

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,

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

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.

(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

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)

120124001285

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

MMR

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 24 2012

TAXS _____

BY: MMR
Westchester

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

F060309000/1/14

CERTIFICATE OF INCORPORATION

OF

**THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
WESTCHESTER, NEW YORK BRANCH, INC.**

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, in order to form and organize under Section 402 of the Business Corporation law of the State of New York, hereby certify that:

FIRST: The name of the corporation is **THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, WESTCHESTER, NEW YORK BRANCH, INC.**

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

THIRD: The purpose of this corporation shall be to unite the graduates of different educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls; for practical educational work; to participate in the development and promotion of the policies and programs of the American Association of University Women; to contribute to its growth and advancement; and to cooperate in its state and regional work.

In addition, the purpose of this corporation shall be to hold the property, funds, and assets of the Westchester, New York Branch of the American Association of University Women for the joint use of all the members as long as the branch shall be recognized by the Association. No member or group of members shall have any severable right to all or any part of such property. The branch shall have complete control over the acquisition, administration, and disposition of its property without consent of the Association, except that such property shall not be used for any purposes contrary to those of the Association. In the event of the dissolution of this corporation, all remaining assets shall be transferred and delivered to an AAUW entity.

FOURTH: The corporation shall be a Type B corporation pursuant to section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in Westchester County, New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

MARIE McKELLAR 3 RIVERCREST LANE
DOBBS FERRY, N.Y. 10522

NANCY PURA 500 BEDFORD STREET, APT 417
STAMFORD, CT 06901

DIANA KENT 355 MILLWOOD ROAD
CHAPPAQUA, NY 10514

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

MARIE McKELLAR
3 RIVERCREST LANE
DOBBS FERRY, N.Y. 10522

MARIE McKELLAR
Name of incorporator

Marie McKellar
Signature

CERTIFICATION OF INCORPORATION

OF

THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN,
WESTCHESTER, NEW YORK BRANCH, INC.

Under Section 402 of the Not-for-Profit Corporation Law

Filed by:

MARIE McKELLAR

3 RIVERCREST LANE

DOBBS FERRY, NY 10522