

CERTIFICATE OF INCORPORATION
OF
MOHAWK RIVER RESEARCH CENTER, INC.

Certificate of Incorporation of MOHAWK RIVER RESEARCH CENTER, INC., under Section 402 of the Not-For-Profit Corporation hereby certifies:

1. Name

The name of the corporation is MOHAWK RIVER RESEARCH CENTER, INC.

2. Exempt Status

The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted by law. No substantial part of the activities of the Corporation shall be 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 statement) and political campaign on behalf of 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Â§501(c)(3) of the Internal Revenue Code of 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Â§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 individual shall be entitled to share in the distribution of any of the corporation 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 IRC Â§501(h)), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Â§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 IRC Â§509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Â§4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC Â§4941(d), retain any excess business holdings as defined in IRC Â§4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC Â§4944, or (c) make any taxable expenditures as defined in IRC Â§4945(d) or corresponding provisions of any subsequent Federal tax laws.

3. Purposes

The purposes for which the Corporation is to be formed are for scientific, education, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and in this connection, to promote the study, research, preservation, conservation, restoration, understanding, publishing about, and generally all aspects of the Mohawk River Watershed in New York State. The corporation does not intend to offer degrees or credit granting courses. It will carry out its purposes by assisting and sponsoring research projects in natural and human history pertaining to the Mohawk River Watershed; to acquaint the public on the unique resources, past and present, in the Mohawk River Watershed, and to foster generally a greater public awareness and public understanding, appreciation, preservation, and protection of this unique watershed, and in furtherance of these purposes and to achieve these ends, to exercise the powers specifically enumerated herein.

4. Powers

In furtherance of the purposes, set forth in Article 3 hereof, the Corporation may exercise the following powers to the extent permitted by law in addition to all general powers enumerated in Section 202 of the Not-For-Profit Corporation law,

(1). To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other obligations or purposes of the Corporation or its business and to secure payment of any obligations by mortgage, pledge, security interests, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(2). In furtherance of its corporate purposes, to enter into, make, perform, and carry out contracts of every kind, with any person, firm, corporation, private, public, or municipal body politic, under the government of the United States, or any foreign government, so far as, and to the extent that, the same may be done and performed by a corporation organized under the Not-for-profit corporation law.

(3). Subject to the restrictions or limitations imposed by law, to purchase or otherwise acquire, hold, own, sell, assign, transfer, mortgage, pledge, create a security interest in, exchange, or otherwise dispose of the bonds, obligations, or other securities or evidences of indebtedness of other corporations, domestic and foreign, or an persons, firm or corporation, domestic and foreign, and if desirable to issue in exchange therefore bonds or other obligations of this Company, and while the owner of such shares to exercise all rights, powers, and privileges of ownership, including the power to vote therein; and in furtherance of the corporate purposes, in the course of the transaction of the affairs of the Corporation, to acquire real and personal property, rights, and interests of every nature, and to execute and issue bonds, debentures, and other negotiable or transferable instruments, and to mortgage, pledge, or create a security interests in an or all of the property of the corporation to secure such bonds, debentures or other instruments, upon such terms, and conditions as may be set forth in the instrument or instruments, mortgaging, pledging, or creating a security interest in the same, or in any deed, contract, or other instrument relating thereto.

(4) To acquire, by purchase or lease, gift, grant, devise, bequest, or otherwise, lands and interests in lands in this or in any other state or territory of the United States or a foreign Country, and to own, hold, improve, employ, develop, use, and manage and deal with any real estate so acquired, and to erect, or cause to be erect, on any lands owned, held, or acquired by the corporation buildings or other structures with their appurtenances, and to manage, operate, lease, rebuild enlarge alter, or improve any building or other structure now or hereafter erected on any lands so owned, held, and occupied, and to mortgage, pledge, sell, convey, lease, exchange, transfer, or otherwise dispose of any lands or interests in lands, and any buildings or other structure, and any stores, shops, suites, rooms, or part of any buildings or other structures, and at any time owned or held by the corporation.

(5) To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connect with the purposes, objects, or powers set forth in this Certificate of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of New York upon a non-for-profit corporation organized under the laws of the State of New York, and, in general, to carry on any of the activities and to do any of the things herein set forth to the fullest extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the of the State of New York.

5. Classification

The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 (Definitions of the Not-for-profit Corporation law and is a Type B corporation)

6. Office

The County in which the Corporation's office is to be located is: Schenectady County, State of New York

7. Limitation of Activities

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purpose, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404 (b) through (u), or Executive Section 757.

8. The Secretary of State is designated as the agent of the corporation upon whom process against it shall be served. The address to which the Secretary of State shall mail a copy of such process served upon him is 32 BLUFF ROAD, REXFORD, NY 12148

9. Names of Directors

The names and residents of the directors until the first annual meetings are:

Alexander J. Smith
32 Bluff Rd
Rexford, NY 12148

Robert W. Bode,
35 Worthman Lane
Rensselaer, NY 12144

Christine M. Smith
32 Bluff Rd
Rexford, NY 12148

10. Distribution on dissolution

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organization as shall qualify under Section 501 (c) 3 of the Internal Revenue Code of 1954, as amended, subject to an order of a justice of the Supreme Courts of the State of New York.

11. Income and distribution

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation

12. Prohibited activities

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening, in (including the

publication or distribution of statements), and political campaign in behalf of any candidate of public office.

13. Age of subscriber

The subscriber is of the age of 18 years or over

In witness whereof this certificate has been signed by the subscriber.

ALEXANDER J. SMITH
32 BLUFF ROAD
REXFORD, NY 12148

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

FILER:

Alexander J. Smith
32 Bluff Rd
Rexford, NY 12148