

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Hudson River Sloop Clearwater, Incorporated

(Insert Name of Domestic Corporation)

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

FIRST: The name of the corporation is:

Hudson River Sloop Clearwater, Incorporated

If the name of the corporation has been changed, the name under which it was formed is:

Hudson River Sloop Restoration, Inc.

SECOND: The certificate of incorporation was filed by the Department of State on:

September 29, 1966

THIRD: The law the corporation was formed under is: New York

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

FIFTH: The corporation is a Type B corporation. If the corporate purposes are being enlarged, limited or otherwise changed, the corporation shall be a Type B corporation.

SIXTH: The amendment effected by this certificate of amendment is as follows:

(Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. **For example**, an amendment changing the name of the corporation would read as follows: "Paragraph *First* of the Certificate of Incorporation relating to *the corporate name* is hereby *amended* to read in its entirety as follows:

First: The name of the corporation is ... (new name) ...")

Paragraph 4 _____ of the Certificate of Incorporation relating to
the tax exempt status of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended
to read in its entirety as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Paragraph 2 of this Certificate. No substantial 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Paragraph 5 of the Certificate of Incorporation relating to
the location of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended
to read in its entirety as follows:

The territory in which its operations are principally to be conducted is the State of New York, but it may also
engage in operations elsewhere in the United States.

(Remove this page if not needed)

Paragraph 7 of the Certificate of Incorporation relating to
the number of directors of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended
to read in its entirety as follows:

The number of directors shall be not less than three nor more than twenty-five.

(Remove this page if not needed)

Paragraph 9 of the Certificate of Incorporation relating to the liquidation, dissolution or winding up of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended to read in its entirety as follows:

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, or whether by operation of law, or otherwise, none of the property of the Corporation, nor any of the proceeds thereof, nor any other assets of the Corporation shall be distributed or shall inure to the benefit of any member, director, officer or any other private individual, but all of such property and assets shall in such case, after necessary expenses thereof, be applied to accomplish the general purposes for which the Corporation is organized, subject to the approval of a Justice of the Supreme Court of the State of New York, and subject to the limitation that in no event shall such property and assets be distributed otherwise than to charitable, religious, scientific, literary or educational organizations which would then meet the requirements for exemption of the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

(Remove this page if not needed)

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is:

724 Wolcott Avenue, Beacon, New York 12508

EIGHTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- The amendment was authorized by a vote of a majority of the members at a meeting.
- The amendment was authorized by the unanimous written consent of the members entitled to vote thereon.
- The amendment was authorized by a vote of a majority of the entire board of directors.
The corporation has no members.

(Signature)

(Signer's Title)

(Print or Type Signer's Name)

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Hudson River Sloop Clearwater, Incorporated

(Insert Name of Domestic Corporation)

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

Filer's Name _____

Address _____

City, State and Zip Code _____

NOTE: The certificate must be submitted with a \$30 filing fee. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. **Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.**

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