

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

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

371 g - 116. 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

3718-146-1

SOUTHERN V. S. EDWARDS

Langbourne W. Williams, Jr.

Henry C. Adams

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 Osborn* 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 Rowland Lafield* 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. C.L. #1504 Reg. #5451
Kings Co. C.L. #41 Reg. #7182
N. Y. Co. C.L. #373 Reg. #75227
Broox Co. C.L. #3 Reg. #51537
Commission expires March 30, 1937

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

On this *26th* day of *August*, 1936, before me personally appeared *Louis V. Fedauer* 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. 116.6

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



On this *26* day of *August*, 1936, before me personally appeared *Loungbourne M. William*, 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.

Abner Levine

Notary Public - No. 10, Reg. No. 7000
Cert. filed Y. Co. No. 15, Reg. No. 7-17
Commission expires March 30, 1937

STATE OF NEW YORK
COUNTY OF *Rutuan* SS.:

On this *27th* day of *August*, 1936, before me personally appeared *Henry C. DeBor* 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 C. Sweeney
Notary Public
Rutuan Co. New York

~~STATE OF NEW YORK
COUNTY OF *Tulsa* SS.:~~

~~On this *27* day of *August*, 1936, before me personally appeared *[Name]* 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.~~

I, **ARON STEUER**, 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.*

Dated, New York City, September 2, 1936.

Arnon Steuer
JUSTICE OF THE SUPREME COURT
OF THE STATE OF NEW YORK

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paid
31 3715
1936

CERTIFICATE OF INCORPORATION

OW
m -of-
THE HUDSON RIVER CONSERVATION
SOCIETY *INC*

(Pursuant to Membership
Corporations Law).

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

TAX \$..... *none*

FILING FEE \$..... *70-*

Edward J. Flynn
SECRETARY OF STATE

[Signature]
CASHIER

Osborn, Fleming, Whittelsey
70 Exchange Place
New York City

3715-146-8

CERTIFICATE OF REPORT OF EXISTENCE OF
The Hudson River Conservation Society, Inc.

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
Exact Name of Corporation

Pursuant to Section 57 of the Membership Corporations Law

- The name of the corporation is THE HUDSON RIVER CONSERVATION SOCIETY, INC.
Name of Corporation
- The original name was SOME
If name has been changed, insert original name
- The certificate of incorporation was filed in the Department of State on Sept. 8, 1954
Date of Incorporation
- The corporation was formed pursuant to the "Membership Corporations Law."
Cite Incorporation Statute
- The existence of the foregoing corporation is hereby continued.

THE HUDSON RIVER CONSERVATION SOCIETY, INC.

X Harold S. Deming (Harold S. Deming)
Treasurer

To be signed by an officer,
trustee, director or five mem-
bers in good standing.

373

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

On this 9th day of February, 1952, before me personally appeared

Harold S. Deming to me personally known and known to me to be the person(s) described in and who executed the foregoing certificate, and (he) (~~they~~) thereupon acknowledged to me that (he) (~~they~~) executed the same for the uses and purposes therein mentioned.

Marie A. Cronell
Notary Public
MARIE A. CRONELL
NOTARY PUBLIC, STATE OF NEW YORK
No. 108-1090
County of _____
Qualified in Westchester County
Crt. filed with N. Y. Co. Clerk & Register
Term expires March 30, 1952

NOTE: If the foregoing acknowledgment is taken without the State of New York, the signature of the notary public should be authenticated by a certificate of the clerk of the county in which such notary has power to act, or other proper officer.

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**CERTIFICATE OF REPORT
OF EXISTENCE OF**

THE HUDSON RIVER CONSERVATION SOCIETY, INC.
Exact Name of Corporation

**Pursuant to Section 57
of the
MEMBERSHIP CORPORATIONS
LAW**

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 3 1952

FILING FEE \$5.00

Thomas J. Curran

Secretary of State

HAROLD S. DEMING, Treasurer.
Name of Filer

80 Broad St.
N.Y.4

3718 196
C

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296276-6

CERTIFICATE OF
CHANGE OF PURPOSES

OF

THE HUDSON RIVER CONSERVATION
SOCIETY, INC.

Pursuant to Section Thirty
of the
Membership Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 14 1961

TAXES None
FILING FEE \$ 50

Arthur H. Linn
Secretary of State

A. Bell

CLARK, CARR & ELLIS
120 BROADWAY, NEW YORK

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 historic landmarks thereof."

296-276-1

296276

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 ^{31st} ~~first~~ day of ^{October} ~~November~~,
1961.

William H. Cotton

John D. Dale

296 276-2

said corporation; that they have been authorized to execute and file the foregoing certificate 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.

Arthur H. Watson

John T. Lake

Subscribed and sworn to
before me, this 31st
day of ~~November~~ 1961.
270359

Vesta J. C. Skehan
Notary Public

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

296276-4

1-12

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 1 - 1982

AMT. OF CHECK \$ 49
FILING FEE \$ 30
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ 9
CERT \$ _____
REFUND \$ _____
SPEC HANDLE \$ 10

BY: ms
New
Dutgers
TYPE B

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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1/15

RECEIVED
SEP 30 12 PM '82

BERLE, BUTZEL, KASS & CASE
ATTORNEYS AT LAW
45 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10011

RECEIVED
SEP 23 9 AM '82

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 Meis
Notary Public

Notary Public
State of New York
No. 0114753448
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. Damers
Notary Public

CAROL A. DAMERS
Notary Public, State of New York
No. 01DE4753448
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. Damers
Notary Public

CAROL A. DAMERS
Notary Public, State of New York
No. 01DE4753448
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 24, 1982

Lucille Polk Buell
Justice of the Supreme Court

214:00030

0/0

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF DUTCHESS

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

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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F 010907000697 CSC 45

CERTIFICATE OF AMENDMENT

OF

THE SCENIC HUDSON LAND TRUST, INC.

Under Section 803 of the Not for Profit Corporation Law

Handwritten initials

lcc

FILED BY: PATTERSON, BELKNAP, WEBB & TYLER, LLP
1133 Avenue Of The Americas
New York, NY 10036-6710
Cust. Ref#423277DB/pal

STATE OF NEW YORK
DEPARTMENT OF STATE

SEP 07 2001

DRAWDOWN

FILED TAXES BY: *Handwritten signature*

DUTCH

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SEP 7 12 08 PM '01

RECEIVED

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CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
THE HUDSON RIVER CONSERVATION SOCIETY, INC.
UNDER SECTION 803
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 Mem-
bership 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 Sec-
tion 201 of the Not-for-Profit Corporation Law.

4. The name of the Corporation, as set forth
in its Certificate of Incorporation, is hereby changed from

The Hudson River Conservation Society, Inc. to THE HUDSON RIVER CONSERVATION LAND TRUST, INC.

5. The foregoing amendment to the Certificate of Incorporation was adopted by the unanimous vote of all members of the Corporation's board of directors at a meeting of such board at which a quorum was present throughout.

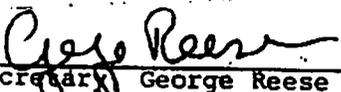
6. The Secretary of State is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any such process against the Corporation which is served upon him is:

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

IN WITNESS WHEREOF, we have signed this Certificate of Amendment and affirm it to be true under the penalties of perjury as of the 14th day of October, 1983.



President, Kenneth Toole



Secretary George Reese

237:137

STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.:

On the 14th day of October, 1983, before me personally came Kenneth Toole, to me known, who, being by me duly sworn, did depose and say that he resides at 29 Louise Place, Staatsburg, New York: 12580, that he is the President of The Hudson River Conservation Society, Inc., the corporation described in and which executed the foregoing instrument and that he signed his name thereto by the order of the board of directors of said corporation.

JUDITH L. LARSEN
Notary Public, State of New York
No. 4682484
Qualified in Kings County
Commission Expires March 30, 1983

Judith L. Larsen
Notary Public

31 NY

STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.:

On the 14th day of October, 1983, before me personally came George Reese, to me known, who, being by me duly sworn, did depose and say that he resides at 830 Park Avenue, New York, New York, that he is the Secretary of The Hudson River Conservation Society, Inc., the corporation described in and which executed the foregoing instrument and that he signed his name thereto by the order of the board of directors of said corporation.

Judith L. Larsen
Notary Public

JUDITH L. LARSEN
Notary Public, State of New York
No. 4682484
Qualified in Kings County
Commission Expires March 30, 1983

31 NY

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 :
Incorporation of :

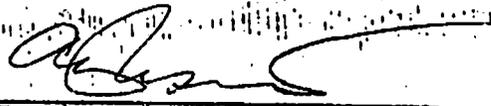
THE HUDSON RIVER CONSERVATION SOCIETY, :
INC. :

APPROVAL

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

I, **ALBERT M. ROSENBLATT**, a Justice of the
Supreme Court of the State of New York in the 9th Judi-
cial District wherein the principal office of THE HUDSON
RIVER CONSERVATION SOCIETY, INC. is to be located, do here-
by approve the within Certificate of Amendment of the Certi-
ficate of Incorporation of said THE HUDSON RIVER CONSERVA-
TION SOCIETY, INC. and consent that the same be filed.

Dated: *Poughkeepsie*, New York
November 7 1983


Justice of the Supreme Court
North Judicial District

ALBERT M. ROSENBLATT

353:028

NOTED HAS NO
GRANTING OF
HEEDON AND
NOTICE.

October 28, 1983

WALTER ROBERTS
ASSISTANT ATTORNEY GENERAL

A

State of New York,
Banking Department

I, Kevin F. Barnard, Deputy Superintendent of Banks of the State of New York, hereby approve, pursuant to section 301(a)(5)(B) of the Not-for-Profit Corporation Law, as amended, the use of the word "trust" in the corporate title of The Hudson River Conservation Land Trust, Inc.

Witness, my hand and official seal of the Banking Department at the City of New York,
this 1st day of November in the Year of our Lord
one thousand nine hundred and eighty-three.

Kevin F. Barnard
Deputy Superintendent of Banks.

nc

nc

F910204000 360

CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
THE HUDSON RIVER CONSERVATION LAND TRUST, INC.
UNDER SECTION 803
OF THE
NOT-FOR-PROFIT CORPORATION LAW

1 cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 4 1991
TAXS
BY: *PEM*

DUTCH. Co.

910204000 408

BERLE, KASS & CASE
ATTORNEYS AT LAW
45 ROCKEFELLER PLAZA
NEW YORK, NEW YORK 10011
12121 745 1000

16. NY CO
FILED

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FILED

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

THE HUDSON RIVER CONSERVATION LAND TRUST, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT
CORPORATION LAW

WE, the undersigned, being the President and Secretary
of The Hudson River Conservation Land Trust, Inc. do hereby
certify:

(1) The name of the corporation is The Hudson River
Conservation Land Trust, Inc. (the "Corporation"). The Corpora-
tion was originally formed under the name The Hudson River
Conservation Society, Inc.

(2) The certificate of incorporation of the Corpora-
tion was filed by the Department of State on the 3rd day of
September, 1936. The Corporation was formed under the Membership
Corporation Law of the State of New York.

(3) The Corporation is a corporation as defined in
subparagraph (a)(5) of section 102 of the Not-For-Profit Corpora-
tion Law and is a Type B corporation under section 201 of the
Not-For-Profit Corporation Law.

(4) Paragraph "FIRST" of the Certificate of Incorpora-
tion of the Corporation, which sets forth the name of the Cor-
poration, is hereby amended by changing the name of the Corpora-

tion from The Hudson River Conservation Land Trust, Inc. to THE
SCENIC HUDSON LAND TRUST, INC.

(5) The foregoing amendment to the Certificate of
Incorporation of the Corporation was authorized by the unanimous
written consent of the Corporation's entire board and all of its members.

(6) The Secretary of State of the State of New York
is hereby designated the agent of the Corporation upon whom
process against it may be served. The post office address to
which the Secretary of State shall mail a copy of any process
against the Corporation served upon him as agent of the Corpora-
tion is Scenic Hudson Land Trust, Inc., c/o Scenic Hudson,
Inc., 9 Vassar Street, Poughkeepsie, New York 12601.

IN WITNESS WHEREOF, we have executed this Certificate
this day 26 of September, 1990 and affirm that the statements
made herein are true under penalty of perjury.

Frances S. Reese
President, Frances S. Reese

Rudolph S. Rauch
Secretary, Rudolph S. Rauch

7063:028

STATE OF NEW YORK)
COUNTY OF New York)

On the 26th day of September, 1990, before me personally came Frances S. Reese to me known, who, being by me duly sworn, did depose and say that she resides at Hughsonville, NY, that she is the President of The Hudson River Conservation Land Trust, Inc., the corporation described in and which executed the foregoing instrument and that she signed her name thereto by the order of the board of directors of said corporation.

Catherine A. Shea
Notary Public

CATHERINE A. SHEA
Notary Public, State of New York
No. 31-4861848
Qualified in New York County
Commission Expires June 8, 1991

STATE OF NEW YORK)
COUNTY OF New York)

On the 26th day of September, 1990, before me personally came Rudolph S. Rauch to me known, who, being by me duly sworn, did depose and say that he resides at Cold Spring, NY, that he is the Secretary of The Hudson River Conservation Land Trust, Inc., the corporation described in and which executed the foregoing instrument and that he signed his name thereto by the order of the board of directors of said corporation.

Margaret F. Mulhern
Notary Public

MARGARET F. MULHERN
Notary Public, State of New York
No. 4866528
Qualified in New York County
Commission Expires September 25, 1991

7063:029

5

State of New York,
Banking Department

I, Barbara T. Barrantes, Deputy Superintendent of Banks of the State of New York, hereby approve, pursuant to New York Not-for-Profit Corporation Law Section 301(a)(5)(B) as amended, the use of the word or a derivative of the word "trust" in the corporate title of THE SCENIC HUDSON LAND TRUST, INC.

Witness, my hand and official seal of the Banking Department at the City of New York.

this 7th day of December in the Year of our Lord
one thousand nine hundred and ninety.

4 Barbara Barrantes
Deputy Superintendent of Banks.

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 :
Incorporation of :
-----X

THE HUDSON RIVER CONSERVATION LAND : APPROVAL
TRUST, INC. :

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

I, **JOSEPH JUDICE**, a Justice of the
Supreme Court of the State of New York in the 9th Judi-
cial District wherein the principal office of THE HUDSON
RIVER CONSERVATION LAND TRUST, INC. is to be located, do here-
by approve the within Certificate of Amendment of the Certi-
ficate of Incorporation of said THE HUDSON RIVER CONSERVATION
LAND TRUST, INC. and consent that the same be filed.

Dated: *Roughly* New York

1/15/91
January 18th, 1991

Joseph Judice

Justice of the Supreme Court
9th Judicial District

Bernard Brown
ASSISTANT ATTORNEY GENERAL

5

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE SCENIC HUDSON LAND TRUST, INC.**

**Under Section 803 of the Not-For-Profit
Corporation Law**

I, the undersigned, being the President of The Scenic Hudson Land Trust, Inc., do hereby certify:

(1) The name of the corporation is The Scenic Hudson Land Trust, Inc. (the "Corporation").

(2) The Corporation's Certificate of Incorporation was filed by the Department of State on September 3, 1936. The Corporation's Certificate of Incorporation was amended by a Certificate of Change of Purposes that was filed by the Department of State on November 14, 1961, and Certificates of Amendment that were filed by the Department of State on October 1, 1982, November 15, 1983, and February 4, 1991. The Corporation was formed under the Membership Corporation Law of the State of New York, which was superseded by the Not-for-Profit Corporation Law effective September 1, 1970.

(3) The Corporation is a corporation as defined in subparagraph (a) (5) of section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under section 201 of said law.

(4) Subparagraph (3) of paragraph 12 of the Corporation's Certificate of Incorporation, which describes dissolution of the Corporation, is hereby amended to read in its entirety as follows:

"(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 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 to Scenic Hudson, Inc., or if, at such time, Scenic Hudson, Inc. does not exist or is not exempt from Federal income tax under Section 501(c)(3) of the Code, then to one or more 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 clauses (vii) and

(viii) thereof) of the Code."

(5) A new paragraph 13 is hereby added to set forth the membership structure of the Corporation, and shall read in its entirety as follows:

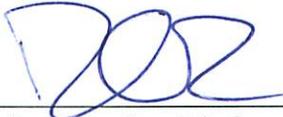
"13. Pursuant to Section 601 of the Not-for-Profit Corporation Law, the Corporation shall have a sole member, which shall be Scenic Hudson, Inc., a New York not-for-profit corporation."

(6) The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized by the vote of a majority of the members of the Corporation at a duly called meeting of the membership.

(7) The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process which is served on him is:

The Scenic Hudson Land Trust, Inc.
9 Vassar Street
Poughkeepsie, New York 12601

IN WITNESS WHEREOF, the undersigned has signed this certificate this 10th day of August, 2001.



Frederic C. Rich
President