

CERTIFICATE OF INCORPORATION

OF

MOHONK PRESERVE, INC.

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

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certifies:

FIRST: The name of the corporation is:  
MOHONK PRESERVE, INC.

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

THIRD: The purposes for which the corporation is to be formed are:

(a) To advance knowledge and understanding of nature, the natural environment, and the relationships of men, women and children to nature;

(b) To create an environment in which the public may be educated in the purposes and importance of natural processes and natural resources, and in which men, women and children may be morally and mentally improved, sustained and enriched through such education and through their active

and passive contacts with nature; and

(c) To carry on research and other educational activities relating to such environment and to the study, improvement, management and preservation of all forms of life.

To further these purposes, and not by way of limitation of any of its lawful powers, the corporation may:

A. Acquire, by gift, purchase or otherwise, real and personal property, both tangible and intangible, of every sort and description and interests in such real and personal property, and use such property and the net earnings thereof, including the proceeds of the sale thereof in such manner as the Trustees of the corporation shall deem appropriate to carry out one or more of the above purposes except that the Trustees shall not sell real property where the donor shall have provided by appropriate deed or other recordable restriction that the same shall not be sold; and

B. Receive, by gift or otherwise, and hold or otherwise deal, act with respect to, land or interests in land, subject to special restrictions authorized by the law of the State of New York.

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

FOURTH: The corporation is a Type B corporation.

FIFTH: The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including, for such purposes, the making of distributions to organizations that qualify as charitable or educational organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3)

of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

SEVENTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The office of the corporation is to be  
CITY AND  
located in the County of New York.

NINTH: The territory in which the corporation's  
activities are principally to be conducted is the United States  
of America.

TENTH: The names and addresses of the directors  
until the first annual meeting are:

<u>Name</u>	<u>Address</u>
Bradley Snyder	Mohonk Lake New Paltz, New York 12561
Daniel Smiley	Mohonk Lake New Paltz, New York 12561
Karl A. Beard	9 Crescent Lane New Paltz, New York 12561
David Sive	89 Lark Street Pearl River, New York 10965
Sara Senior	54 Merbrook Lane Merion Station, Pennsylvania 19066

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

c/o Winer, Neuburger & Sive  
425 Park Avenue  
New York, New York 10022.

TWELFTH: Prior to delivery of this certificate to the Department of State for filing all required approvals or consents will be endorsed upon or annexed to this certificate.

THIRTEENTH: The subscribers are of the age of eighteen years or over.

IN WITNESS WHEREOF, this certificate has been signed by the subscribers this 27<sup>th</sup> day of March, 1978.

*Bradley Snyder*

Bradley Snyder ✓  
Mohonk Lake  
New Paltz, New York 12561

*Daniel Smiley*

Daniel Smiley ✓  
Mohonk Lake  
New Paltz, New York 12561

*David Sive*

David Sive  
89 Lark Street  
Pearl River, New York 10965

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

On this 27<sup>th</sup> day of March, 1978, before me personally came Bradley Snyder, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and he duly acknowledged to me that he executed the same.

*Laurence May*  
 \_\_\_\_\_  
 Notary Public

LAURENCE MAY  
 Notary Public, State of New York  
 No. 31-463851  
 Qualified in New York County  
 Commission Expires March 30, 1978

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

On this 27<sup>th</sup> day of March, 1978, before me personally came Daniel Smiley, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and he duly acknowledged to me that he executed the same.

*Laurence May*  
 \_\_\_\_\_  
 Notary Public

LAURENCE MAY  
 Notary Public, State of New York  
 No. 31-463851  
 Qualified in New York County  
 Commission Expires March 30, 1978

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

On this 24<sup>th</sup> day of March, 1978, before me personally came David Sive, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and he duly acknowledged to me that he executed the same.

*Laurence May*  
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 Notary Public

LAURENCE MAY  
 Notary Public, State of New York  
 No. 31-463851  
 Qualified in New York County  
 Commission Expires March 30, 1978

I, **BERNARD NADEL** a Justice of the Supreme Court of the First Judicial District, do hereby approve the foregoing Certificate of Incorporation of Mohonk Preserve, Inc. and consent that the same be filed.

APR 12 1978

Dated: — NEW YORK, N.Y.

*Bernard Nadel*  
\_\_\_\_\_  
JUSTICE OF THE SUPREME COURT  
OF THE STATE OF NEW YORK

**BERNARD NADEL**

*4/4/78*  
THE UNDERSIGNED HAS NO  
OBJECTION TO THE GRANTING  
OF JUDICIAL APPROVAL  
HEREON AND WAIVES  
STATUTORY NOTICE

LOUIS J. LEFKOWITZ  
Attorney General  
State of New York

*Robert J. Task*

ROBERT J. TASK  
ASSISTANT ATTORNEY GENERAL



THE UNIVERSITY OF THE STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
ALBANY, NEW YORK 12234

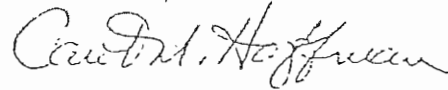
COUNSEL  
AND  
DEPUTY COMMISSIONER FOR LEGAL AFFAIRS

March 27, 1978

TO: Department of State  
Division of Corporations

FROM: Office of Counsel and Deputy Commissioner  
for Legal Affairs

By: Carol M. Hoffman  
Staff Attorney



SUBJECT: MOHONK PRESERVE, INC.

REFERENCE: Proposed Certificate of Incorporation

The attached document was submitted to this Office for review to determine whether the provisions of section 216 of the Education Law require the consent of the Commissioner of Education to its filing with the Department of State, or whether the Education Department would have any objection to its filing.

After review it is the opinion of this Office that there is no necessity for the Commissioner to consent to filing, and that we have no objection to such filing.

This waiver of consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this memorandum.

Att.

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

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

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