RESTATED
CERTIFICATE OF INCORPORATION
OF
NEW YORK STATE RANGER SCHOOL ALUMNI ASSOCIATION, INC.

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

The undersigned, being the President of New York State Ranger School Alumni Association, Inc. (the "**Corporation**"), hereby certifies:

1. The name of the Corporation is "New York State Ranger School Alumni Association, Inc."

2. The Certificate of Incorporation (the "**Certificate of Incorporation**") was filed by the Secretary of State of the State of New York on December 1, 1960.

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 add a provision relating to the Corporation's status as a not-for-profit corporation as paragraph SECOND.

b. to amend paragraph 2 of the original Certificate of Incorporation relating to the Corporation's powers and purposes and restate the powers and purposes in their entirety as paragraph THIRD.

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

d. to add a provision relating to influencing legislation and campaigning, as part of paragraph FOURTH.

e. to add a provision relating to certain tax matters, as part of paragraph FOURTH.

f. to delete paragraph 3 of the original Certificate of Incorporation relating to the territory in which the Corporation's operations are to be conducted.

g. to amend paragraphs 5 and 6 of the original Certificate of Incorporation, which refers to the number of directors, initial directors and subscribers and restate such provision relating to the number of directors constituting the entire Board of Directors in its entirety, omit the initial directors, omit the subscribers and add provision relating to management of the Corporation as paragraph FIFTH and SIXTH.

h. to amend paragraph 4 of the original Certificate of Incorporation which refers to the location of the principal office of the Corporation and restate such location

of principal office provision in its entirety as paragraph SEVENTH.

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

j. to amend paragraph 4 of the amended Certificate of Incorporation relating to dissolution of the Corporation and restate such provision in its entirety as paragraph NINTH.

k. to add a provision relating to the address to which the Secretary of State, as designated agent, shall mail copies of any process served thereon as paragraph TENTH.

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 New York State Ranger School Alumni Association, 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 fellowship and foster cooperation among the alumni, students and faculty of the Ranger School of the State University of New York College of Environmental Science and Forestry (the "**College**"); (ii) assist and promote the Ranger School of the College, the College and the membership of the Corporation; (iii) receive and administer funds for charitable purposes and to that end (1) take and hold by bequest, device, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or corporations, any property, whether real, personal, tangible or intangible, and any undivided interest therein, without limitation as to the amount to the value; (2) sell, convey or otherwise dispose of any such property, and (3) invest, reinvest, or deal with the principal or income thereof, all in such manner, as in the judgment of the directors, will promote the purposes of the Corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation or any of these Bylaws of the Corporation or any laws which are applicable to the Corporation; (iv) 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 St. Lawrence 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 Ranger School of 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 Ranger School of 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 it is:

New York State Ranger School Alumni Association, Inc.
Attention: President
257 Ranger School Road
P.O. Box 48
Wanakena, New York 13695

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 _____, 2019.

_____

, *President*

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