

provide the information under the income test and under one of the three supplemental tests (assets, endowment, or support). If the organization does not have at least one year's experience, complete line 21. If the organization's private operating foundation status depends on its normal and regular operations as described in (a) above, attach a schedule similar to the one below showing the data in tabular form for the three years next preceding the most recent tax year.

	Most recent tax year
Income Test	
1 Adjusted net income, as defined in section 4942(f)	
2 Qualifying distributions:	
(a) Amounts (including administrative expenses) paid directly for the active conduct of the activities for which organized and operated under section 501(c)(3) (attach schedule)	
(b) Amounts paid to acquire assets to be used (or held for use) directly in carrying out purposes described in sections 170(c)(1) or 170(c)(2)(B) (attach schedule)	
(c) Amounts set aside for specific projects which are for purposes described in section 170(c)(1) or 170(c)(2)(B) (attach schedule)	
(d) Total qualifying distributions (add lines 2(a), (b), and (c))	
3 Percentage of qualifying distributions to adjusted net income (divide line 2(d) by line 1—percentage must be at least 85%)	%
Assets Test	
4 Value of organization's assets used in activities that directly carry out the exempt purposes. Do not include assets held merely for investment or production of income (attach schedule)	
5 Value of any stock of a corporation that is controlled by applicant organization and carries out its exempt purposes (attach statement describing corporation)	
6 Value of all qualifying assets (add lines 4 and 5)	
7 Value of applicant organization's total assets	
8 Percentage of qualifying assets to total assets (divide line 6 by line 7—percentage must exceed 65%)	%
Endowment Test	
9 Value of assets not used (or held for use) directly in carrying out exempt purposes:	
(a) Monthly average of investment securities at fair market value	
(b) Monthly average of cash balances	
(c) Fair market value of all other investment property (attach schedule)	
(d) Total (add lines 9(a), (b), and (c))	
10 Subtract acquisition indebtedness related to line 9 items (attach schedule)	
11 Balance (subtract line 10 from line 9(d))	
12 For years beginning on or after January 1, 1976, multiply line 11 by a factor of 3 1/3% (2/3 of the applicable percentage for the minimum investment return computation under section 4942(e)). Line 2(d) above must equal or exceed the result of this computation	
Support Test	
13 Applicant organization's support as defined in section 509(d)	
14 Subtract amount of gross investment income as defined in section 509(e)	
15 Support for purposes of section 4942(j)(3)(B)(iii) (subtract line 14 from line 13)	
16 Support received from the general public, five or more exempt organizations, or a combination of these sources (attach schedule)	
17 For persons (other than exempt organizations) contributing more than 1% of line 15, enter the total amounts that are more than 1% of line 15	
18 Subtract line 17 from line 16	
19 Percentage of total support (divide line 18 by line 15—must be at least 85%)	%
20 Does line 16 include support from an exempt organization that is more than 25% of the amount on line 15?	<input type="checkbox"/> Yes <input type="checkbox"/> No
21 Newly created organizations with less than one year's experience: Attach a statement explaining how the organization is planning to satisfy the requirements of section 4942(j)(3) for the income test and one of the supplemental tests during its first year's operation. Include a description of plans and arrangements, press clippings, public announcements, solicitations for funds, etc.	

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York 12601

ATTACHMENTS TO FORM 1023

- A. Statement in Connection with Part I, Questions 8(a) and 8(b)
- B. Certificate of Incorporation and Amendments thereto:
 - 1. Certificate of Incorporation
 - 2. Certificate of Change of Purposes
 - 3. Certificate of Amendment
- C. By-Laws
- D. Officer's Certification of By-Laws
- E. Part III, Questions 1-3, 4(d), 5-8
- F. Part III, Questions 4(a) and 4(b)
- G. Part III, Question 10(b)
- H. Part V - Financial Data
- I. Part VII, Questions 2-4
- J. Materials relating to tax-exempt and publicly supported status of Scenic Hudson, Inc.
- K. Power of Attorney, Form 2848

312:107

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York

ATTACHMENT A TO FORM 1023

Statement in Connection with Part I,
Questions 8(a) and 8(b)

By letter dated August 13, 1937, W.T. Sherwood, Acting Deputy Director of the Treasury Department notified The Hudson River Conservation Society, Inc., that it was entitled to exemption under the provisions of Section 101(b) of the Revenue Act of 1936. However, as of June 1, 1982, the Society was not on the list of exempt organizations in Internal Revenue Service Publication 78. The District Office of the Service was unable to explain why the Society is not on the list, but suggested that the Society may have been removed because it had not filed federal income tax returns or exempt organization information returns for at least the last several years. (The officers of the Society apparently had been unaware of the obligation to file such returns and the Society's records do not reflect any notice from the Service that the filing of such returns was in fact required or that the Society's exempt status would be jeopardized by its failure to do so.)

The District Office informed the Society that in order to regain recognition as an exempt organization in the future it must file a new applicaton for recognition of such status.

312:119

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York 12601

ATTACHMENT B TO FORM 1023

Certificate of Incorporation and
Amendments Thereto

State of New York }
Department of State } ss.

33343

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 JUL 7 1982

Basil G. Paterson

Secretary of State

CERTIFICATE OF INCORPORATION

-of-

THE HUDSON RIVER CONSERVATION
SOCIETY, INC.

(Pursuant to Membership Corporations Law).

We, the undersigned, for the purpose of forming a membership corporation pursuant to the Membership Corporations Law of the State of New York, hereby certify:

1. The name of the proposed corporation shall be

THE HUDSON RIVER CONSERVATION SOCIETY, INC.

2. The purposes for which it is to be formed are to preserve in its natural state the Hudson River and its valley and to preserve the historic landmarks thereof.

To cooperate with the divisions of lands and forests, and parks, of the Conservation Department of the State of New York and with the Department of Agriculture and the Department of the Interior of the United States in furtherance of its objects, or other Federal or State Agencies for the purposes hereof.

To make a continuing survey of the Hudson River and its valley as to conditions affecting health and recreation; to disseminate such information to the public through existing public or private societies or associations and through the public press; to promote and assist community organizations to carry out the general purposes of this Society; to create public opinion and sentiment on all matters affecting the Hudson River and its valley, and to take public action thereon either directly

371 f - 146 - 1

2
or through community organizations.

To that end to receive funds and real and personal property by gift, devise, or bequest, either in absolute ownership or as beneficiary of a trust or trusts, to lease and to sell or convey with or without consideration, lands, forests, rights in timber or other interests in lands; to operate, control, manage, and maintain public parks or places of recreation; to operate and maintain nurseries for the production of trees, shrubs or plants for reforestation or cultivation of said properties, and generally to purchase and deal in real and personal property in furtherance of the purposes hereof.

3. The territory in which its operations are principally to be conducted in New York, is the Hudson River and its valley.

4. The City and County in which its office is to be located are the City of New York, County of New York.

5. The number of its directors shall be not less than three (3) nor more than forty (40).

6. The names and residences of the directors until the first annual meeting are:

<u>Name</u>	<u>Address</u>
Mrs. Richard Aldrich	Red Hook, N. Y.
Colonel S. Benjamin Arnold	Garrison, N. Y.
Mrs. Francis N. Bain	77 Third St., Newburgh, N. Y.
Mrs. William Adams Brown	1105 Park Ave., New York City
Mrs. Howland S. Davis	150 East 73rd St., New York City

3718 - 146.2

General John Ross Delafield	17 East 79th St., New York City
Henry C. de Rham	Garrison, N. Y.
Mrs. Cleveland E. Dodge	Riverdale, N. Y.
Mrs. Herbert Frazier	Garrison, N. Y.
Mrs. James Livingston Freeborn	55 East 65th St., New York City
General Quincy A. Gillmore	840 Park Ave., New York City
Miss Margaret H. Gillmore	21 East 90th St., New York City
Hon. Gilbert D. B. Hasbrouck	Kingston, N. Y.
Miss Rhoda Hinkley	Poughkeepsie, N. Y.
Louis V. Ledoux	Cornwall, N. Y.
Mrs. Louis V. Ledoux	Cornwall, N. Y.
Miss Angelica Livingston	164 East 72nd St., New York City
Clarence G. Michalis	455 Madison Ave., New York City
William L. Nichol	New Windsor, Newburgh, N. Y.
Alfred V. S. Olcott	Hudson River Day Line, Pier W. 42nd St., New York City
William Church Osborn	Garrison, N. Y.
Mrs. William Church Osborn	Garrison, N. Y.
Mrs. Stephen H. P. Pell	1115 Fifth Ave., New York City
Mrs. George W. Perkins	Riverdale, N. Y.
Mrs. George W. Perkins, Jr.	791 Park Ave., New York City
Mrs. Hermann G. Place	960 Park Ave., New York City
Mrs. William Willis Reese	103 East 37th St., New York City
Mrs. Samuel Sloan	Garrison, N. Y.
Samuel Sloan	Garrison, N. Y.
Chauncey D. Stillman	Cornwall, N. Y.
Mrs. Charles E. Tracy	Highland Falls, N. Y.

3718-146-3

Schuyler N. Warren	1010 Fifth Ave., New York City
Mrs. Carl A. Waterbury, Jr.	126 Lincoln Pl., Brooklyn, N. Y.
Langbourne M. Williams, Jr.	122 East 42nd St., New York City
Mrs. Langbourne M. Williams, Jr.	Cornwall, N. Y.
Mrs. Robert C. Wright	Haverford, Penn.

7. The corporation shall have perpetual existence.

8. The board of directors shall have power to make by-laws for the government of the corporation, and to alter, change, or amend the same.

9. The meetings of the members and of the directors of this corporation may be held at its principal office or elsewhere and outside the State of New York.

10. The property of the officers and of the members of this corporation shall not be subject to, or chargeable with the payment of the corporate debts or obligations.

11. All of the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York. Of the persons named as directors, at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 24th day of August, 1936.

W. Church Aborn

John Ross Wakefield

3718-146-4

Saint V. Sedona

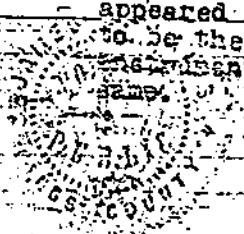
Josephine M. Williams

Henry C. Williams

3719-146-5

STATE OF NEW YORK
COUNTY OF *New York* SS.:

On this *24th* day of *August*, 1936, before me personally appeared *Wm Church Nelson* to me known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

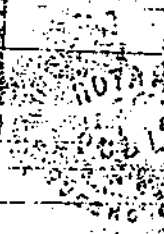


James Loring

Notary Public, Kings Co. 222, Reg. No. 8242
Cert. filed in N. Y. Co. No. 562, Reg. No. 81338
Commission expires March 30, 1938

STATE OF NEW YORK
COUNTY OF *New York* SS.:

On this *24th* day of *August*, 1936, before me personally appeared *John Samuel Laford* to me known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

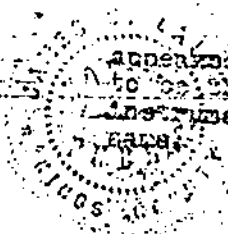


Marion J. Sherry

NOTARY PUBLIC
Queens Co. Ch. #1504 Reg. #5651
Kings Co. Ch. #41 Reg. #7182
N. Y. Co. Ch. #373 Reg. #75227
Bronx Co. Ch. #33 Reg. #51837
Commission expires March 30, 1937

STATE OF NEW YORK
COUNTY OF *New York* SS.:

On this *24th* day of *August*, 1936, before me personally appeared *Louis T. Pedone* to me known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.



James Loring

Notary Public, Kings Co. 222, Reg. No. 8242
Cert. filed in N. Y. Co. No. 562, Reg. No. 81338
Commission expires March 30, 1938

3719-146-6

3718-106-7

JUSTICE OF THE SUPREME COURT
OF THE STATE OF NEW YORK

M. W. ...

Dated, New York City, September 2, 1936.

I, **ARON STEER**, a Justice of the Supreme Court, First Judicial Department, hereby approve the foregoing Certificate of Incorporation of Hudson River Conservation Society, Inc., *and consent that same be filed*

~~On this 27 day of August, 1936, before me personally appeared ... and he duly acknowledged to me that he executed the instrument, and he duly acknowledged to me that he executed the instrument, and he duly acknowledged to me that he executed the instrument.~~

James E. ...
County of ...

On this 27 day of August, 1936, before me personally appeared *James E. ...* to me known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Notary Public in and for the State of New York
Commission expires June 30, 1937

On this 26 day of August, 1936, before me personally appeared *James E. ...* to me known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.



Paul S. [Signature]
3-23-37

CERTIFICATE OF INCORPORATION

ADD
-of-

THE HUDSON RIVER CONSERVATION
SOCIETY INC.
(Pursuant to Membership
Corporations Law).

STATE OF NEW YORK
DEPARTMENT OF REVENUE
FILED SEP 3 - 1936

TAX \$
FILING FEE \$ 40

Edward Flynn
SECRETARY OF STATE

[Signature]
CASHIER

*Colman, J. [Signature], Secretary
No. 62 [Address] Place
New York City*

3-218-2125

B2- CERTIFICATE OF CHANGE
OF PURPOSE

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

33344

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 JUL 7 1982

Basel G. Paterson

Secretary of State

CERTIFICATE OF CHANGE OF PURPOSES

OF

THE HUDSON RIVER CONSERVATION SOCIETY, INC.

Pursuant to Section Thirty of the Membership Corporation Law

WE, THE UNDERSIGNED, WILLIAM H. OSBORN and JOHN DALE,
being respectively the president and the secretary of THE HUDSON
RIVER CONSERVATION SOCIETY, INC., hereby certify:

1. The name of the corporation is THE HUDSON RIVER
CONSERVATION SOCIETY, INC.
2. The certificate of incorporation of said
corporation was filed in the office of the Department of State
on the 3rd day of September, 1936.

3. Paragraph one of Section 2 of the Certificate of
Incorporation, which reads as follows:

"The purposes for which it is to be formed are
to preserve in its natural state the Hudson
River and its Valley and to preserve the his-
toric landmarks thereof."

238276

296-70-1

is hereby amended to read as follows:

"The purposes for which it is to be formed are to protect and maintain the beauties of the Hudson Valley; to preserve its scenic and historic landmarks; to eliminate the pollution of its waters and air; to develop its recreational values; to cooperate with industry and where necessary to seek its regulation in order to help achieve these aims."

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate, this ~~1st~~^{31st} day of ~~November~~^{October}, 1961.

William H. Nelson

John D. Tolson

296 276-2 5

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

On the ^{OCTOBER} 31st day of ~~November~~, 1961, before me

personally came WILLIAM H. OSBORN and JOHN DALE, to me known,
and known to me to be the persons described in and who executed
the foregoing certificate, and they severally duly acknowledged
that they executed the same.

Vesta J. C. Skuman
Notary Public

VESTA J. C. SKUMAN
Notary Public, State of New York
County of New York
Comm. filed with Sec. of State, N.Y.C.C. Div.
Commission expires March 30, 1962

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

WILLIAM H. OSBORN and JOHN DALE, being duly sworn,
depose and say, and each for himself deposes and says: that
WILLIAM H. OSBORN is the president of THE HUDSON RIVER
CONSERVATION SOCIETY, INC. and that JOHN DALE is the secretary of

296276-3

said corporation; that they have been authorized to execute and file the foregoing certificates by the concurring vote of a majority of the members of the corporation present at an annual meeting of the members held in the City of Garrison, State of New York, on the 19th day of June, 1961, at 1:15 o'clock, P.M., upon notice pursuant to section forty-three of the Membership Corporations Law.

Walter H. H. H. H.

John T. Labo

Subscribed and sworn to,
before me, this 19th day of June, 1961.

Vesta J. C. Skeman

Notary Public

VESTA J. C. SKEMAN
Notary Public, State of New York
No. 03-9332250
Qualified in Seneca County
Certs. filed with State & N.Y. Co. Clks.
Commission Expires March 30, 1962

296276-4

STATE OF NEW YORK)
COUNTY OF NEW YORK) 98:

CHARLES S. BANNERMAN, being duly sworn, deposes and says: -

That he is attorney for WILLIAM H. OSBORN and JOHN DALE, the parties who have signed the foregoing certificate of change; that to the best of his knowledge and belief, no previous application for approval of such certificate of change has heretofore been made by said parties or any of them.

Charles S. Bannerman

Subscribed and sworn to before me, this / day of November, 1961.

[Signature]



Notary Public, State of New York
Commission Expires March 20, 1965

I, a Justice of the Supreme Court of the State of New York, hereby approve the foregoing certificate of amendment of *Hudson River Conservation Society, Inc.*

[Signature]
Justice of the Supreme Court

JUSTICE OF THE SUPREME COURT
OF THE STATE OF NEW YORK

JACOB MARKOWITZ

296276-5

1/3/30

3/18/46

J. J. ...

CERTIFICATE OF
CHARTER OF PURPOSES

OF

THE HUDSON RIVER CONSERVATION
SOCIETY, INC.

to Section Thirty
of the
Partnership Corporation Law

CLARK, GARR & ELLIS
120 BROADWAY NEW YORK

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 14 1930

[Signature]
SECRETARY

[Signature]
CLERK

[Signature]
CLERK

296276-6

BY-LAWS

THE HUDSON RIVER CONSERVATION SOCIETY, INC.

PREAMBLE

The object of the Corporation is to engage in such domestic charitable activities as are described in Section 501(c)(3) of the Internal Revenue Code and which shall be exclusively for the benefit of and to serve the purposes of Scenic Hudson, Inc. ("Scenic Hudson") to the extent that those purposes relate to the preservation, restoration or enhancement of the natural, ecological, environmental, cultural, scenic, historical or recreational values of the Hudson River or the Hudson River Valley.

ARTICLE I

MEMBERSHIP

1.1 Members: The formal members of the Corporation shall be the persons serving at the time as members of the Board of Directors. In addition, the Board may accept other non-voting honorary members, who may be individuals, organizations, institutions and corporations. As hereinafter used in these by-laws, the term "members" refers only to the formal members, unless otherwise specifically indicated.

1.2. Dues: Annual dues for members may be prescribed from time to time by resolution of the Board of Directors.

ARTICLE II

MEETINGS OF MEMBERS

2.1 Annual Meeting: The annual meeting of the members of the Corporation shall be held each year at a time and place to be determined by the Board of Directors.

2.2 Business of Annual Meeting: The business of the annual meeting shall include the election of Directors, the

rendering of the Board's annual report required by law and for the transaction of such other business as may properly come before the meeting.

2.3 Special Meetings: Special meetings of the members may be called by the President at any time. Special meetings shall be called by the President upon written request of a majority of the Directors. Such request shall state the purpose of the proposed meeting and shall contain the names of the directors requesting the meeting. Unless such request is withdrawn the President shall call such a special meeting within fifty (50) days of the receipt of the request.

2.4 Notices: Written notice of the time and place of the annual meeting of the members of the Corporation shall be sent to members not less than twenty (20) days in advance and not more than fifty (50) days in advance of the date of such meeting. Written notice of time, place and purpose of all special meetings of the members shall be sent to all members not less than ten (10) days in advance and not more than fifty (50) days in advance of the date of such meeting.

2.5 Quorum: A quorum at any meeting of the members shall consist of twenty-five percent (25%) of the members, either in person or by proxy.

2.6 Voting: Each member of the Corporation shall be entitled to one (1) vote on each matter submitted to the vote of the members.

2.7 Proxy: Any member may be represented at any regular or special meeting of the members by a duly appointed proxy. Any such appointment shall be dated and limited to the specific meeting for which it was issued or the adjournment thereof. All such appointments shall be written and properly signed, but shall require no other attestation, and shall be filed with the Secretary of the meeting before the commencement thereof.

ARTICLE III

DIRECTORS

3.1 Number: The property and affairs of the Corporation shall be managed by a Board of Directors consisting of not more than twenty-five (25) nor less than five (5) members. Fifty percent (50%) plus one of the Directors shall be appointed by Scenic Hudson. The remaining Directors shall be elected by the members then in office.

3.2 Term of Office: Each Director shall hold office until the annual meeting of members next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.

3.3 Appointment and Election of Directors: Those Directors to be appointed by Scenic Hudson shall be appointed or elected in such manner as Scenic Hudson shall determine. All remaining Directors of the Corporation shall be elected at the annual meeting of the members by a majority of the votes of the members present in person or by proxy, and the Directors appointed by Scenic Hudson shall be confirmed at that time.

3.4 Vacancies: In the event of a vacancy occurring in the Board of Directors, the remaining Directors, by affirmative vote of a majority thereof expressed at a duly called meeting of the Directors, may fill such vacancy; provided that in the case of a position previously held by a director appointed by Scenic Hudson, Scenic Hudson shall appoint the director to fill such vacancy.

3.5 Compensation: No compensation shall be paid to the members of the Board of Directors for their services as such members, but they may be reimbursed for travel and actual expenses necessarily incurred by them in performing duties on behalf of the Corporation at the direction of the Board.

3.6 Meetings: Regular and special meetings of the Board of Directors shall be held at such time and place as the Board or the President shall from time to time determine.

3.7 Notice: Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by the Board. In the case of special meetings, written or other notice shall be given no less

than three (3) days in advance of the meeting. Notice may be waived by any director, either before or after such meeting; and the presence of any director at a meeting shall itself constitute such a waiver.

3.8 Quorum: A quorum of the Board shall consist of one third of the entire membership of the Board.

3.9 Voting: Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the Directors.

3.10 Written Consent to Action Taken: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board 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 shall be filed with the minutes of the proceedings of the Board.

3.11 Presence at a Meeting by Conference Telephone: Any one or more members of the Board of Directors may participate in a meeting of the Board 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.

3.12 Removal: Any director appointed by Scenic Hudson may be removed at any time with or without cause by Scenic Hudson. Any other director may be removed with or without cause at any time by the majority vote of the directors then in office.

ARTICLE IV

COMMITTEES

4.1 Nominating Committee: The Nominating Committee shall consist of two (2) members of the Corporation, at least one (1) of whom shall be a director. The members of the Committee shall be elected for a term of one (1) year at the annual meeting of the members. The Nominating Committee shall submit to the annual meeting of members nominations for vacancies on the Board of Directors and nominations for members of the Nominating Committee. Names of the nominees and the position for which each is nominated shall be included in the notice of the meetings.

4.2 Executive Committee: There shall be an Executive Committee consisting of the officers of the Corporation. The Executive Committee shall be empowered to make decisions for the Corporation. Such decisions are to be ratified by the Board of Directors at regular meetings.

4.3 Other Committees: The President and the Board may create such committees as are deemed necessary. Members of such committees need not be limited to members of the Board or of the Corporation provided that the Chairmen of such committees be members of the Corporation.

ARTICLE V

OFFICERS

5.1 Enumeration: The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time designate.

5.2 Election and Term of Office: The officers of the Corporation shall be elected from the Board of Directors by the Board of Directors at its first meeting following the annual meeting of members for the term of one (1) year but shall hold office until their successors are elected and have qualified. Any officer, however, may be removed at any time by the affirmative vote of a majority of the entire Board of Directors at any duly called regular or special meeting of the Board of Directors with notice of such proposed action.

5.3 Vacancies: A vacancy in any office occurring by reason of death, resignation or otherwise shall be filled by the Board of Directors for the unexpired term thereof.

5.4 President: The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and the membership. The President shall have the honorary powers and duties of supervision and management which usually pertain to that office and shall perform such other duties as may be properly required by the Board of Directors or the Executive Committee. Except as otherwise provided in these by-laws, the President shall be an ex-officio member of all committees.

5.5 Vice-President: Each Vice-President shall have the duties from time to time delegated by the President or assigned by the Board of Directors or by the Executive Committee. In the absence or disability of the President, the Vice-Presidents, in such order of priority as the Board of Directors shall designate, shall perform the duties and possess and exercise the powers of the President.

5.6 Secretary: The Secretary shall make or cause to be made a record of all meetings of the members of the Corporation, the Board of Directors and all Committees of the Corporation. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the members and the Board of Directors and shall perform such other duties as usually pertain to that office or as are properly required by the President, Executive Committee or the Board of Directors.

5.7 Treasurer: The Treasurer shall receive, have custody and disburse the funds of the Corporation under the direction of the Board of Directors or the Executive Committee and shall maintain an accurate record of all such activities. The Treasurer shall deposit all funds in the name of the Corporation in such depository or depositories as the Board of Directors may from time to time designate or approve. Funds up to two hundred dollars (\$200.00) may be withdrawn on the signature of the Treasurer or the President. No withdrawal of funds in excess of two hundred dollars (\$200.00) shall be made without the signatures of the Treasurer and the President. The Treasurer shall have access at all times to the financial records of the Corporation and shall report annually to the membership at the annual meeting. It shall be a duty of the Treasurer to arrange to have the financial books, records and transactions of the Corporation audited by certified public accountants designated by the Board of Directors at least once a year. The Treasurer shall perform such other duties as usually pertain to that office or as are properly required by the President, Board of Directors or the Executive Committee.

5.8 Compensation: No officer shall receive compensation from the Corporation for services performed in an official capacity, but officers may be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties by authority of the Board of Directors or the Executive Committee.

ARTICLE VI

FISCAL YEAR

6.1 The fiscal year of the Corporation shall commence July 1st and end June 30th.

ARTICLE VII

AMENDMENTS

7.1 Amendments by Members: These by-laws may be amended or repealed in whole or in part by the affirmative vote of a majority of the members present and voting at any annual meeting of the members or at any special meeting of the members provided that notice of such meeting contains the wording of the proposed amendment which shall be proposed thereat.

7.2 Amendments by Directors: These by-laws may be amended, or repealed, in whole or in part by the affirmative vote of a majority of the entire Board of Directors where the wording of the proposed amendment has been incorporated in the notice of the meeting.

ARTICLE VIII

TERMINATION

8.1 In the event of the dissolution of this Not-for-Profit Corporation, the remaining assets and property of the organization after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code as now in effect or hereafter amended, subject to an order of the Justice of the Supreme Court of the State of New York.

8.2 All other proceedings in respect to termination of the Corporation shall be undertaken in accordance with the Not-for-Profit Corporation Law of the State of New York.

306:104

BY-LAWS

THE HUDSON RIVER CONSERVATION SOCIETY, INC.

PREAMBLE

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2.6 Voting: Each member of the Corporation shall be entitled to one (1) vote on each matter submitted to the vote of the members.

2.7 Proxy: Any member may be represented at any regular or special meeting of the members by a duly appointed proxy. Any such appointment shall be dated and limited to the specific meeting for which it was issued or the adjournment thereof. All such appointments shall be written and properly signed, but shall require no other attestation, and shall be filed with the Secretary of the meeting before the commencement thereof.

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4.2 Executive Committee: There shall be an Executive Committee consisting of the officers of the Corporation. The Executive Committee shall be empowered to make decisions for the Corporation. Such decisions are to be ratified by the Board of Directors at regular meetings.

4.3 Other Committees: The President and the Board may create such committees as are deemed necessary. Members of such committees need not be limited to members of the Board or of the Corporation provided that the Chairmen of such committees be members of the Corporation.

ARTICLE V

OFFICERS

5.1 Enumeration: The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time designate.

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5.3 Vacancies: A vacancy in any office occurring by reason of death, resignation or otherwise shall be filled by the Board of Directors for the unexpired term thereof.

5.4 President: The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and the membership. The President shall have the honorary powers and duties of supervision and management which usually pertain to that office and shall perform such other duties as may be properly required by the Board of Directors or the Executive Committee. Except as otherwise provided in these by-laws, the President shall be an ex-officio member of all committees.

5.5 Vice-President: Each Vice-President shall have the duties from time to time delegated by the President or assigned by the Board of Directors or by the Executive Committee. In the absence or disability of the President, the Vice-Presidents, in such order of priority as the Board of Directors shall designate, shall perform the duties and possess and exercise the powers of the President.

5.6 Secretary: The Secretary shall make or cause to be made a record of all meetings of the members of the Corporation, the Board of Directors and all Committees of the Corporation. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the members and the Board of Directors and shall perform such other duties as usually pertain to that office or as are properly required by the President, Executive Committee or the Board of Directors.

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5.8 Compensation: No officer shall receive compensation from the Corporation for services performed in an official capacity, but officers may be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties by authority of the Board of Directors or the Executive Committee.

ARTICLE VI

FISCAL YEAR

6.1 The fiscal year of the Corporation shall commence July 1st and end June 30th.

ARTICLE VII

AMENDMENTS

7.1 Amendments by Members: These by-laws may be amended or repealed in whole or in part by the affirmative vote of a majority of the members present and voting at any annual meeting of the members or at any special meeting of the members provided that notice of such meeting contains the wording of the proposed amendment which shall be proposed thereat.

7.2 Amendments by Directors: These by-laws may be amended, or repealed, in whole or in part by the affirmative vote of a majority of the entire Board of Directors where the wording of the proposed amendment has been incorporated in the notice of the meeting.

ARTICLE VIII

TERMINATION

8.1 In the event of the dissolution of this Not-for-Profit Corporation, the remaining assets and property of the organization after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code as now in effect or hereafter amended, subject to an order of the Justice of the Supreme Court of the State of New York.

8.2 All other proceedings in respect to termination of the Corporation shall be undertaken in accordance with the Not-for-Profit Corporation Law of the State of New York.

306:104

A907584

CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
THE HUDSON RIVER CONSERVATION SOCIETY, INC.
UNDER SECTION 805
OF THE
NOT-FOR-PROFIT CORPORATION LAW

State of New York
Department of State

ss.:

43960

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 1 1962

Basil G. Paterson
Secretary of State

Sc

A907584

CERTIFICATE OF AMENDMENT
 OF
 THE CERTIFICATE OF INCORPORATION
 OF
 THE HUDSON RIVER CONSERVATION SOCIETY, INC.
 UNDER SECTION 805
 OF THE
 NOT-FOR-PROFIT CORPORATION LAW

The undersigned, the president and secretary of THE HUDSON RIVER CONSERVATION SOCIETY, INC., do hereby certify:

1. The name of the corporation is The Hudson River Conservation Society, Inc.
2. The Corporation was formed under the Membership Corporation Law. Its Certificate of Incorporation was filed by the Department of State on September 3, 1936.
3. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law, and it is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
4. After the corporate purposes are amended as set forth in this Certificate of Amendment, the Cor-

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

5. The post office address to which the Secretary of State shall mail a copy of any notice required by law is:

The Hudson River Conservation Society, Inc.
c/o Scenic Hudson, Inc.
9 Vassar Street
Poughkeepsie, New York 12601

6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation which is served upon him is:

The Hudson River Conservation Society, Inc.
c/o Scenic Hudson, Inc.
9 Vassar Street
Poughkeepsie, New York 12601

7. Paragraph 2 of the Certificate of Incorporation, which sets forth the Corporation's purposes is hereby amended to read as follows:

"2. (a) The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law. The Corporation is not formed for pecuniary profit or financial gain.

(b) The Corporation shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

(c) The Corporation is organized and at all times hereafter shall be operated exclu-

sively for the benefit of and to carry out the purposes of one or more corporations which are recognized as public charities under Section 509(a)(1) or (a)(2) of the Internal Revenue Code of 1954 or any successor law (the "Code") and which have among their corporate purposes the preservation, restoration or enhancement of the natural, ecological, environmental, cultural, scenic, historical or recreational values of the Hudson River or the Hudson River Valley.

(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, the power:

(a) 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(c) hereof.

(b) 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, including conservation easements, and to exercise in respect of any and all such property any and all rights and privileges of ownership.

(c) 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.

(d) 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.

(e) 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.

(f) 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.

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

(h) To place a conservation easement on land or rights in land that comes into its possession and to transfer such land or rights in land, subject to such easement, to any individual, firm, association, corporation or other entity.

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

(j) 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.

(k) 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.

(l) 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 of the Code and as satisfy the requirements of a supporting organization as defined in Section 509(a)(3) of the Code.

(5) Any other provision of this Certificate of Incorporation to the contrary notwithstanding, nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Section 404(b)-(t) of the Not-for-Profit Corporation Law."

8. Paragraph 4 of the Certificate of Incorporation

tion which establishes the location of the Corporation's office is hereby amended to read as follows:

"4. The office of the Corporation is to be located in the City of Poughkeepsie in the County of Dutchess."

9. A new paragraph 12 is hereby added to clarify limitations on the Corporation, and shall read as follows:

"12. Notwithstanding any other provisions of this Certificate of Incorporation, 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 and scientific purposes as an organization which is exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any subsequent law) and to which contributions are deductible under Section 170, 2055 or 2522 of the Code; no part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer; no substantial part of the activities of the Corporation shall consist of 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) The Corporation shall not engage in any activity which does not satisfy the requirements of a supporting organization as defined in Section 509(a)(3) of the Code (or the corresponding provisions of any subsequent law).

(3) Upon the liquidation or dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by

operation of law, no member, trustee 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) of the Code, (b) whose general purposes are in harmony with the general purposes set forth in Paragraph 2(c), and (c) which, if the Corporation at that time is a private foundation within the meaning of Section 509(a) of the Code, are organizations described in Section 170 (b)(1)(A) (other than in clauses (vii) and (viii) thereof) of the Code.

(4) For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Code (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 the Code;

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code and which is subject to tax under Section 4941 of the Code;

(c) The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

10. The foregoing amendments to the Certificate of Incorporation were adopted by the majority of the votes cast at a meeting of members by the members entitled to vote thereon.

11. Endorsed on or annexed to the Corporation's original Certificate of Incorporation was the consent of a Justice of the Supreme Court of the State of New York. Prior to the delivery of this Certificate of Amendment to the Department of State for filing, the approvals or consents by this or other governmental bodies or officers which are required shall be endorsed upon or annexed hereto.

IN WITNESS WHEREOF, we have signed this Certificate of Amendment and affirm it to be true under the penalties of perjury, this 6th day of August, 1982.

John Winthrop Aldrich
President, John Winthrop Aldrich

Janet W. Graham
Secretary, Janet W. Graham

Sworn to before me this
6th day of August, 1982.

Carol A. De Mers
Notary Public

CAROL A. DEMERS
Notary Public, State of New York
No. 01DE4753448
Residing in Ulster County
Qualified in Dutchess County
Commission Expires March 30, 1983

VERIFICATIONS

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

John Winthrop Aldrich being duly sworn, deposes

and says:

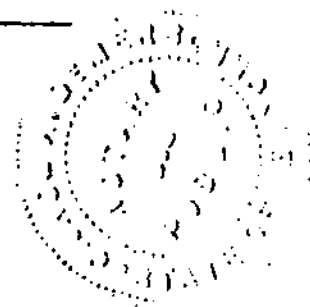
I am the President of The Hudson River Conserva-
tion Society, Inc., the corporation mentioned and described
in the foregoing instrument; I have read and signed the
same; and the statements contained therein are true.

John Winthrop Aldrich

Sworn to before me this
6th day of August, 1982.

Carol A. DeMers
Notary Public

CAROL A. DeMERS
Notary Public, State of New York
No. 01DE4753446
Residing in Ulster County
Qualified in Dutchess County
Commission Expires March 30, 1983



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

Janet W. Graham, being duly sworn, deposes

and says:

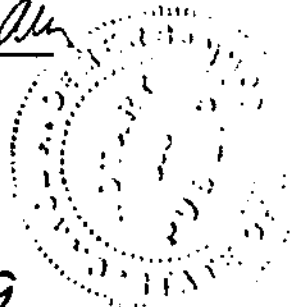
I am the Secretary of The Hudson River Conserva-
tion Society, Inc., the corporation mentioned and described
in the foregoing instrument; I have read and signed the
same; and the statements contained therein are true.

Janet W. Graham

Sworn to before me this
6th day of August, 1982.

Carol A. DeMers
Notary Public

CAROL A. DeMERS
Notary Public, State of New York
No. 01DE4753446
Residing in Ulster County
Qualified in Dutchess County
Commission Expires March 30, 1983



SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF DUTCHESS

----- X

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

THE HUDSON RIVER CONSERVATION :
SOCIETY, INC. :

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

----- X

I, HON: LUCILLE POLK BUELL, JUSTICE, a Justice of
the Supreme Court of the State of New York in the Judicial
District wherein the principal office of THE HUDSON RIVER
CONSERVATION SOCIETY, INC. is located, do hereby approve the
within Certificate of Amendment of the Certificate of Incor-
poration of said THE HUDSON RIVER CONSERVATION SOCIETY, INC.

Date: Poughkeepsie, New York
August 31, 1982

Lucille Polk Buell
Justice of the Supreme Court

214:00030

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PK

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF DUTCHESS

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

THE HUDSON RIVER CONSERVATION
SOCIETY, INC. :

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

I, HON. LUCILLE POLK BUELL, JUSTICE, a Justice of
the Supreme Court of the State of New York in the Judicial
District wherein the principal office of THE HUDSON RIVER
CONSERVATION SOCIETY, INC. is located, do hereby approve the
within Certificate of Amendment of the Certificate of Incor-
poration of said THE HUDSON RIVER CONSERVATION SOCIETY, INC.

Date: Poughkeepsie, New York
August 31, 1982

Lucille Polk Buell
Justice of the Supreme Court

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

214:00030

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

Patricia Gauvey
PATRICIA GAUVEY
Assistant Attorney General

9/17/82

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D.C.

D.A.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 1 - 1982

AMT. OF CHECK \$	<u>49</u>
FILING FEE \$	<u>30</u>
TAX \$	<u> </u>
COUNTY FEE \$	<u> </u>
COPY \$	<u>9</u>
CERT \$	<u> </u>
REFUND \$	<u> </u>
SPEC HANDLE \$	<u>10</u>

BY: ms
New
Dutgers
Typed

CERTIFICATE OF AMENDMENT
 OF
 THE CERTIFICATE OF INCORPORATION
 OF
 THE HUDSON RIVER CONSERVATION SOCIETY, INC.
 UNDER SECTION 805
 OF THE
 NOT-FOR-PROFIT CORPORATION LAW

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BERLE, BUTZEL, KASS & CASE
 ATTORNEYS AT LAW
 45 ROCKEFELLER PLAZA
 NEW YORK, NEW YORK 10111

OCT 1 7 21 AM '82

(212) 765-1800

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THE HUDSON RIVER CONSERVATION SOCIETY, INC.

Attachment D to Form 1023

Officer's Certification

STATE OF NEW YORK)
 : ss.:
COUNTY OF *New York*)

J. Winthrop Aldrich , being duly sworn, deposes and says:

1. I am President of The Hudson River Conservation Society, Inc. and am authorized to sign official papers in the name of that organization.

2. The attached Certificate of Incorporation, Certificate of Change of Purposes, Certificate of Amendment and By-Laws of The Hudson River Conservation Society, Inc. are complete and correct copies of the documents they purport to copy. The By-Laws were most recently amended on December 16, 1982.

J. Winthrop Aldrich

Sworn to before me this
16th day of December, 1982.

Judith L. Larsen

NOTARY PUBLIC

JUDITH L. LARSEN
Notary Public, State of New York
No. ~~24~~-4686484
Qualified in Kings County
Commission Expires *March 30, 1984*

31 NY

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York 12601

ATTACHMENT E TO FORM 1023

Part III, Questions 1-3, 4(d), 5-8

The Hudson River Conservation Society, Inc. (the "Society") qualifies as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code").

I. Facts.

The Society was organized in 1936 to preserve the natural and historic resources of the Hudson River and the Hudson River Valley. As explained in Attachment A hereto, during that same year it was recognized as an exempt organization. Apparently because of its failure to file the required returns, the Society is no longer on the Service's list of exempt organizations.

The Society is filing this application in an effort to regain recognition as of its exempt status, status

which will greatly enhance its ability to obtain funds which may be used in furtherance of its charitable purposes.

In addition, the Society has determined that it will refocus its efforts specifically to land preservation. In that regard, as explained more fully in Exhibit I hereto, the Society's Certificate of Incorporation has been amended to provide that it be a supporting organization for publicly supported organizations which have among their purposes "the preservation, restoration, or enhancement of the natural, ecological, environmental, cultural, scenic, historical or recreational values of the Hudson River or the Hudson River Valley." Its By-Laws have been amended to provide for the Society to be a supporting organization of Scenic Hudson, Inc. ("Scenic Hudson"), a tax exempt public charity which has long been in the forefront of environmental and preservation efforts in the Hudson River Valley. Therefore this application also seeks recognition of the Society as a supporting organization under Section 509(a)(3).

The Society has been engaged in activities in furtherance of its charitable purposes throughout its

history. In general, the Society's activities have related to supporting scenic, environmental and historic preservation in the Hudson River Valley and to fostering an interest in, and opportunities for access to, the Hudson River as a recreational resource. For example, in the 1960's the Society supported the work of the Hudson River Valley Commission which was appointed by Governor Rockefeller to study issues relating to the region's land use, resources and economic development. In the mid to late 1970's the Society was actively involved in the discussions relating to a proposal to construct a power plant in Greene County near Olana, the home of Frederic Church, one of the members of the Hudson River School of Painting, which is on the National Register of Historic Places. The Society provided expert witnesses who testified at public hearings as to the adverse aesthetic impacts which would result from the proposal. Similarly, aesthetic and environmental concerns have led the Society to provide technical advice and comment in connection with the siting and construction of arterial roads, bridges, transmission lines and the like.

The Society also sponsored the publication of a book entitled Historic Houses of the Hudson River Valley

in an effort to foster appreciation for the area's historic and cultural resources.

On occasion the Society has assisted the State of New York by acquiring real property from private owners which the Society held until the State was able to accept the land for dedication to public ownership. In addition, the Society has been granted mineral rights from parcels of land which were of scenic or ecological value in order to protect the land from quarrying, which has scarred some hillsides in the viewshed along the Hudson River.

Other activities in which the Society has taken an active interest are indicated in the samples of the Society's Reports, which are included in Scenic Hudson News, which is included in Exhibit G.*

* It may be noted that as part of the celebration of the Franklin Delano Roosevelt Centennial, the United States National Archives and Records Services created the Hudson River Valley Conservation Collection. The Collection, created in recognition of President Roosevelt's personal interest in the preservation of the Hudson River Valley, chronicles 90 years of private sector conservation activity in the area. The records of Scenic Hudson and the Society form an important part of the Collection.

Because of increasing pressures for development, there is growing concern about the need to identify and preserve the natural and historic resources of the Hudson River and Hudson River Valley. There is also a strong concern that the limited resources available for these efforts not be diminished by unnecessary duplication of effort.

One of the most active organizations in the on-going effort to preserve the Hudson River and the Hudson River Valley is Scenic Hudson, a tax exempt public charity. (For more information relating to Scenic Hudson's status, see Attachment J hereto). Scenic Hudson and the Society have now agreed that, where practicable (and assuming that the Society is recognized as a supporting organization), land preservation efforts which might otherwise be undertaken directly by Scenic Hudson will be carried out by the Society on Scenic Hudson's behalf. Consequently, the Society will focus its efforts on identifying parcels of land which are of scenic, ecological or historic importance and taking whatever steps may be feasible to attempt to protect such parcels from detrimental development. The Society may, for example,

obtain conservation easements (whether by gift or purchase) or it may obtain fee title to property. If the Society does obtain title to property, it is anticipated that it will hold title only so long as may be necessary to arrange for a conveyance to public ownership or to resell the property subject to development restrictions.

As indicated on Attachment H hereto, the Society currently has assets of approximately \$13,000. Almost one-half of the Society's assets are comprised of Combustion Engineering Bonds which pay interest at the rate of 6 and 3/8% per annum. The Society does not have an endowment fund as such, nor does it intend to use contributions to create such a fund. It is anticipated that much of the Society's fundraising will be directed toward specific projects. For example, if the Society becomes aware that the owner of a critical parcel of land would be willing to sell either fee title or the development rights to such property, the Society may undertake fundraising efforts directly specifically to obtaining the funds needed for such acquisition. (If it seems likely that the property involved could be resold subject to restrictions, the Society may seek loans to be

repaid from the proceeds of the resale rather than outright grants.)

Particularly in view of this project-oriented manner of fundraising, it is possible that the Society may on occasion receive grants which are exceptional in amount and which, if the Society were treated as a public charity by virtue of its own sources of support rather than its status as a supporting organization, might require characterization as "unusual grants" (§1.170A-9(e)(6)(ii)) in order not to adversely affect the organization's status as a publically supported charity.

In general, Society expects to receive its financial support from the sources set forth below in order of magnitude:

- (1) Donations from public charities (including Scenic Hudson).
- (2) Donations from contributors who are not "substantial contributors".
- (3) Donations from private foundations.

- (4) Support from governmental units.
- (5) Investment income from current assets and donated stocks, bonds and real estate.

Since Scenic Hudson will appoint a majority of the Society's directors, Scenic Hudson will have the ability to control the use of the Society's funds. In that manner, the Society will be financially accountable to Scenic Hudson.

Neither the directors nor the officers of the Society will receive any pay for their services as such. It is anticipated that rather than employing staff members on a regular basis, the Society will retain such consultants, attorneys and other experts as may be necessary from time to time to carry out its purposes and activities.

Disqualified Persons

Although none of the members of the Board of Directors of the Society is a "disqualified person" with respect

to the Society, Scenic Hudson may be a "disqualified person" with respect to the Society within Section 4946(a), because Scenic Hudson may be a "substantial contributor" to the Society. The Society's By-Laws provide that Scenic Hudson shall appoint a majority of the Society's directors, who may or may not also be directors of Scenic Hudson.

II. Discussion

Section 501(c)(3).

Section 501(c)(3) of the Internal Revenue Code provides tax exempt status for:

"[c]orporations, and any community chest, fund or foundation, organized and operated exclusively for . . . charitable, scientific, testing for public safety, literary or educational purposes . . .

The Regulations under 501(c)(3) define the term "charitable" to include "erection or maintenance of public buildings, monuments or works," "lessening the burdens of government," and "promotion of social welfare by organizations designed to accomplish [either of these] purposes . . . [or] to combat community deterioration" [Regs. Sec. 1.501(c)(3) - 1(d)(2)]

The Society's activities will lessen the burdens of government by assisting in the public acquisition process and promote the social welfare by combating the deterioration of one of the most beautiful and historic river areas in the United States.

The Society will perform functions similar to the following organizations which have been granted tax-exempt status under the indicated Internal Revenue Service rulings:

- (1) An organization formed to preserve a lake as a public recreational facility and to improve the condition of the lake water to enhance its recreational features. Rev. Rul. 70-186, 1970 - 1, CB, 128;
- (2) An organization formed and operated to investigate among other things, causes of physical deterioration within the community and to disseminate its findings to the public. Its activities include an "Empty Lots Committee" to counsel community residents

and city officials in the best use of vacant lots in order to eliminate potential areas of deterioration within the community. Rev. Rul. 68-15, 1968 - 1, CB, 244;

- (3) An organization formed and operated to preserve and develop the beauty of a city through the planting of trees in public areas and assisting municipal authorities in their programs to plant trees and keep the city clean. Rev. Rul. 68-14, 1968 - 1, CB 243 (as distinguished by Rev. Rul. 75-286, 1975 - 2, CB 210); and
- (4) An organization formed to develop and distribute a community land-use plan. Rev. Rul. 67-391, 1967 - 2, CB 190.

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York 12601

ATTACHMENT F TO FORM 1023

Part III, Questions 4(a) and 4(b)

The names, addresses and qualifications of the Society's officers and directors are as follows:

John Winthrop Aldrich, President

Barrytown, New York 12507
Special Assistant to the New York State Commissioner of Environmental Conservation; Executive Secretary, New York State Nature and Historical Preserve Trust; President, Wilderstein Preservation; Vice-President, Hudson River Heritage, Inc.; Director, Hudson River Shorelands Taskforce; Director, Hudson River Maritime Center; Director, Friends of Clermont; Town Historian, Town of Red Hook, New York.

William H. Ewen

5 Bayview Drive, Westerly, Rhode Island 02891
Former President, Steamship Historical Society of America; Former Trustee, Mystic Seaport, Connecticut; Former Chairman, Citizens' Committee for the Hudson Valley; Former President, Hastings, New York Historical Society.

George W. Gowen

161 East 42nd Street, New York, New York 10017
Director and Finance Committee member, Scenic Hudson, Inc.; Partner, Dunnington, Bartholow & Miller, attorneys, New York City.

Judith LaBelle Larsen

45 Rockefeller Plaza, New York, New York 10111
Associate, Berle, Butzel, Kass & Case, attorneys;
Author, "Hudson Highlands Preservation Study," 1977

Frances S. Reese (Mrs. Willis L. M. Reese)

345 Meadowview Avenue, Hewlett, New York 11557
Chairman, Scenic Hudson, Inc.; Vice-President, Center for the Hudson River Valley, Inc.

George B. Reese

40 Wall Street, New York, New York
Associate, Winthrop, Stimson, Putnam & Roberts, attor-
neys (New York City).

Kenneth R. Toole

47 Cannon Street, Poughkeepsie, New York 12601
Commissioner, Dutchess County Department of
Planning; President, Scenic Hudson, Inc.

315:126

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York 12601

ATTACHMENT G TO FORM 1023

Part II, Question 10(b)

from Scenic Hudson News, Spring 1982



CONSERVATION SOCIETY REPORT

Hudson River Conservation Society

Elsewhere in this issue readers will find an account of the gift the Society's extensive records to establish the Hudson River Valley Conservation Collection at the Franklin D. Roosevelt Library at Hyde Park, in recognition of the F.D.R. centenary. The following is a report of some of the significant preservation actions of the past six months:

- ★ The effort to have four Hudson River marshes designated by the federal government as part of the National Estuarine Sanctuary System is proceeding on schedule. With a federal grant in hand, the State Department of Environmental Conservation contracted with Hudsonia LTD, a non-profit ecological consulting firm, to prepare the draft environmental impact statement. The agency will conduct public hearings in July near each of the marshes (Stockport Flats, Columbia County; Tivoli Bays, Dutchess County; and Iona Island and Piermont Marshes; Rockland County).
- ★ The Society expresses to Mr. Laurance S. Rockefeller and the Rockefeller Family the gratitude and admiration of the Society's members for the recently announced intent to donate to the state much of the Family's landholdings at Pocantico Hills, to include key riverfront acreage known as Rockwood Hall. This is an act of land philanthropy and conservation without parallel in the Hudson River Valley.
- ★ Another item of good news involves the Thomas Cole

House and Studio at Catskill. This registered National Historic Landmark is significant as the home of the founder of the Hudson River School—America's first movement of native landscape painting, which celebrated the natural environment of the Catskills and the Hudson Valley. The property had been purchased from the Cole family several years ago by the Catskill Center for Conservation and Development in a holding action. It has now been sold to the Thomas Cole Foundation, a not-for-profit organization established by two New York City art dealers for the purpose of operating an art museum on the premises. Covenants in the deed will protect the integrity of the structures and grounds. The property is located approximately one mile from Olana, the state-owned home and studio of Cole's student Frederick Church.

★ To end on a downbeat, the Society deplors the recently announced decision by the National Trust for Historical Preservation to close the house at Lyndhurst, in Tarrytown, to public visitation. Lyndhurst has been acclaimed a masterpiece in the Gothic Revival style, and was designed by A.J. Davis. It was given to the Trust with an endowment by a daughter of Jay Gould, and is the only Trust-owned property open to the public in New York State. To close Lyndhurst is to betray both the purposes of the Trust and the efforts of so many to promote tourism and cultural education throughout the Hudson Valley and the New York metropolitan region.



from Scenic Hudson News, Fall 1981

CONSERVATION SOCIETY REPORT

• Ms. Loretta Simon of Athens, NY has been chosen manager for the New York State Heritage Task Force for the Hudson River Valley. Ms. Simon has been an official in the Greene County Planning Department and a key figure in the successful effort to prevent the siting of a nuclear power plant at Cementon several years ago.

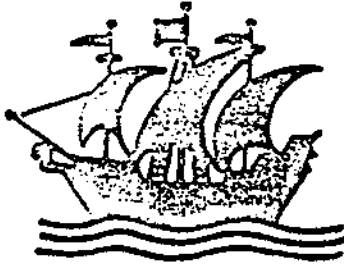
Among Ms. Simon's first assignments will be to organize Task Force members to carry out a comprehensive scenic roads program. The 1981 legislature enacted and signed into law a Scenic Roads bill which appropriated \$85,000 to get this project underway.

The state's budget division has inexcusably delayed the release of a \$50,000 appropriation made last fall to the Task Force and reduced the amount to \$33,500.

• The work of nominating certain Hudson River marshes for inclusion in the National Estuarine Sanctuaries System is progressing satisfactorily. Inclusion in the system will make the Hudson River marsh complex eligible for additional research and encourage management techniques which will protect them and accommodate diverse uses. Public information meetings have been conducted by the Department of Environmen-

tal Conservation in each of the four affected townships and, with one exception, comment has been supportive. An application for conceptual approval and a preliminary \$50,000 grant has received a friendly reception at the Federal Office of Coastal Zone Management.

• In a July 24th ceremony on the bluff overlooking Tivoli North Bay, the Department of Environmental Conservation delivered a check to Central Hudson Gas and Electric Corporation for 706 acres of land, known as Ward Manor and Cruger's Island, in the Town of Red Hook. After a smaller adjacent tract is acquired, these properties will be dedicated as the Tivoli Bays State Nature and Historical Preserve and will safeguard 1,350 acres of scenic and ecologically significant islands, tidal marsh, river shallows, wooded tideswamp and uplands, meadow, cropland and a perennial brook. Included within the Preserve will be habitat of numerous protected or endangered species of plants and animals, and sites with important Native American associations. Anticipated public uses will be low-intensity recreation, environmental education and research.



from Scenic Hudson News, Spring 1981

CONSERVATION SOCIETY REPORT

The Conservation Society joins in the jubilation occasioned by "the Peace Treaty on the Hudson" and the final triumph of Scenic Hudson's two decades of effort. Congratulations to all who have played a part in winning this landmark case! Perseverance, skill and unshakable conviction have brought about the preservation of one of the noblest prospects found in the American landscape—Storm King Mountain at the north portal of the Hudson River Gorge. The Conservation Society now allies itself with Scenic Hudson in the task of ensuring permanent protection of Black Rock Forest, a tract of nearly 4,000 acres located behind Storm King which the Stillman family gave to Harvard University many years ago as an endowed scientific forest.

Members of the Hudson River Conservation Society and others concerned with the River's natural resources will be interested to learn that the Office of Coastal Zone Management within the National Oceanic and Atmospheric Administration has encouraged the State of New York to develop a nomination of natural areas within the State as an Estuarine Sanctuary. A network of Hudson River tidal marshes is the principal contender for this nomination, which will be formally submitted during 1981. The New York State Department of Environmental Conservation is the primary agency involved in this project.

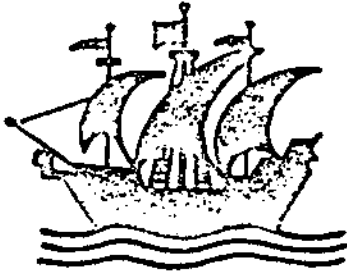
The Estuarine Sanctuaries program was established under the authority of the Federal Coastal Zone Management Act of 1972. It represents an effort to identify and protect critically important estuarine ecosystems (or discrete portions of such ecosystems) throughout the nation's coastal zone. To date, roughly a dozen have been designated, ranging from the Pacific Northwest to the Carolinas;

New York's may become the first located in the Northeast.

With designation comes the availability of 50% Federal funding assistance in two categories: land acquisition and management. Practically all of the major Hudson River marsh areas are now (or shortly will be) publicly owned; accordingly, there would be little need for land acquisition activity. On the other hand, much remains to be done in the way of estuarine research and resource management, and the potential Federal support at a scale of \$50,000 annually for five years is welcome indeed. (In a season of severe Federal budget cutting and abolition of vitally needed environmental programs, it is good news that these estuarine funds will remain in place.) The State Legislature has provided \$50,000 to the Department of Environmental Conservation for Hudson River fisheries work, and it is believed that this would constitute the requisite matching funds.

The term "Sanctuary" in the title of the program is something of a misnomer, for it is clear that resource management through public hunting and fishing is not necessarily precluded in designated areas (which in any event would be managed by the State, not by the Federal government).

The discrete marsh areas which are candidates for inclusion in such a Hudson River network range from the fairly saline environment of Piermont Marsh up through the more brackish waters of Iona Island Marsh, to the entirely freshwater tidal environments found in the Tivoli Bays and Stockport Flats. Incidentally, the last privately owned acreage in Piermont Marsh was donated by The Continental Group, Inc., to the Nature Conservancy in February of this year. The 45-acre parcel will be transferred to the Department of Environmental Conservation.



from Scenic Hudson News, Fall 1980

CONSERVATION SOCIETY REPORT

The tidal marshes of the Hudson are unique ecological areas in need of protection. They provide a resting and feeding stop-over for migratory birds and are abundant with wildlife. The marshes act as a natural "waste treatment plant" for the river and filter out many impurities.

Conservation Society members will be interested to learn that practically all of the major Hudson River marsh areas are (or shortly will be) publicly owned.

The Hudson's tidal wetlands range from the fairly saline environment of Piermont Marsh up through the more brackish waters of Iona and Constitution Island marshes to the entirely fresh water tidal environments found in the Tivoli Bays and Stockport Flats.

However, much remains to be done in the way of estuarine research and resource management. Already, over 25 educational institutions conduct programs involving the Hudson's marshes, but our knowledge of their ecological functions is still quite limited.

Efforts are now underway to seek state and federal support for the acquisition of the remaining tidal wetlands of the Hudson and to promote further research, education and management of this remarkable resource.

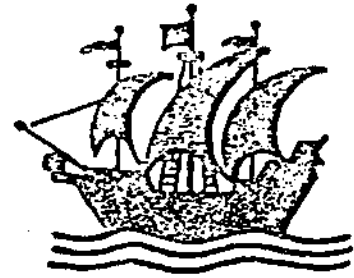
Turning to a different topic, we welcome the long-overdue focus on tourism in the Hudson Valley which is manifest in a recent grant by the Federal Economic Development Administration to the Hudson Valley Regional Council (an affiliation of county governments). Far more must be done than has been done heretofore to realize the un-

excelled parkway, railroad and excursion boat potential of the region, and tap a greater portion of the billion-dollar tourist market in New York City. There must also be more effective promotion and "packaging" of the diverse cultural and natural resources in the Valley. The E.D.A. grant is an important first step in this process.

One closing note: it is gratifying that activity on the power plant and power line fronts seems to be at a lull presently — we presume due in part to the political organizing and forceful arguments presented by the groups defending the region from these threats. Taking advantage of this quiescent period, these organizations are discussing the feasibility of operational consolidation. They are Mid-Hudson Nuclear Opponents, Citizens to Preserve the Hudson Valley, Concerned Citizens for Safe Energy, and Citizens for Safe Power Transmission. We pay tribute to their stalwart and effective work to date, and we wish them well.

from Scenic Hudson News, Spring 1980

CONSERVATION SOCIETY REPORT



The Hudson River Conservation Society takes pleasure in reporting to its members and friends the final action terminating the Greene County nuclear power plant siting case. On January 18 of this year the State Power Authority withdrew its application to locate a facility along the Hudson at Cementon or at Athens, and on January 30 the State Siting Board dismissed the application and closed the proceeding. This welcome and long-awaited move diminished substantially the dire threat which intrusive cooling towers posed to the Valley's renowned scenery in the vicinity of Olana and the Catskill Escarpment Trail. The Society has been an active intervenor in this historic proceeding and has not yet discharged in full its debt for legal services. Tax deductible contributions to the *Hudson River Conservation Society (Greene County Fund)*, Box 3393, Poughkeepsie, NY 12603, will be gratefully received.

After more than forty years of effort on the part of members of this Society and others, the permanent preservation of Tivoli North Bay, Cruger's and Magdalen Islands, and the adjacent wooded and open uplands (northern Dutchess County) seems assured. Using matching Federal funds, the acquisition of these beautiful, historic lands containing ecologically diverse and critical habitat is being negotiated by the Department of Environmental Conservation without evident opposition on the part of the owners or the local governments involved. Meanwhile, there are several riverfront

parcels which have been identified by the Department of Environmental Conservation in a 1979 report to the Legislature as being prime candidates for public acquisition or other preservation action. The Society especially endorses protection for the Ramshorn Creek Tideswamp and Greene (Van Orden) Point, both in Greene County, and Esopus Point in Ulster County.

The Society shares the concern expressed by Sierra Club and other organizations over the potential harm to the wilderness character and fragile ecology of Ulster County's Shawangunk ridge threatened by the plans of the Marriott Corporation to construct a large hotel and several hundred condominium dwellings near Lake Minne-waska. We have contributed modestly to the defense fund being mounted by the Friends of the Shawangunks and allied groups.

We welcome two new enterprises to the task of documenting, publicizing and protecting the Hudson Valley's cultural heritage. One is the Arts Institute of the Hudson, which is attempting to acquire the Thomas Cole house and studio in Catskill, or some other suitable property, as a regional focus for the arts, past and present. The other is the Hudson River Maritime Center, which endeavors to establish — preferably on the Rondout at Kingston — a museum for river and canal commerce, to include historic vessels. May the labors of these young organizations prosper and be fruitful.

The Hudson River Conservation Society, Inc.
9 Vassar Street
Poughkeepsie, New York

Attachment H to Form 1023
Financial Data

Balance Sheet at July 1, 1982

Assets

Checking Account	\$ 1,700
Merrill Lynch	
Ready Assets	9,000
Combustion Engineering	
Bonds (Face Value)	<u>6,000</u>
	\$ <u>16,700</u>

Liabilities

7/1/81 Fund Balance	0
	\$ <u>16,700</u>

Income Statement July 1, 1981-June 30, 1982

Receipts

Interest Income (Bonds, Merrill Lynch)	\$ 1,900
Membership Dues/ Contributions	<u>1,800</u>
Total Receipts	\$ 3,700

Expenses

Grants and Contributions	\$ 600
Office Expenses & Fund raising	<u>500</u>
Total Expenses	\$ 1,100
Excess of Receipts Over Expenses	\$ <u>2,600</u>

Fund Balance June 30, 1982 \$ 19,300*

*Held as follows:

Checking Account	\$ 2,900
Merrill Lynch	\$ 10,400
Bonds	\$ 6,000

Balance Sheet July 1, 1980

Assets

Checking Account	\$	700
Merrill Lynch Ready Assets Funds		7,800
Combustion Engineering Bonds (Face Value)		<u>6,000</u>
	\$	14,500

Liabilities

7/1/80 Fund Balance	\$	<u>0</u>
	\$	<u>14,500</u>

Income Statement July 1, 1980-June 30, 1981

Receipts

Interest Income (Bonds, Merril Lynch)	\$	1,000
Membership Dues (Contribution)		1,400
Other Gifts & Contributions		<u>1,100</u>
Total Receipts	\$	3,500

Expenses

Grants & Contributions	\$	1,150
Office Expenses & Fund raising		<u>150</u>
Total Expenses	\$	1,300

Excess of Receipts Over Expenses	\$	<u>2,200</u>
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Fund Balance June 30, 1981	\$	<u>16,700</u>
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Balance Sheet July 1, 1979

Assets

Checking Account/Banks	\$ 2,000
Merrill Lynch Ready Assets	6,600
Combustion Engineering Bonds (Face Value)	<u>6,000</u>
	\$ 14,600

Liabilities

7/1/79 Fund Balance	<u>0</u>
	\$ <u>14,600</u>

Income Statement July 1, 1979-June 30, 1981

Receipts

Interest Income (Bonds/ Merrill Lynch)	\$ 1,000
Membership Dues (Contributions)	1,500
Other Gifts & Contributions	<u>750</u>
Total Receipts	\$ 3,250

Expenses

Grants	\$ 1,250
Payments for Experts and other technical assistance	2,000
Expenses	<u>100</u>
Total Expenses	\$ 3,350

Excess of Receipts over Expenses	\$ <u>(100)</u>
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Fund Balance June 30, 1980	\$ <u>14,500</u>
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Note to Attachment H

*The available financial records are incomplete. However, to the extent possible, the information requested has been reconstructed and is presented here. We would note that immediately prior to the submission of this Application, the structure of the organization was modified so that it could serve as a supporting organization of Scenic Hudson. While the basis for the recognition of such status is not the mix of funds received by the Society, the anticipated source of the Society's funds is indicated in Attachment E. Fewer grants and contributions were made in 1982 because of the pending restructuring of the Society.

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York 12601

ATTACHMENT I TO FORM 1023

Part VII, Questions 2-4

The Society qualifies as a "supporting organization" and therefore is entitled to recognition and treatment as a publicly supported charity rather than a private foundation under Section 509 of the Internal Revenue Code.

I. Facts

As stated in its Certificate of Incorporation, as amended, the Society is organized and is to be operated exclusively for the benefit of and to carry out the purposes of one or more corporations which are recognized as public charities under Section 509(a)(1) or 509(a)(2) of the Code and

"which have among their corporate purposes the preservation, restoration or enhancement of the natural, ecological, environmental, cultural, scenic, historical or recreational values of the Hudson River or the Hudson River Valley."

Although the Certificate of Incorporation specifies a class of organizations to be benefitted, the Preamble

to the Society's By-Laws makes clear that the supported corporation is to be Scenic Hudson, Inc.:

"The object of the Corporation is to engage in such domestic charitable activities as are described in Section 501(c)(3) of the Internal Revenue Code and which shall be exclusively for the benefit of and to serve the purposes of Scenic Hudson, Inc. ("Scenic Hudson") to the extent that those purposes relate to the preservation, restoration or enhancement of the natural, ecological, environmental, cultural, scenic, historical or recreational values of the Hudson River or the Hudson River Valley.

Scenic Hudson is a member of the class of organizations which may be supported by the Society in accordance with its Certificate. As demonstrated by the materials included in Attachment J, Scenic Hudson has been determined to be a publicly supported charity under Section 509(a)(1) of the Code. Scenic Hudson has, among its corporate purposes:

"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)."

The Society's By-Laws further provide that fifty percent plus one of the Directors of the Society shall be appointed by Scenic Hudson. Since a majority of its directors shall be appointed by Scenic Hudson, the Society shall meet the requirement of being "operated, supervised or controlled by" a publicly supported organization and is not

required to specify the supported organization by name in the Society's Certificate of Incorporation. (As noted below, the fact that the By-Laws could be amended to allow the Society to act as a supporting organization for one or more other organizations within the class of organizations specified in the Certificate of Incorporation does not jeopardize its qualification as a supporting organization.)

II. Discussion

Section 509(a)(3). Section 509(a)(3) of the Internal Revenue Code excludes from the definition of "private foundation" those organizations (which the Regulations term "supporting organizations") which:

- (a) are organized, and at all times thereafter are operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more organizations described in Section 509(a)(1) or (2),
- (b) are operated, supervised or controlled by or in connection with one or more organizations described in Section 509(a)(1) or (2), and

(c) are not controlled directly or indirectly by one or more disqualified persons (as defined in Section 49496) other than foundation managers and other than one or more organizations described in Section 509(a)(1) or (2).

Section 1.509(a)-4(c)(2) of the Regulations states that "an organization which, by the terms of its Articles, is formed for the benefit of one or more specified publicly supported organizations shall, if it otherwise meets the other requirements of [a supporting organization], be considered to have met the organizational test." Thus, there are two prongs to the organizational requirement: proper purposes and a proper supported organization.

Section 1.509(a)-4(d)(1) of the Regulations provided that the manner in which the supported organization must be "specified" for the purposes of Section 509(a)(3)(A) depends on the relationship between the organizations. According to subparagraph 4(d)(2) of Section 1.509(a), it is not necessary that the supported organization be named in the articles if:

(a) the supporting organization is operated, supervised or controlled by, or is super-

vised or controlled in connection with one or more publicly supported organizations; and

(b) the articles of the supporting organization require that it be operated to support or benefit one or more beneficiary organizations which are designated by class or purpose and which include:

(1) the publicly supported organizations referred to in (a) (without designating such organization by name); or

(2) publicly supported organizations which are closely related in purpose or function to those publicly supported organizations referred to in (a) (without designating such organizations by name).

Section 1.509(a)-4(g)(1)(i) provides that a supporting organization will be found to be "operated, supervised or controlled by" a publicly supported organization if a majority of the officers, directors, or trustees of the supporting organization are appointed or elected by the governing body, members of the governing body, officers

acting in their official capacity, or the membership of such publicly supported organization.

The Society meets both prongs of the organizational tests imposed by the Code. Its Certificate of Incorporation (as quoted in I above) states that it is organized and will operate exclusively for the benefit of recognized public charities which have among their purposes the preservation of the natural and other values of the Hudson River Valley. Its by-laws provide that one such publicly supported organization, Scenic Hudson, will control the Society by virtue of its power to appoint a majority of the members of the Society's board of directors.

The fact that the Society's Certificate of Incorporation does not restrict it to supporting only Scenic Hudson, but would allow it to support other publicly supported organizations which would come within the class designated in its Certificate, does not interfere with its characterization as being organized for the benefit of a "specified organization."

Section 509(a)-4(d)(3) provides that if a supporting organization is operated, supervised or controlled by one or more publicly supported organizations, it will not

fail the test of being organized for the benefit of "specified" organizations solely because its articles:

- (i) permit one publicly supported organization to be substituted for another within the class designated in the articles;
- (ii) permit the supporting organization to operate for the benefit of new or additional publicly supported organizations within the class designated; or
- (iii) permit the supporting organization to vary the amount of its support among different publicly supported organizations of the designated class.

Section 1.509(a)-4(f)(3) provides that whatever type of relationship exists between the supporting organization and the publicly supported organization which it supports, the relationship must insure that the supporting organization will be responsive to the needs or demands of one or more publicly supportal organizations, and that the supporting organization will constitute an integral part of, or maintain a significant

involvement in, the operations of one or more publicly supported organizations.

The Society's relationship with Scenic Hudson will allow it to meet these requirements as well. The Society will be responsive to Scenic Hudson because a majority of its directors will be elected or appointed by Scenic Hudson. Therefore Scenic Hudson will have a significant voice in directing the use of the income or assets of the Society. The Society's activities will constitute an integral part of Scenic Hudson's operations since its activities will carry out the functions and purposes of Scenic Hudson and best for the activities of the Society, Scenic Hudson would be likely to be directly engaged in such activities.

306:103

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York 12601

ATTACHMENT J TO FORM 1023

Materials Relating to Tax-Exempt And
Publically Supported Status of Scenic Hudson, Inc.

Internal Revenue Service
District Director

Department of the Treasury

Date: FEB 10 1981

Our Letter Dated: 8/11/77

Person to Contact:
EP:EO:7202:B. Patchesky

Contact Telephone Number:
212 264-1873

Case #13033105EO

M-81-EO-130

Scenic Hudson, Inc.
545 Madison Avenue
New York, New York 10022

Gentlemen:

This modifies our letter of the above date in which we stated that you would be treated as an organization which is not a private foundation until the expiration of your advance ruling period.

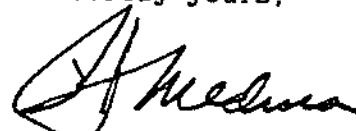
Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Internal Revenue Code, because you are an organization of the type described in section * * * * *. Your exempt status under section 501(c)(3) of the code is still in effect.

Grantors and contributors may rely on this determination until the Internal Revenue Service publishes notice to the contrary. However, a grantor or a contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section * * * * * status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section * * * * * organization.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.
**170(b)(1)(A)(vi) and 509(a)(1)

Sincerely yours,



District Director

cc: Albert K. Butzel &
Peter Millock
c/o Butzel & Kass
45 Rockefeller Plaza
New York, New York 10020

District Director, Manhattan District

Letter 1050 (DO) (7-77)

Internal Revenue Service
District Director

Department of the Treasury

Date: FEB 10 1981

Scenic Hudson, Inc.
545 Madison Avenue
New York, New York 10022

Date of Exemption: August 11, 1977
Internal Revenue Code Section: 501(c)(3)

Gentlemen:

Thank you for submitting the information shown below. We have made it a part of your file.

The changes indicated do not adversely affect your exempt status and the exemption letter issued to you continues in effect.

Please let us know about any future change in the character, purpose, method of operation, name or address of your organization. This is a requirement for retaining your exempt status.

Thank you for your cooperation.

cc: Albert K. Butzel &
Peter Millock
c/o Butzel & Kass
45 Rockefeller Plaza
New York, New York 10020

Sincerely yours,



District Director

Item Changed

From

To

We have received your certificate of amendment dated June 27, 1980 which amended the name of your corporation to Scenic Hudson, Inc. In addition, the certificate of amendment restated the purposes of the organization. There is no change to your exempt status.

District Director, Manhattan District

Letter 976 (DO) (7-77)

*Scenic Hudson
Foundation*

Date: **AUG 11 1977**

E:EO:7202; R. Ryba

Tel: 264-1373

613716203EO

I.D. # 13-2898799

*"Tax
Exemption
Letter"*

Scenic Hudson Foundation, Inc.
545 Madison Avenue
New York, New York 10022

Gentlemen:

Accounting Period Ending:
Form 990 Required: Yes No
Advance Ruling Period Ends: **XX**
June 30, 1980

Based on the information 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(c)(3) of the Internal Revenue Code.

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 be expected to be a publicly supported organization of the type described in section

170(b)(1)(A)(vi) and 509(a)(1)

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

Within 90 days after the end of your advance ruling period, you must submit to us 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, you will be classified as a section 509(a)(1) or 509(a)(2) organization so long as you continue to meet the requirements of the applicable support test. If, however, you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, in the event you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Grantors and donors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. In addition, if you submit the required information

P.O. Box 3200, New York, N.Y. 10008

within the 90 days, grantors and donors may continue to rely on the advance determination until the Service makes a final determination of your foundation status. However, if notice that you will no longer be treated as a section ~~501(c)(3)~~ organization is published in the Internal Revenue Bulletin, grantors and donors may not rely on this determination after the date of such publication. Also, a grantor or donor may not rely on this determination if he was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section ~~501(c)(3)~~ status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section ~~501(c)(3)~~ organization.

~~Section~~ 170(b)(1)(A)(vi) and 509(a)(1)

Donors may deduct contributions to you as provided in section 170 of the 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.

You are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. You are not liable for the taxes imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions concerning these taxes, please let us know.

If your sources of support, or your purposes, character, or method of operation is changed, you should let us know so we can consider the effect of the change on your status. Also, you should inform us of all changes in your name or address.

If the yes box at the top of this letter is checked, you are required to file Form 990, Return of Organization Exempt From Income Tax, only if your gross receipts each year are normally more than \$10,000 ~~\$5,000~~. The return is due by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for failure to file the return on time.

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. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

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

Enclosure to favorable determination.

C.C. Albert R. Dutzel & Peter Millock
both of Dutzel & Kass
45 Rockefeller Plaza
New York, New York 10020

Sincerely yours,

Charles H. Brennan

District Director

T-107 1/2

Name of Organization	Case Number	Date of Exemption Ltr.
Scenic Hudson Foundation, Inc.	13716803EO	AUG 11 1974

Your Certificate of Incorporation includes purposes which may not clearly be limited to those purposes specifically described in section 501(c)(3) of the Internal Revenue Code. Accordingly, this exemption is granted on the condition that within one year from the date of this letter, you submit a conformed copy of Articles of Amendment amending your Certificate of Incorporation to include the following language:

"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 sports 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."

Failure to amend your certificate will result in the termination of your exempt status.

To help us identify your file, please return a copy of this enclosure with the required amendment.

BUTZEL & KASS
45 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10020

Scenic
Hudson
Foundation
Counsel

ALBERT M. BUTZEL
STEPHEN L. KASS
CLIFFORD P. CASE III
PETER J. MILLOCK
BARRY S. NEUMAN

TELEPHONE
(212) 765-1000
STEPHEN A. LEFKOWITZ
COUNSEL

October 25, 1977

Mr. Charles H. Brennan
District Director
Internal Revenue Service
P.O. Box 3200
New York, New York 10008

RECEIVED
TECHNICAL STAFF EP-ED

OCT 26 1977

Scenic Hudson Foundation, Inc.
Case No. 13716803EO

MANHATTAN
District Director Internal Revenue

Dear Mr. Brennan:

Scenic Hudson Foundation, Inc. received a tax exemption letter from the IRS, dated August 11, 1977, which conditioned approval of Scenic Hudson's application for exemption on the adoption of an amendment to its certificate of incorporation. A copy of the exemption letter is enclosed herewith.

Accordingly, Scenic Hudson Foundation has amended its certificate of incorporation. A conformed copy of the certificate of amendment is enclosed herewith. I trust the amendment satisfies the condition set forth in the tax exemption letter.

Kindly acknowledge your receipt of this letter by signing the enclosed copy of this letter in the space provided thereon and returning such letter to me in the enclosed envelope.

Very truly yours,

Peter J. Millock
Peter J. Millock

Enclosures

COPY RECEIVED

Form **2848**
(Rev. July 1976)
Department of the Treasury
Internal Revenue Service

Power of Attorney
(See the separate instructions for Forms 2848 and 2848-D.)

Name, identifying number, and address including ZIP code of taxpayer(s)
THE HUDSON RIVER CONSERVATION SOCIETY, INC.
9 Vassar Street
Poughkeepsie, New York 12601

hereby appoints (Name, address including ZIP code, and telephone number of appointee(s)) (See Treasury Department Circular No. 230 as amended (31 C.F.R. Part 10), Regulations Governing the Practice of Attorneys, Certified Public Accountants, and Enrolled Agents before the Internal Revenue Service, for persons recognized to practice before the Internal Revenue Service.)

Albert K. Butzel, Esq. and Judith L. Larsen, Esq., both of
Berle, Butzel, Kass & Case
45 Rockefeller Plaza
New York, New York 10111

Telephone: (212) 765-1800

as attorney(s)-in-fact to represent the taxpayer(s) before any office of the Internal Revenue Service for the following Internal Revenue tax matters (specify the type(s) of tax and year(s) or period(s) (date of death if estate tax)):

Application for Recognition of Exempt Status and all related purposes.

The attorney(s)-in-fact (or either of them) are authorized, subject to revocation, to receive confidential information and to perform on behalf of the taxpayer(s) the following acts for the above tax matters:

(Strike through any of the following which are not granted.)

- To receive, but not to endorse and collect, checks in payment of any refund of Internal Revenue taxes, penalties, or interest. (See "Refund checks" on page 2 of the separate instructions.)
- To execute waivers (including offers of waivers) of restrictions on assessment or collection of deficiencies in tax and waivers of notice of disallowance of a claim for credit or refund.
- To execute consents extending the statutory period for assessment or collection of taxes.
- To execute closing agreements under section 7121 of the Internal Revenue Code.
- To delegate authority or to substitute another representative.

Other acts (specify) _____

Send copies of notices and other written communications addressed to the taxpayer(s) in proceedings involving the above matters to (Name, address including ZIP code, and telephone number):

and

This power of attorney revokes all earlier powers of attorney and tax information authorizations on file with the same Internal Revenue Service office for the same matters and years or periods covered by this form, except the following:

(Specify to whom granted, date, and address including ZIP code, or refer to attached copies of earlier powers and authorizations.)

Signature of or for taxpayer(s)

If signed by a corporate officer, partner, or fiduciary on behalf of the taxpayer, I certify that I have the authority to execute this power of attorney on behalf of the taxpayer.

John A. Butzel President 16 Dec. 1982
 (Signature) (Title, if applicable) (Date)

 (Signature) (Title, if applicable) (Date)

(The applicable portion of the back page must also be completed.)

If the power of attorney is granted to an attorney, certified public accountant, or enrolled agent, this declaration must be completed.

I declare that I am not currently under suspension or disbarment from practice before the Internal Revenue Service, that I am aware of Treasury Department Circular No. 230 as amended (31 C.F.R. Part 10), Regulations Governing the Practice of Attorneys, Certified Public Accountants, and Enrolled Agents before the Internal Revenue Service, and that:

- I am a member in good standing of the bar of the highest court of the jurisdiction indicated below; or
- I am duly qualified to practice as a certified public accountant in the jurisdiction indicated below; or
- I am enrolled as an agent pursuant to the requirements of Treasury Department Circular No. 230.

Designation (Attorney, C.P.A., or Agent)	Jurisdiction (State, etc.) or Enrollment Card Number	Signature	Date
Attorney	New York	<i>Albert B. Butz</i>	12/29/82
Attorney	New York	<i>Judith L. Larson</i>	12/16/82

if the power of attorney is granted to a person other than an attorney, certified public accountant, or enrolled agent, it must be witnessed or notarized below. (See Treasury Department Circular No. 230 as amended (31 C.F.R. Part 10), Regulations Governing the Practice of Attorneys, Certified Public Accountants, and Enrolled Agents before the Internal Revenue Service, for persons recognized to practice before the Internal Revenue Service.)

The person(s) signing as or for the taxpayer(s): (Check and complete one.)

is/are known to and signed in the presence of the two disinterested witnesses whose signatures appear here:

(Signature of Witness) (Date)

(Signature of Witness) (Date)

appeared this day before a notary public and acknowledged this power of attorney as a voluntary act and deed.

(Signature of Notary) (Date) NOTARIAL SEAL (if required)