

CERTIFICATE OF INCORPORATION

-of

WESTMORELAND SANCTUARY, INC.

Pursuant to the Membership Corporations Law

The undersigned, desiring to become a membership corporation pursuant to Article Two of the Membership Corporations Law of the State of New York, do make, subscribe, acknowledge and file this certificate for that purpose as follows:

1. The name of the proposed corporation (which is hereafter referred to as "the corporation") shall be:

WESTMORELAND SANCTUARY, INC.

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

(a) To acquire, establish and maintain, for the free use, enjoyment, and appreciation of the public, a tract or tracts of land, including woodland and streams, as a nature sanctuary or sanctuaries wherein wild bird and animal life as well as native flowers, shrubs, plants and trees will be cherished, protected and preserved; to promote nature appreciation, preservation and conservation generally, for the present and future benefit and enjoyment of the public; and to establish and maintain, if deemed feasible and beneficial, exhibition rooms for the display of botanical, geological or other specimens found within the area of the sanctuary or sanctuaries;

(b) To receive and acquire by grant, gift, devise, bequest or otherwise, money and property, real and personal, of every kind and description, for the purposes of this corporation and to enter into reasonable and proper obligations with

respect thereto, subject to such limitations as may be prescribed by law; and to administer and use the same and any and all income derived therefrom and from the activities of the corporation for any one or more of the purposes in this Article 2 specified; and

(c) To do any and all things necessary, suitable, convenient or proper in connection with or incidental to the accomplishment of any of the purposes in this Article 2 specified, and in general to do any and all things and to exercise any and all powers in furtherance of any one or more of said purposes which it may now or hereafter be lawful for the corporation to do or to exercise under the laws of the State of New York now or hereafter applicable to the corporation; but nothing herein contained shall be deemed to authorize the corporation to exercise the powers for which a corporation may be chartered by the Regents of the University of the State of New York.

The corporation is not organized for pecuniary profit, nor is it to have any power to issue certificates of stock or to make or to declare dividends. No part of its net earnings shall inure to the benefit of any member, director, or individual. Upon the dissolution or other termination of the corporation, the balance, if any, of all money and property received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, or after the making of adequate provision therefor, shall be used and distributed exclusively for charitable and educational purposes, or either of them, subject to the order of the Supreme Court in such cases made and provided.

3. The territory in which the operations of the corporation are principally to be conducted is the County of Westchester and adjacent territory.

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

5. The number of directors of the corporation shall be not less than five nor more than nine.

6. The names of the persons who shall be directors of the corporation until the first annual meeting are:

<u>Name</u>	<u>Residence</u>
Helen C. Frick	7200 Penn Avenue Pittsburgh 8, Pa.
Edwin De T. Bechtel	Bedford Four Corners Mt. Kisco, New York
John Kieran	1360 Midland Avenue Bronxville, New York
Frank E. Mason	405 Lexington Avenue New York, New York
Nicholas Shoumatoff	Bedford New York

7. All of the subscribers of this certificate are of full age and are citizens of the United States; at least one of them is a resident of the State of New York; and 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 of incorporation as of the 16th day of March, 1957.

Helen C. Frick

Edwin De T. Bechtel

John Kieran

Frank E. Mason

Nicholas Shoumatoff

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

On this 19th day of March, 1957, before me personally appeared JOHN KIERAN, 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.

Madeline C. Lloyd
Notary Public

State of New York
Qualified in Nassau and New York
Counties
#30-2384925 expires March 30,
1957

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

EDWIN DE T. BECHTEL, being duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate of incorporation, and that he is of full age, a citizen of the United States and a resident of the State of New York.

Sworn to before me this
19th day of March, 1957.

Edwin De T. Bechtel

(Notarial
Seal)

James Aldewereld
Notary Public

James Aldewereld
Notary Public, State of New York
No. 30-5040200
Qualified in Nassau County
Certs. filed with N. Y. Co. Clk. & Reg.
Term Expires March 30, 1958

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

JOHN KIERAN, being duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate of incorporation, and that he is of full age, a citizen of the United States and a resident of the State of New York.

Sworn to before me this
19th day of March, 1957.

John Kieran

(Notarial Seal)

Madeline C. Lloyd
Notary Public

Notary Public, State of New York
No. 30-2384925
Qualified in Nassau & N. Y. Counties
Commission Expires March 30, 1957

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

EDWIN De T. BECHTEL, being duly sworn, deposes and says that he is the attorney for the subscribers of the annexed certificate of incorporation, and that no previous application for the approval of said certificate by any Justice of the Supreme Court has been made, except that a similar certificate was presented at Special Term, Part II, of the Supreme Court, New York County, for approval on March 11, 1957, and I was requested to either obtain the consent of the Department of Education or to revise the certificate to make it clear that the corporation did not intend to exercise powers for which a corporation could be organized by the Regents. The attached certificate has been revised accordingly.

Edwin De T. Bechtel

Sworn to before me this
15th day of March, 1957.

Marie C. O'Donnell
Notary Public
Marie C. O'Donnell
Notary Public, State of New York
No. 41-2942500
Qualified in Queens County
Commission Expires March 30, 1957.

(Notarial
Seal)

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

On this 16th day of March, 1957, before me personally came HELEN C. FRICK, to me known and known to me to be the individual described in and who executed the foregoing instrument, and she duly acknowledged to me that she executed the same.

(Notarial Seal)

H. Pierce Onderdonk
Notary Public
H. Pierce Onderdonk
Notary Public in the State of
New York
Appointed for Westchester County
My Commission Expires March 30, 1958

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

On this 19th day of March, 1957, before me personally appeared EDWIN De T. BECHTEL, FRANK E. MASON and NICHOLAS SHOUMATOFF, to me known and known to me to be the individuals described in and who executed the foregoing instrument, and they severally duly acknowledged to me that they executed the same.

(Notarial Seal)

James Aldewereld
Notary Public
James Aldewereld
Notary Public, State of New York
No. 30-5040200
Qualified in Nassau County

Certs. filed with N. Y. Co.
Clk. & Reg., Term expires
March 30, 1958

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

FRANK E. MASON, being duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate of incorporation, and that he is of full age, a citizen of the United States and a resident of the State of New York.

Sworn to before me this
19th day of March, 1957.

Frank E. Mason

James Aldewereld
Notary Public

Notary Public, State of New York
No. 30-5040200
Qualified in Nassau County
Certs. filed with N. Y. Co. Clk. & Reg.
Term Expires March 30, 1958
(Notarial Seal)

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

NICHOLAS SHOUMATOFF, being duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate of incorporation, and that he is of full age, a citizen of the United States and a resident of the State of New York.

Sworn to before me this
19th day of March, 1957.

Nicholas Shoumatoff

James Aldewereld
Notary Public

James Aldewereld, Notary Public, State of (Notarial Seal)
New York
No. 30-5040200
Qualified in Nassau County, Certs. filed with
N. Y. Co. Clk. & Reg., Term Expires March 30, 1958

I, a Justice of the Supreme Court of the State of New York, First Judicial District, hereby approve the foregoing certificate of incorporation of Westmoreland Sanctuary, Inc.

Joseph A. Cavagan
Justice of the Supreme Court
of the State of New York

Dated, New York, March 20th, 1957.

CL
Filed 6/22/81

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
WESTMORELAND SANCTUARY, INC.

Under Section 803 of the Not-for-Profit
Corporation Law

The undersigned, desiring to amend the certificate of incorporation of Westmoreland Sanctuary Inc. under Sec. 803 of the Not-for-Profit Corporation Law of the State of New York, do make, subscribe, verify and file this certificate for that purpose as follows:

1. The name of the corporation is WESTMORELAND SANCTUARY, INC. (hereinafter referred to as "the corporation").
2. The certificate of incorporation of the corporation was filed by the State of New York Department of State on March 28, 1957; the corporation was formed under Article Two of the Membership Corporation Law of the State of New York.
3. The corporation is a corporation as defined in subparagraph (a)(5) of Sec. 102 of the Not-for-Profit Corporation Law; the corporation is a Type B corporation under Sec. 201 of the Not-for-Profit Corporation Law and the purposes of the corporation are not enlarged, limited or otherwise changed by this certificate of amendment.
4. The post office address to which the Secretary of State should mail a copy of any notice required by law is changed to: Chestnut Ridge Road, Mount Kisco, New York 10549.

5. The certificate of incorporation is amended to delete paragraph 5 which states:

"5. The number of directors of the corporation shall be not less than five nor more than nine."

and to insert the following:

"5. The number of directors of the corporation shall be fixed by the by-laws of the corporation."

6. The amendment of the certificate of incorporation was approved by a majority vote of the members entitled to vote thereon of the corporation at a special meeting held on September 23, 1981, as prescribed in Sec. 102 and Sec. 613 of the Not-for-Profit Corporation Law.

7. A statement of approval of the certificate of incorporation as defined in subparagraph (a)(3) of Sec. 102 of the Not-for-Profit Corporation Law by Joseph A. Gavagan, a Justice of the Supreme Court of the State of New York, was annexed to the certificate of incorporation. No approval or consent to this certificate of amendment is required.

IN WITNESS WHEREOF, we have made, subscribed and verified this certificate of amendment as of the 21st day of May, 1981.

S/ MINTURN V. CHACE
MINTURN V. CHACE
President

S/ WILLIAM M. THROOP JR.
WILLIAM M. THROOP, JR.
Secretary

