

# ***STATE OF NEW YORK***

## ***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 10, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

120124001285

New York State  
Department of State  
Division of Corporations, State Records and Uniform Commercial Code  
One Commerce Plaza, 99 Washington Avenue  
Albany, NY 12231  
www.dos.state.ny.us

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF**

**The American Association of University Women, Westchester,**

*(Insert Name of Domestic Corporation)*

**New York Branch, Inc.**

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

**FIRST:** The name of the corporation is:

The American Association of University Women, Westchester, New York Branch, Inc.

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

\_\_\_\_\_

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

March 9, 2006

\_\_\_\_\_

**THIRD:** The law the corporation was formed under is: The Not-for-Profit Corporation Law

**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 \_\_\_\_\_ 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 EIGHTH of the Certificate of Incorporation relating to

the intention of the Corporation to at all times qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time,

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

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"), and in connection therewith:

(a) the corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in subparagraphs (a) - (w) of Section 404 of the NPCL;

(b) the corporation is not formed for and shall not be conducted nor operated 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 or individuals, provided that nothing herein shall prevent the corporation from paying reasonable compensation to any person for services rendered to or for the corporation in furtherance of one or more of its purposes;

(c) no substantial part of the activities of the corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(d) the corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or corresponding provisions of subsequent tax laws.

Paragraph NINTH of the Certificate of Incorporation relating to  
the distribution of any remaining assets in the event of the dissolution of the corporation

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

Notwithstanding any other provision of these articles, in the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

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*(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:

Carol McMillan  
14 Lyon Street  
Rye Brook, New York 10573

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**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)

President  
(Signer's Title)

MARILEE SCHEUNEMAN  
(Print or Type Signer's Name)

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CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

The American Association of University Women, Westchester, New York Branch, Inc.  
*(Insert Name of Domestic Corporation)*

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

Filer's Name Courtney Darts

Address 237 Mamaroneck Avenue

City, State and Zip Code White Plains, New York 10605

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.

*For Office Use Only*

*mm*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 24 2012

TAX \$ \_\_\_\_\_

BY: MMR  
Westchester