

Certificate of Incorporation of

FINGER LAKES TRAIL CONFERENCE, INC.

Pursuant to the Membership Corporation Law

1. The name of the proposed corporation is Finger Lakes Trail Conference, Inc.

2. The purposes for which the corporation is to be formed are:

399601 To develop, promote, foster, plan, encourage, undertake, and assist in the design, construction, reconstruction, maintainance, improvement, and use of one or more foot trails and hiking trails and camp sites in the State of New York and elsewhere, and particularly but not exclusively a trail or trails from one or more points near the eastern boundary of the State of New York passing through or near the Finger Lakes region to one or more points near the western end of the State of New York, with such branches and side trails as may be desirable or useful to establish connection with and access to the Appalachian Trail and other existing or future trails and various points of scenic, historical, or other interest, together with such camp sites, accommodations, conveniences, and facilities as may be necessary, useful, or desirable, and operate the same, all for the use, enjoyment, and benefit of its members and the public.

To buy or otherwise acquire, and to hold and own such real property and personal property and interests therein, and general to do any and all things which may be necessary and proper in connection with the said corporation and the carrying out of its purposes and which may not be contrary to law.

No part of the net earnings of the corporation, if any, shall inure to the benefit of its members, trustees, managers, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered. The corporation shall have the power to make gifts and grants of money or other property to organizations which are exempt from taxation under the applicable provisions of the United States Internal Revenue laws, or contributions to which are deductible for tax purposes under the provisions of said laws. Notwithstanding any other provisions of this certificate of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from income taxation under the applicable provisions of the United States Internal Revenue laws, or not permitted to be carried on by a corporation, contributions to which are deductible under the applicable provisions of the United States Internal Revenue laws. Upon dissolution of this corporation, all surplus money and property not needed for payment in full of its lawful debts and obligations shall be distributed exclusively to one or more organizations which are exempt from taxation under the United States Internal Revenue laws and contributions to which are deductible under the United States Internal Revenue laws, and if a suitable recipient or distributee to receive the surplus money or property of this corporation cannot be found, then all such surplus property shall be distributed to the State of New York.

3. The territory in which the operations of the corporation will be principally conducted, is the State of New York.

4. The principal office of the corporation is to be located in the City of Rochester, Monroe County, State of New York.

5. The number of directors of the corporation, who shall be known as managers, shall be not less than three nor more than fifteen.

6. The names and residences of the managers until the first annual meeting are:

Wallace D. Wood	154 Clover Hills Drive, Rochester 18, N.Y.
Frances Jacobi	71 Superior Road, Rochester 25, N.Y.

Lydia K. Wade 27831 Brighton-Henrietta Town Line Road
Rochester 18, N.Y.

Helen J. McBride 47 Troup Street, Rochester 8, N.Y.

Edward A. Willis 1046 Genesee Street, Rochester 11, N.Y.

7. All of the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and at least one of the persons named as directors or managers is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledged this certificate in the City of Rochester, County of Monroe, and State of New York, this 20th day of September, 1963.

Wallace D. Wood
Wallace D. Wood

Frances Jacoba
Frances Jacoba

Lydia K. Wade
Lydia K. Wade

Helen J. McBride
Helen J. McBride

Edward A. Willis
Edward A. Willis

State of New York }
County of Monroe } SS.

On the 20th day of *September*, 1963, before me personally appeared Wallace D. Wood, Frances Jacobi, Lydia K. Wade, Helen J. McBride, and Edward A. Willis, to me known to be the individuals described in and who executed the foregoing Certificate of Incorporation, and they acknowledged to me that they executed the same.

Charles Shepard
Notary Public

CHARLES SHEPARD,
NOTARY PUBLIC, State of New York.
Commission expires March 10, 1965.



State of New York }
County of Monroe } SS

Wallace D. Wood, Frances Jacobi, Lydia K. Wade, Helen J. McBride, and Edward A. Willis, being duly sworn, depose and say that they are subscribers to the foregoing certificate of incorporation of Finger Lakes Trail Conference, Inc.; that the said certificate of incorporation is for the incorporation of an existing unincorporated association, namely, the Finger Lakes Trail Conference; that the purposes set forth in the foregoing certificate of incorporation are the same as those of said unincorporated association; that the subscribers of the foregoing certificate of incorporation constitute a majority of the members of a committee authorized to incorporate said unincorporated association by vote as required by the organic law of the said association for the amendment of such organic law; and that no previous application for the approval of the foregoing certificate of incorporation has been made.

Wallace D. Wood
Wallace D. Wood

Frances Jacobi
Frances Jacobi

Lydia K. Wade
Lydia K. Wade

Helen J. McBride
Helen J. McBride

Edward A. Willis
Edward A. Willis

Subscribed and sworn to before me this 20th day of September 1963.

Charles Shepard
Notary Public

CHARLES SHEPARD,
NOTARY PUBLIC, State of New York.
Commission expires March 30, 1965.



5

I hereby approve of the foregoing Certificate of
Incorporation of Finger Lakes Trail Conference, Inc.,
and of the filing thereof.

Dated at Rochester, New York,
this 2nd day of October

1963.

Harry D. Goldman
Justice of the Supreme Court
Seventh Judicial District

STATE OF NEW YORK
DEPARTMENT OF STATE
A TRUE COPY OF THE ORIGINAL
FILED IN THIS OFFICE ON

OCT 3 1963

WITNESS MY HAND AND OFFICIAL
SEAL OF THE DEPARTMENT OF
STATE ON THE DATE AFORESAID
TIONED.

John P. Lovejoy
Secretary of State

BY *John J. Frommer*

DEPUTY SECRETARY OF STATE

6

Certificate of Change
of
FINGER LAKES TRAIL CONFERENCE, INC.

Under Section 803-A of the
Not-For-Profit Corporation Law

The undersigned, being the President and Secretary of the Finger Lakes Trail Conference, Inc., do hereby state:

1. The name of the Corporation is Finger Lakes Trail Conference, Inc.
2. The Certification of Incorporation of the Finger Lakes Trail Conference, Inc. was filed with the Department of State on October 3, 1963. The Corporation was formed under the Not-For-Profit Corporation Law of the State of New York.
3. The Certification of Incorporation of the Finger Lakes Trail Conference, Inc. is hereby changed to effect a change in the office location, pursuant to Section 801 of the Not-For-Profit Corporation Law.

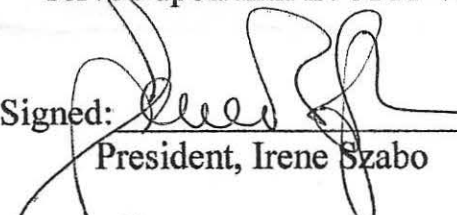
Paragraph 4 of the Certificate of Incorporation is hereby changed, as follows:

The office of the corporation is to be located in the County of Livingston,
State of New York.

The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is hereby changed, as follows:

6111 Visitor Center Road, Mt. Morris, New York 14510.

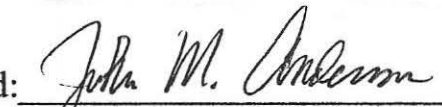
4. These changes to the Certificate of Incorporation of the Finger Lakes Trail Conference, Inc. were authorized by the consent, dated June 22, 2002, of a majority of the members of the entire Board of Managers of the Corporation.
5. The Secretary of State is hereby designated as agent of the corporation 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 against the corporation served upon him is: 6111 Visitor Center Road, Mt. Morris, New York, 14510.

Signed: 
President, Irene Szabo

Date: 15 APRIL 03

Address: 6111 VISITOR CENTER RD

MT MORRIS NY 14510

Signed: 
Secretary, John Andersson

Date: April 12, 2003

Address: 1 Woodland Road

Ithaca NY 14850

RESOLUTION
FINGER LAKES TRAIL CONFERENCE, Inc.
BOARD OF MANAGERS

BE IT RESOLVED THAT the office of the Finger Lakes Trail Conference, Inc. has been relocated to the County of Livingston, State of New York and that the Certificate of Incorporation shall be amended to reflect this change.

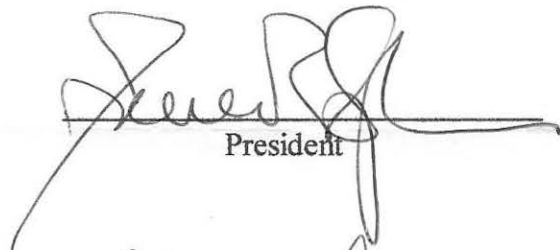
I, Irene Szabo, President of the Finger Lakes Trail Conference, Inc. hereby certify that the foregoing is a true copy of a resolution duly adopted by the Board of Managers of said organization at a meeting duly held the 22nd day of June, 2002, at which a quorum was present and voting and that the same has not been repealed or amended and remains in full force and effect and does not conflict with the Constitution and By-laws of said Finger Lakes Trail Conference, Inc.

(SEAL)

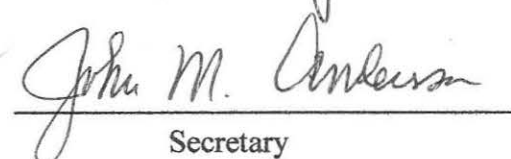
Date 22 JUNE 02

The FLTC has no seal

(If no seal, verify that there is no Seal)



President



Secretary