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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

EAGLE LAKE PROPERTIES OWNERS, INC.

Under Section 803 of the Not-for-Profit Corporation Law, the undersigned hereby certify and set forth as follows:

FIRST: The name of the corporation is Eagle Lake Property Owners, Inc..

SECOND: The Certificate of Incorporation was filed with the Department of State on April 9, 1993.

THIRD: The corporation is a corporation as defined in subparagraph (a) (5) of Section 101 (Definitions); the corporation is a Type A corporation and shall continue to be a Type A corporation.

FOURTH: The Certificate of Incorporation is hereby amended to amend the purposes in Paragraph 4.

Paragraph 4 shall now read as follows:

(4) Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Internal Revenue Code 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private shall be entitled

to share in distribution of any of the corporate assets on dissolution of the corporation.

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 Section 501 (c) (3), or corresponding provisions of any subsequent Federal Tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In the event of a dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code Section 501 (c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in the Internal Revenue Code Section 509 (a), the corporation shall distribute its income for said period at such time and manner as not subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not: (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941 (d), retain any excess business holdings as defined in Internal Revenue Code Section 4943 (c); (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944; or (C) make any taxable expenditures as defined in Internal Revenue Code Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Nothing contained in this certificate shall authorize or empower the corporation to perform engage in any act or practice prohibited by General Business Law, Section 340 or any other antimonopoly statute of the State of New York.

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FIFTH: This Certificate of Amendment was authorized first by the Board of Directors followed by a majority of the members entitled to vote thereon.

SIXTH: 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 mail a copy of any process against the corporation served upon him is:

c/o William Allen
35 Mill Road
Rhinebeck, New York 12572

IN WITNESS WHEREOF, this Certificate has been subscribed this 22nd day of April, 1996, by the undersigned who affirm that statements made herein are true under the penalties of perjury.


WILLIAM R. ALLEN
President

JOHN DIPOFI
JOHN DIPOFI
Vice President

DIANNE TIEDEMANN
DIANNE TIEDEMANN
Secretary