

CERTIFICATE OF INCORPORATION OF

WARREN COUNTY BAR FOUNDATION, INC.

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

The undersigned, a natural person of the age of nineteen or over, desiring to form a corporation pursuant to the provisions of the Not-For-Profit Corporation Law, does hereby certify:

1. The name of the Corporation is:

WARREN COUNTY BAR FOUNDATION, INC.

2. The Corporation is a Corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

3. The purposes for which the Corporation is formed are as follows:

(a) to advance legal research and scholarship, to improve the administration of justice, to promote professional ethics and responsibility and service to the public, to encourage better public understanding of the American legal system, to aid in making legal institutions more responsive to the public interest, and to sponsor studies, conferences, publications and any and all other means of discourse, communication and exchange of ideas appropriate to the foregoing.

(b) Without limiting the generality of the foregoing, to grant scholarships or loans, with or without interest, to persons who are, or at one time were, residents of Warren County and who are studying law or subjects directly related thereto and who demonstrate an interest and aptitude in said study of law or related subject.

SEE
AMENDMENT

(c) To do any other act or thing incidental to or connected with the foregoing purpose; provided that such act shall not jeopardize the Federal income tax exemption pursuant to section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

4. In furtherance of the foregoing purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes. The Corporation shall have the power to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the furtherance thereof, subject to the limitation and condition that, notwithstanding any other provision of this article (4), the Corporation shall not have the power to carry on any activity not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

5. The Corporation is not formed for pecuniary profit or financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation

in furtherance of one or more of its purposes.

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

7. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code 501[h]), and the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

8. The office of the Corporation shall be located in the Town of Queensbury, Warren County, New York.

9. The names and addresses of the initial directors of the Corporation are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Hon. John G. Dier	Old Post Road, Lake George, New York, 12845
John C. Mannix	11 Chester Street, Glens Falls, New York 12801
Alan R. Rhodes	8 Broadacres Road, Glens Falls, New York 12801
Thomas C. Curran	8 Pershing Road, Glens Falls, New York 12801
Louis M. Carusone	1 Empire Avenue, Glens Falls, New York 12801

Arthur R. Greenberg

11 Pershing Road, Glens
Falls, New York 12801

10. The Secretary of State shall be designated as the agent and corporation upon whom service of process against it may be served. The post office address to which the Secretary of State shall mail a copy of such process is c/o Warren County Bar Association, Inc., Warren County Municipal Center, Lake George, New York 12845.

11. The territory in which its activities are principally conducted shall be the County of Warren, State of New York.

12. In the event of the dissolution of the Corporation, all of the assets of the Corporation remaining after the payment or satisfaction of its liabilities shall be distributed subject to the approval of a Justice of the Supreme Court of the State of New York, sitting in and for the County in which the principal office of the Corporation is then located, but only to such organizations who shall conduct activities and whose purposes are exclusively charitable, literary, and scholarship and which qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

13. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this Certificate.

IN WITNESS WHEREOF, this Certificate has been signed and the statements made herein are affirmed as true

W. Norman Charles

W. NORMAN CHARLES

24 E. Washington Street
Glens Falls, NY 12801

I, J. Clarence Herlihy, a Justice of the Supreme Court of the State of New York of the Fourth Judicial District in which the office of the corporation is to be located, approve of the foregoing Certificate of Incorporation of the Warren County Bar Foundation, Inc. and consent to its filing.

Dated:

November 30, 1981

J. Clarence Herlihy
Justice of the Supreme Court
State of New York
Fourth Judicial District

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF
INCORPORATION OF WARREN COUNTY BAR FOUNDATION, INC.
UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

№ 5 7 4 4 5

The undersigned, president and secretary respectively of Warren County Bar Foundation, Inc. certify:

1. The name of the corporation is Warren County Bar Foundation, Inc.
2. The certificate of incorporation of Warren County Bar Foundation, Inc. was filed by the Department of State on February 2, 1982, under the Not-for-Profit Corporation law of the State of New York.
3. Warren County Bar Foundation, Inc. is a corporation as defined in sub-paragraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation as defined in Section 201 of that law. Upon the filing of the certificate of amendment with the changes set forth in paragraph "5" hereof, the Warren County Bar Foundation, Inc. shall thereafter be a Type B corporation under Section 201.
4. Warren County Bar Foundation, Inc. designates the Secretary of State of the State of New York as its agent 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 served upon him or her is as follows:

Warren County Bar Foundation, Inc.
c/o Chief Clerk of the Supreme Court
Warren County Municipal Center
1340 State Route 9
Lake George, NY 12845
5. The certificate of incorporation of Warren County Bar Foundation, Inc. is amended as follows:

- (a) To add the following phrase (in bold) to its purposes:

3. The purposes for which the Corporation is formed are as follows:

(a) to advance legal research and scholarship, to improve the administration of justice, to promote professional ethics and responsibility and service to the public, to encourage better public understanding of the American legal system, and to aid in making legal institutions more responsive to the public interest, and to sponsor studies, conferences, publications and any and all other means of the discourse, communication and exchange of ideas appropriate to the foregoing.

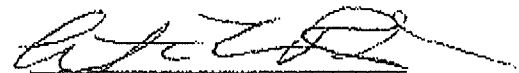
(b) Without limiting the generality of the foregoing, to grant scholarships or loans, with or without interest, to persons who are, or at one time were, residents of Warren County and those counties contiguous with Warren County, and who are studying law or subjects directly related thereto and who demonstrate an interest and aptitude in said study of law or related subject.

(c) To do any other act or thing incidental to or connected with the foregoing purpose; provided that such act shall not jeopardize the Federal income tax exemption pursuant to section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

6. The amendment of the certificate of incorporation was authorized by vote of a majority of all members entitled to vote thereon at the annual meeting of members held on May 24, 2012.

IN WITNESS WHEREOF, we have signed this certificate this 15th day of June, 2012.


Hon. David B. Krognan
President


Cathi L. Radner
Secretary

STATE OF NEW YORK)

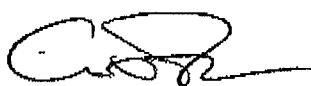
ss:

COUNTY OF WARREN)

Hon. David B. Krogmann being duly sworn, deposes and says, that he is President of Warren County Bar Foundation, Inc., the Corporation described in the foregoing Certificate of Amendment; that a meeting of members of the Corporation was held on the 24th day of May, 2012 upon notice; that a quorum of members of the Corporation were present in person or by proxy at said meeting; and that at said meeting the deponent was authorized to execute and file the foregoing Certificate of Amendment by the majority vote of all of the members of the Corporation.


Hon. David B. Krogmann
President

Sworn to before me this
19th day of June, 2012



Notary Public **WILSON S. MATHIAS**
Notary Public, State of New York
Warren County, No. 02MA5011790
My Comm. Expires June 15, 2015

STATE OF NEW YORK)


ss:

COUNTY OF WARREN)

Cathi L. Radner being duly sworn, deposes and says, that she is Secretary of Warren County Bar Foundation, Inc., the Corporation described in the foregoing Certificate of Amendment; that a meeting of members of the Corporation was held on the 24th day of May, 2012, upon notice; that a quorum of members of the Corporation were present in person or by proxy at said meeting; and that at said meeting the deponent was authorized to execute and file the foregoing Certificate of Amendment by the majority vote of all of the members of the Corporation.


Cathi L. Radner
Secretary

Sworn to before me this
19th day of June, 2012


Notary Public **WILSON S. MATHIAS**
Notary Public, State of New York
Warren County, No. 02MA5011790
My Comm. Expires June 15, 2015

LAW OFFICE OF
WILSON S. MATHIAS
26 BAY ROAD
WARREN, NY 12804
(518) 793-0722

SUPREME COURT STATE OF NEW YORK
COUNTY OF WARREN

In the Matter of the Application to Amend the
Certificate of Incorporation of
WARREN COUNTY BAR FOUNDATION, INC.,

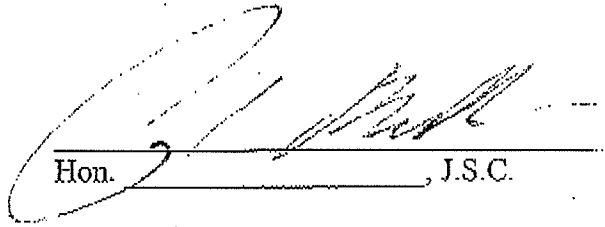
APPROVAL OF AMENDED
CERTIFICATE OF
INCORPORATION

Petitioner.

File No.:

I, Hon. Robert J. Muller, J.S.C., Justice of the Supreme Court of the State of New York, Fourth Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of WARREN COUNTY BAR FOUNDATION, INC., pursuant to New York Not-For-Profit Corporation Law §804(a)(ii) and consent that the same be filed with the Department of State.

Dated: July 10, 2012



Hon. Robert J. Muller, J.S.C.

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

Patrick T. Morphy 6/26/12
ASSISTANT ATTORNEY GENERAL DATE
PATRICK T. MORPHY

FILING RECEIPT

NYS DEPARTMENT OF STATE

FILING RECEIPT

INCORPORATION (NOT FOR PROFITS)

CORPORATION NAME

WARREN COUNTY BAK FOUNDATION, INC.

<u>DATE FILED</u> 02/02/82	<u>DURATION & COUNTY CODE</u> F WARREN	<u>FILM NUMBER</u> R03770378	<u>CASH NUMBER</u> 000050.00
<u>NUMBER AND KIND OF SHARES</u>		<u>LOCATION OF PRINCIPAL OFFICE</u> LAKE GEORGE	

COMMENTS:

TYPE: B ON CONSENT

ADDRESS FOR PROCESS

575 WARREN CITY BAK ASSOC., INC.
WARREN COUNTY MUNICIPAL
CENTER
LAKE GEORGE NY 12040

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ 0000.00
 AMOUNT OF MONEY ORDER \$ _____
 AMOUNT OF CASH \$ _____
 \$ 5.00 DOLLAR FEE TO COUNTY

FILER NAME AND ADDRESS

MILLER MANNIX LEMERY & KAPIN
PO BOX 765
11 CHESTER ST.
GLENS FALLS NY 12001

\$ FILING
 \$ TAX
 \$ CERTIFIED COPY
 \$ CERTIFICATE
 TOTAL PAYMENT \$ 000050.00
 REFUND OF \$ _____

TO FOLLOW