

**RESTATED
CERTIFICATE OF INCORPORATION
OF
ALUMNI ASSOCIATION OF STATE UNIVERSITY OF NEW YORK COLLEGE OF ENVIRONMENTAL
SCIENCE AND FORESTRY, INC.**

(Under Section 805 of the Not-for-Profit Corporation Law)

The undersigned, being the President of Alumni Association of the State University of New York College of Environmental Science and Forestry, Inc. (the "**Corporation**"), hereby certifies:

1. The name of the Corporation is "Alumni Association of State University of New York College of Environmental Science and Forestry, Inc." The name under which the Corporation was originally formed was "Alumni Association of State University College of Forestry at Syracuse University, Incorporated".

2. The Certificate of Incorporation (the "**Certificate of Incorporation**") was filed by the Secretary of State of the State of New York on April 16, 1957.

3. The Corporation's Certificate of Incorporation as now in full force and effect is hereby amended to effect the following amendments or changes authorized in Section 801 of the Not-for-Profit Corporation Law of the State of New York:

a. to amend the provision relating to the Corporation's status as a not-for-profit corporation and restate the Corporation's status as a not-for-profit corporation in its entirety.

b. to amend the Corporation's powers and purposes and restate the powers and purposes in their entirety.

c. to add a provision relating to the inurement and distribution of the Corporation's assets, income, profits or net earnings.

d. to add a provision relating to influencing legislation and campaigning.

e. to delete the territory in which the Corporation's operations are to be conducted.

f. to amend the provision relating to the location of the principal office of the Corporation and restate such location of principal office provision in its entirety.

g. to add a provision relating to certain tax matters.

h. to amend the number of directors constituting the entire Board of Directors and restate such provision in its entirety.

i. to add a provision relating to the Corporation's status as a charitable corporation.

j. to add a provisions relating to the dissolution of the Corporation.

k. to amend the address to which the Secretary of State, as designated agent, shall mail copies of any process served thereon and restate the address in its entirety.

4. The Certificate of Incorporation is hereby restated, as amended or changed, to read in its entirety as follows:

FIRST: The name of the Corporation is Alumni Association of State University of New York College of Environmental Science and Forestry, Inc.

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

THIRD: The purpose for which the Corporation is formed is to (i) promote and cultivate friendship, fellowship and cooperation among the alumni, students, and faculty of the State University of New York College of Environmental Science and Forestry (the "**College**"); (ii) assist and promote the College in the attainment of its objectives; (iii) serve and assist the membership however necessary within the capabilities of the Association; (iv) represent the membership in the affairs of the College; (v) and do any other act or thing necessary or incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, if any, directors, officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law. The Corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FOURTH: The following provisions are inserted for the regulation and conduct of the affairs of the Corporation:

The Corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Not-for-Profit Corporation Law of the State of New York may now or hereafter have or exercise by law; provided, however, that:

(A) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any non-charitable member, 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 non-charitable member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation.

(B) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner

participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(C) The following statement is related to the Corporation's tax exempt status is not a statement of purposes or powers and, consequently, does not expand or alter the Corporation's purpose or powers set forth in Paragraph THIRD. The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific or educational purposes, or for the prevention of cruelty to children or animals as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(D) Notwithstanding any other provision of this Certificate of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(1) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(3) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

FIFTH: The management of the affairs of the Corporation shall be vested in the Board of Directors.

SIXTH: The number of Directors constituting the entire Board of Directors shall be as set forth in the Bylaws of the Corporation, but in no event shall be less than three (3).

SEVENTH: The office of the Corporation is to be located in Onondaga County, New York.

EIGHTH: The Corporation shall be a charitable corporation pursuant to Section 201 of the Not-for-Profit Corporation Law of the State of New York.

NINTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to the State University of New York College of Environmental Science and Forestry, provided, that such distributee shall then be organized and operated exclusively for exempt, charitable purposes within the meaning of Section 501(c)(3) of the Code, shall then be exempt from federal income tax under Section 501(a) and shall then qualify under Section 509(a)(1), (2) or (3) of the Code, pursuant to a plan of distribution approved by the Board of Directors of the Corporation as required by this Certificate of Incorporation, and subject to any approvals, consents or proceedings required under applicable governing law regarding the dissolution of not-for-profit corporations.

If the State University of New York College of Environmental Science and Forestry shall not so qualify at the time of dissolution, then distribution shall be made to such other not-for-profit corporation or not-for-profit corporations that shall then be organized and operated exclusively for exempt, charitable purposes within the meaning of Section 501(c)(3) of the Code and engaged in activities substantially similar to those of the Corporation, provided, that such distributee shall then be exempt from federal income tax under Section 501(a) and shall then qualify under Section 509(a)(1), (2) or (3) of the Code, pursuant to a plan of distribution approved by the Board of Directors of the Corporation as required by this Certificate of Incorporation, and subject to any approvals, consents or proceedings required under applicable governing law regarding the dissolution of not-for-profit corporations.

TENTH: The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against the Corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any such process served upon him/her is Alumni Association of State University of New York College of Environmental Science and Forestry, Inc., Attention: President, 1 Forestry Drive, 219 Bray Hall, Syracuse, New York 13210.

5. The amendment and restatement of the Certificate of Incorporation was authorized by greater than a majority vote of the members of the Corporation and greater than a majority vote of entire Board of Directors of the Corporation, at a duly called meeting, quorum present.

IN WITNESS WHEREOF, I have made and signed this certificate this ____ day of April, 2017.

THAYER MILLER, *President*

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**BRIANA K. WRIGHT, ESQ.
HANCOCK ESTABROOK, LLP
1500 AXA Tower I
100 Madison Street
Syracuse, New York 13202**

Customer Reference No. 116124