

**Restated
Certificate of Incorporation
of
*Catskill 3500 Club, Inc.***

Under § 805 of the
N.Y. Not-for-Profit Corporation Law

We, the undersigned, being the president and secretary of Catskill 3500 Club, Inc., do hereby certify:

- (1) The name of the corporation is Catskill 3500 Club, Inc.
- (2) The certificate of incorporation of Catskill 3500 Club, Inc. was filed by the Department of State on the 29th of January, 1980. A certificate of amendment of the certificate of incorporation of Catskill 3500 Club, Inc. was filed by the Department of State on the 15th of February, 1994.
- (3) The certificate of incorporation of Catskill 3500 Club, Inc. is amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:

- a. Paragraph 2 of the certificate of incorporation, which identifies the statutory authority under which the corporation is formed, shall be amended to read as follows:

Catskill 3500 Club, Inc. shall be a charitable corporation defined under Not-For-Profit Corporation Law §§ 102(a)(3-a) and 102(a)(5).

- b. Paragraph 3 of the Certificate of Incorporation regarding the purpose of the corporation, shall be amended to read as follows:

3. The purposes for which the corporation is formed are:
 1. To recognize the accomplishments of those individuals who climb and descend the designated Catskill Mountain high peaks.
 2. To foster appreciation and stewardship of the Catskill Mountains among both members and the general public.
 3. To encourage and enable hikers and visitors to the Catskill Mountains to be safe, well-informed, and prepared.
 4. To provide educational and safety programming to the public, including, but not limited to, guided hikes, educational activities, trail and lean-to maintenance, conservation activities, and wilderness search and rescue.
 5. To undertake activities throughout the State of New York and wherever else it may be necessary, and in affiliation with like-minded organizations of all kinds, wheresoever they may be located, in order to achieve the Club's purposes.
 6. To engage exclusively in educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits.
 7. To solicit, apply for and receive donations and grants from private and public sources, including individuals, public and private corporations and foundations, and agencies and instrumentalities of local, state, and

federal governments, in order to accumulate sufficient funds to support the Club's purposes.

8. To further, by all means that are both wise and opportune, objectives included within or related to the purposes set forth above.
9. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Not-For-Profit Corporation Law § 202.

- i. Paragraph 5 of the Certificate of Incorporation, regarding the management of and control of the corporation shall be amended to read as follows:

5. The governance, management, and control of the corporation shall be vested in the Board of Directors which consists of officers and directors whose number and mode of election shall be prescribed in the By-laws.

- c. Paragraph 6 of the Certificate of Incorporation, regarding the amendment of the certificate of incorporation, shall be amended to read as follows:

6. Amendments to this Certificate of Incorporation shall require approval by the Board of Directors and a majority vote of the members present at a meeting, except that changes in location, address for mailing purposes, designation of Secretary of State or registered agent, if any, may be authorized by the Board of Directors.

- d. Paragraph 7 of the Certificate of Incorporation, regarding the corporation classification type under Not-For-Profit Corporation Law § 201(b), is hereby removed.

- e. Paragraphs 8, 9, and 10 are hereby renumbered as Paragraphs 7, 8, and 9 respectively.

- f. Paragraph 8 of the Certificate of Incorporation, which sets forth the location of the office of corporation, is hereby amended to read as follows:

7. The principal office of the corporation shall be located in the County of Ulster, State of New York.

- g. Paragraph 10 of the Certificate of Incorporation, which sets forth the address for notifications of the Secretary of State should such notifications be necessary, is hereby amended to read as follows:

9. 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 or her as agent of the corporation is:

Catskill 3500 Club, PO Box 294, West Hurley, NY 12491

- h. Paragraph 11 of the Certificate of Incorporation, regarding additional approvals or consent, is hereby removed.

- i. A new Paragraph 10 of the Certificate of Incorporation, regarding certain requirements

under the Internal Revenue Code, is hereby added to read as follows:

10. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more the purposes 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.

- j. A new Paragraph 11 of the Certificate of Incorporation, regarding certain requirements under the New York Not-For-Profit Corporation Law, is hereby added to read as follows:

11. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, directors or officer of the corporation or any private individual (except to the extent permitted under the New York Not-For-Profit Corporation Law to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation) and no member, trustee, director, officer, or private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation.

- k. Paragraph 12 of the Certificate of Incorporation, regarding the limitation on political involvement, is hereby amended to read as follows:

12. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code § 501(h)) or participation in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

- l. A new Paragraph 13 of the Certificate of Incorporation, regarding dissolution, is hereby added to read as follow:

13. In the event of the dissolution of the corporation, all of the remaining assets shall be distributed to charitable organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, in a manner which, in the judgment of that court, will best accomplish the general purposes for which the corporation was formed.

- (4) The text of the certificate of incorporation is hereby restated, as amended, to read as herein set forth in full:

1. The name of the corporation is Catskill 3500 Club, Inc.

2. Catskill 3500 Club, Inc. shall be a charitable corporation defined under Not-For-Profit Corporation Law §§ 102(a)(3-a) and 102(a)(5).
3. The purposes for which the corporation is formed are:
 - a. To recognize the accomplishments of those individuals who climb and descend the designated Catskill Mountain high peaks.
 - b. To foster appreciation and stewardship of the Catskill Mountains among both members and the general public.
 - c. To encourage and enable hikers and visitors to the Catskill Mountains to be safe, well-informed, and prepared.
 - d. To provide educational and safety programming to the public, including, but not limited to, guided hikes, educational activities, trail and lean-to maintenance, conservation activities, and wilderness search and rescue.
 - e. To undertake activities throughout the State of New York and wherever else it may be necessary, and in affiliation with like-minded organizations of all kinds, wheresoever they may be located, in order to achieve the Club's purposes.
 - f. To engage exclusively in educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits.
 - g. To solicit, apply for and receive donations and grants from private and public sources, including individuals, public and private corporations and foundations, and agencies and instrumentalities of local, state, and federal governments, in order to accumulate sufficient funds to support the Club's purposes.
 - h. To further, by all means that are both wise and opportune, objectives included within or related to the purposes set forth above.
 - i. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Not-For-Profit Corporation Law § 202.
4. Membership requirements are specified in the By-laws of the corporation.
5. The governance, management, and control of the corporation shall be vested in the Board of Directors which consists of officers and directors whose number and mode of election shall be prescribed in the By-laws.
6. Amendments to this Certificate of Incorporation shall require approval by the Board of Directors and a majority vote of the members present at a meeting, except that changes in location, address for mailing purposes, designation of Secretary of State or registered agent, if any, may be authorized by the Board of Directors.
7. The principal office of the corporation shall be located in the County of Ulster, State of New York.
8. The territory in which the corporation's activities are principally to be conducted is in the Catskill Mountain Region of the State of New York
9. The Secretary of State is hereby designated as the agent of the corporation upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is:

10. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more the purposes 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.
11. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, directors or officer of the corporation or any private individual (except to the extent permitted under the New York Not-For-Profit Corporation Law to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation) and no member, trustee, director, officer, or private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation.
12. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code § 501(h)) or participation in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
13. In the event of the dissolution of the corporation, all of the remaining assets shall be distributed to charitable organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, in a manner which, in the judgment of that court, will best accomplish the general purposes for which the corporation was formed.

(5) This restatement of the certificate of incorporation of Catskill 3500 Club, Inc. was authorized by majority vote of the members present at the annual meeting on the ____ day of _____, 2021.

In Witness Whereof, the undersigned have subscribed this certificate and hereby affirm it as true under the penalties of perjury this ____ day of _____, 2021.

Maria Bedo-Calhoun
President

Linda VanSteenburg
Secretary