

671931

CERTIFICATE OF INCORPORATION

OF

COMMUNITY FOUNDATION OF ALBANY, NEW YORK, INC.

Pursuant to the
Membership Corporations Law

We, the undersigned, desiring to form a corporation pursuant to the provisions of the Membership Corporations Law of the State of New York, do hereby make, subscribe, acknowledge and file this certificate, as follows:

1. The name of the proposed corporation is:

COMMUNITY FOUNDATION OF ALBANY, NEW YORK, INC.

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

A. To use, apply and devote its properties and funds exclusively for charitable, scientific and educational purposes, through the making of grants or otherwise extending financial assistance and support to duly authorized persons.

B. Notwithstanding any other provision of this Instrument, the Foundation shall not carry on any activities not permitted to be carried on:

(1) By an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision then in effect of any future United States Internal Revenue law), or

(2) By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision then in effect of any future United States Internal Revenue law).

C. For the purpose of accomplishing the foregoing objectives, to acquire, take, have and hold by gift, grant, bequest, devise or otherwise, any and all property, real or personal, and any and all interests therein; and without limiting the generality of the foregoing, to receive the income or principal to this corporation to be used by it for any of the said purposes, and to apply and distribute the money, securities or other property thus received for any of said purposes as the same shall have been designated by the grantors or donors thereof, or if no purpose or purposes shall have been designated by the grantors or donors thereof, or if such designation shall be impractical, or impossible of fulfillment, to the accomplishment of such of the foregoing objectives as the directors of the corporation shall determine.

D. To manage, invest, and reinvest its property, to administer, sell, mortgage, lease, exchange and transfer its property, to collect the income therefrom, and generally to deal with and expend the corporation's income and principal, all in such manner as in the judgment of the directors of the corporation will best promote the accomplishment of its objectives.

E. To enter into, perform and carry out contracts of every kind with any person, firm, association or corporation, and in general to do any and all acts necessary or expedient for the accomplishment of the objectives of the corporation.

F. Nothing herein contained shall authorize this corporation to undertake or to carry on any of the activities mentioned in Section 11 of the Membership Corporations Law or Section 35 of the Social Services Law of the State of New York.

3. In no event shall any portion of the corporate properties or funds, the principal thereof or the income therefrom, inure to the benefit of or ever be distributed to any director, officer or member of the corporation but, as aforesaid, the same shall be exclusively devoted to the accomplishment of the charitable, scientific and educational purposes hereinabove specified.

4. Upon dissolution of the corporation any assets of the corporation remaining will be distributed to an organization which has qualified under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision then in effect of any future United States Internal Revenue Law).

5. The territory in which its operations are principally to be conducted is the State of New York within one hundred fifty miles of the center of the City of Albany, New York.

6. The principal office to be located in the City of Albany, Albany County, in the State of New York.

7. The number of the corporation's directors shall be not more than twenty-five nor less than fifteen.

8. The names and residences of the directors until the first annual meeting, are as follows:

<u>Name</u>	<u>Residence</u>
Erastus Corning, 2nd	116 South Lake Avenue Albany, New York
Joseph J. Casey	225 Euclid Avenue Albany, New York
Harry D. Yates	Dutch Village, Menands Albany, New York
Fred F. Peters	110 Adams Place Delmar, New York
William G. Bowie	23 N. Helderberg Parkway Slingerlands, New York
Andrew M. Pinckney	201 Lenox Avenue Albany, New York

196 Shaker Road
Albany, New York

23 Loudon Heights, N.
Albany, New York

35 Adams Place
Delmar, New York

50 Wellington Road
Delmar, New York

444 Delaware Avenue
Delmar, New York

9 Ferndale Street
Albany, New York

68 Fernbank Avenue
Delmar, New York

13 Old Niskayuna Road
Loudonville, New York

10 John David Lane
Albany, New York

198 Partridge Street
Albany, New York

9. 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 of the persons named as directors at least one 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 this 19th day of December, 1967.

East Longmeadow
 J. Van
 Harry D. Tate
 John J. Peters
 William G. Bowie
 Bruce M. Pickney
 Raymond Harris M.D.
 Evan F. Ellis

Raymond F. Young
 William E. Hartman
 1 Gardner Day
 Francis Emery
 Helen E. Harwood
 Robert U. Hayes
 Joseph Brinkman
 Gregory Brinkley

STATE OF NEW YORK)
: SS.
COUNTY OF ALBANY)

On this 29th day of December, 1967, before me the subscriber, personally appeared ERASTUS CORNING, 2ND, JOSEPH J. CASEY, HARRY D. YATES, FRED F. PETERS, WILLIAM G. BOWIE, ANDREW M. PINCKNEY, RAYMOND HARRIS, M.D., EVAN R. COLLINS, MONSIGNOR RAYMOND F. ROONEY, REV. VLADIMIR E. HARTMAN, T. GARDNER DAY, T. FRANCIS CONNERY, HOLLIS E. HARRINGTON, ROBERT U. HAYES, JR., JOSEPH BOOCHEVER and GREGORY B. REILLY, to me personally known and known to me to be the persons described in and who executed the foregoing Instrument and they duly and severally acknowledged to me that they executed the same.

Alfred C. Kausch
Notary Public

Notary Public
New York
County
Comm. Expires March 30, 1978

STATE OF NEW YORK)
) SS.
COUNTY OF ALBANY)

James M. Hearn, being duly sworn, deposes
and says that he is attorney for the subscribers to the annexed
certificate of incorporation of THE ALBANY FOUNDATION, INC., and that
no previous application for the approval of the certificate by any
Justice of the Supreme Court has ever been made.

James M. Hearn

Sworn to before me this

13 day of February, 1968.

James A. Runtz
Notary Public
JAMES A. RUNTZ
Notary Public, State of New York
Requalified January 1, 1968
Commission Expires March 3, 1969

I, HAROLD E. KOREMAN a Justice of the Supreme Court of the State of New York, of the Third Judicial District, do hereby approve the foregoing certificate of incorporation, and consent that the same be filed.

Dated February 28, 1968.

Harold Koreman
Justice Supreme Court
Third Judicial District

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CERTIFICATE OF INCORPORATION

of

COMMUNITY FOUNDATION OF ALBANY, NEW YORK, INC.

Pursuant to the Membership Corporations Law

STATE OF NEW YORK
DEPARTMENT OF STATE

MAR 18 1968

None
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Secretary of State

By *MB*

P-01 albany

James M. Flavin, Esq.
48 Jordan Boulevard
Delmar, New York

Certificate of Amendment of Certificate of Incorporation
of

Community Foundation of Albany, New York, Inc.
under Section 803 of the Not-for-Profit
Corporation Law.

906931

The Certificate of Incorporation of
Community Foundation of Albany, New York, Inc. is hereby amended as follows:

1. The name of the corporation is
"Community Foundation of Albany, New York, Inc."
2. The name of the corporation, formed
under the name "Community Foundation of Albany, New York, Inc." shall be
changed to "Mohawk-Hudson Community Foundation, Inc."

3. Subdivision A of section 2 of the
certificate of incorporation entitled "The purposes for which the corporation is
to be formed are as follows" shall be amended to add the word "Cultural" after
the word "scientific" and add the words "institutions and organizations" after
the words "authorized persons" so that this subdivision shall read as follows:
"To use, apply and devote its properties and funds exclusively for charitable,
scientific, cultural and educational purposes, through the making of grants or
otherwise extending financial assistance and support to duly authorized persons,
institutions and organizations."

4. Section 5 of the certificate of
incorporation shall be amended to delete the words "the State of New York
within one hundred fifty miles of the center of the City of Albany, New York"
and insert instead the words "the United States of America".

5. Section 7 of the certificate of
incorporation which provides for the number of the corporation's directors shall be
deleted.

6. The certificate of incorporation was originally filed in the Department of State on March 18, 1968.

7. This corporation shall be a "Type B" corporation under section 201 of the Not-for-Profit Corporation Law.

8. The post office address within the State to which the Secretary of State shall mail any notice required by law is 877 Madison Avenue, Albany, New York.

9. This amendment of the certificate of incorporation was authorized by a vote of the members in accord with sections 613 and 802 of the Not-for-Profit Corporation Law at a special meeting held on April 29, 1971.

10. The undersigned have been authorized to execute and file this certificate by a vote of the members of the corporation present at a special meeting held upon due notice given pursuant to section 605 of the Not-for-Profit Corporation Law.

IN WITNESS WHEREOF, the undersigned have made and subscribed this certificate this 5th day of May, 1971.

Joseph M. Flannery
President.

Adelaide deB. Muehlfelder
Secretary.

STATE OF NEW YORK)

County of Albany)

ss:

James M. Flavin, being duly sworn,
deposes and says that he is the *President* of the Community Foundation
of Albany, New York, Inc.; that he has read the certificate of amendment of
the certificate of incorporation of said corporation and knows the contents
thereof; that said certificate of amendment is true to deponent's own know-
ledge except as to matters therein alleged upon information and belief and
that, as to such matters, he believes it to be true.

Sworn to before me this

5th day of *May*, 1971.

Marie L. Carley
Notary Public - *Albany County*

01-5652950 Comm. exp. 3/6/72

STATE OF NEW YORK)

County of Albany)

ss:

JAMES M. FLAVIN, being duly sworn,
deposes and says that he is attorney for the subscribers to the annexed certificate
of amendment of the certificate of incorporation of the Community Foundation of
Albany, New York, Inc., and that no previous application for the approval
of the certificate by any Justice of the Supreme Court has ever been made.

Sworn to before me this 5th


day of *May*, 1971.

Marie L. Carley
Notary Public - *Albany County*

01-5652950 Comm. exp. 3/6/72

The foregoing certificate of amendment
of the certificate of incorporation of Community Foundation of Albany, New
York, Inc. is hereby approved.

Dated: May 5th, 1971.


Ellis J. Staley Jr.

Justice of the Supreme Court
for the Third Judicial District
of the State of New York.

906931

membr

3/18/68 Albany Co

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CERTIFICATE OF AMENDMENT

OF

new name of

CERTIFICATE OF INCORPORATION

OF

5/10/68

COMMUNITY FOUNDATION OF ALBANY, NEW YORK, INC.

Under Section 803 of the Not-for-Profit
Corporation Law

SEAL OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 10 1971

MAX 0 *none*
FILING FEE 0 *3.00*

John P. Long

Secretary of State

01-Albany

Page 3

Community Foundation of Albany New York, Inc.
877 Madison Ave.
Albany, N. Y. 12208

DIVISION OF CORPORATIONS AND STATE RECORDS
162 Washington Avenue, Albany 12225CERTIFICATE OF TYPE OF NOT-FOR-PROFIT CORPORATION
OF

Exact Name of Corporation

Under Section 113 of the Not-for-Profit Corporation Law

The name of the corporation is

The original name was

The certificate of incorporation was filed by the Department of State on

3

Date of Incorporation

The corporation was formed pursuant to

Cite Incorporation Statute

The post office address to which the Secretary of State
shall mail a copy of any notice required by law is

That under Section 201, it is a type

(Insert A, B, C or D)

Not-for-Profit Corporation as defined in this Chapter

IN WITNESS WHEREOF, this certificate has been subscribed this 20 day of August 1973 at the County of
by the undersigned who affirms that the statements made herein are true under the penalties of perjury.To be signed pursuant to
Section 104(d) of the N.P.C.L.

Print or Type Name

NDLP: This fee for filing the incorporation certificate is \$5.10 payable to the Department of State by certified check or money order.
Every corporation required to file under Paragraph (b) of Section 113 of the N.P.C.L. will be deemed a "type B" corporation until it is
certificate of type.

96935

CERTIFICATE OF TYPE
OF
NOT-FOR-PROFIT CORPORATION
OF

Monawick Hudson Community Foundation, Inc.
Exact Name of Corporation

Under Section 113
of the
NOT-FOR-PROFIT CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 31 1973

TAXES
FILED

Paul J. Schmitt
Secretary of State

James P. Heron
James P. Heron, Asst. Treasurer
877 Madison Avenue, Albany, New York 12208

Name and address of filer

**CERTIFICATE OF AMENDMENT OF THE CERTIFICATE
OF INCORPORATION OF MOHAWK-HUDSON
COMMUNITY FOUNDATION, INC. UNDER
SECTION 803 OF THE NOT-FOR-PROFIT
CORPORATION LAW OF THE STATE OF NEW YORK**

F930507000193

1. The name of the Corporation is Mohawk-Hudson Community Foundation, Inc., (hereinafter referred to as the "Corporation"). The Corporation was formed under the name of Community Foundation of Albany, New York, Inc.

2. The date on which the Corporation's Certificate of Incorporation was filed was March 18, 1968. The Corporation was formed under section 201 of the Not-For-Profit Corporation Law.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-For-Profit Corporation Law. The Corporation is and shall remain a "Type B" corporation under section 201 of the Not-For-Profit Corporation Law.

4. The Certificate of Incorporation is hereby amended to effect the following amendment authorized by the Not-for-Profit Corporation Law of the State of New York:

(a) The paragraph numbered "1" which sets forth the name of the Corporation is hereby amended to read in full as follows:

"1. The name of the Corporation shall be:

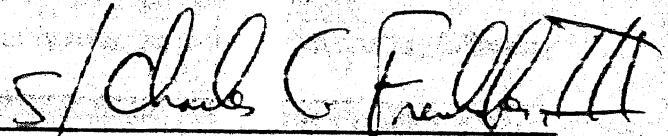
The Community Foundation For The Capital Region, Inc."

5. The foregoing amendment to the Certificate of Incorporation was approved by a vote of more than a majority of all members of the Corporation entitled to vote thereon at a meeting, duly called and held on March 3, 1993 at which meeting a quorum was present and acting throughout.

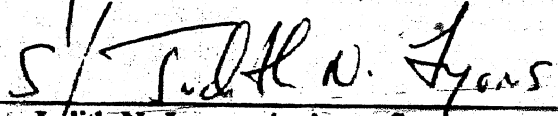
6. The Secretary of State is hereby designated as agent of the Corporation upon who process against it may be served. The Secretary of State shall mail a copy of any process served against it to the Corporation at the following address:

270 River Street
Troy, New York 12180

The undersigned affirms the foregoing to be true under penalties of perjury as of this
3rd day of March, 1993.



Charles C. Freihofer, III, President



Judith N. Lyons, Assistant Secretary

VERIFICATION

STATE OF NEW YORK)

) ss.:

COUNTY OF ALBANY)

I, CHARLES C. FREIHOFFER, III, being duly sworn, depose and state that I am President of Mohawk-Hudson Community Foundation, Inc., the Corporation named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof to be true, except as to those matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

S/ Charles C. Freihofer, III
Charles C. Freihofer, III

Sworn to before me this
3rd day of March, 1993.

S/ [Signature]
Notary Public

VERIFICATION

STATE OF NEW YORK)

COUNTY OF ALBANY)

ss.:

JUDITH N. LYONS, being duly sworn, deposes and says that deponent is Assistant Treasurer of Mohawk-Hudson Community Foundation, Inc., the Corporation named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof to be true, except as to those matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

J. Lyons
Judith C. Lyons

Sworn to before me this
3rd day of March, 1993.

[Signature]
Notary Public

I, EDWARD S. CONWAY, a Justice of the Supreme Court of the State of New York, Third Judicial District, do hereby approve the foregoing Amendment of Certificate of Incorporation of Mohawk-Hudson Community Foundation, Inc.

Dated: May 4, 1993



Hon. Edward S. Conway
Justice of the Supreme Court
Third Judicial District

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AMENDMENT OF CERTIFICATE OF INCORPORATION	MOHAWK-HUDSON COMMUNITY FOUNDATION, INC.	ATTN: ELEANOR DOWNEY DE GRAFF, FOY, HOLT-HARRIS & MEALEY ATTORNEYS AND COUNSELLORS AT LAW 90 STATE STREET ALBANY, N. Y. 12207
----------------------------------------------	---------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 07 1993

TAX \$

BY: Eps
Albany

930507000 207

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF**

The Community Foundation for the Capital Region, Inc.

Under Section 803 of the Not-for-Profit Corporation Law

1. The name of the Corporation is The Community Foundation for the Capital Region, Inc..
2. Its Certificate of Incorporation was filed with the Department of State on the 18th day of March, 1968 under the Membership Corporation Law, under the name "The Community Foundation of Albany, New York."
3. The name of the corporation was changed to "Mohawk-Hudson Community Foundation, Inc." by certificate of amendment on May 10, 1971. It was further changed to "The Community Foundation for the Capital Region, Inc" in 1993.
4. The corporation is a corporation as defined in Section 102(a)(5) of the Not-For-Profit Corporation Law; the corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law; the corporate purposes are not changed by this Amendment.

5. Article I of the Certificate of Incorporation, which presently reads as follows:

The name of the corporation shall be: The Community Foundation for the Capital Region, Inc.

is amended to read as follows:

The name of the corporation is The Community Foundation for the Greater Capital Region, Inc.

5. The above amendment to the Certificate of Incorporation was authorized by a unanimous vote of the Board of Directors at a meeting of the Board of Directors on the 9th day of January, 2008.
6. The Secretary of State of the State of New York is hereby designated as the agent of the corporation on whom all process of any action or proceeding against the corporation may be served, and the address to which he

shall mail a copy of such process is: **The Community Foundation for the Greater Capital Region, Inc., Six Tower Place, Albany, New York 12203**

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Incorporation has been subscribed this day of May, 2008. The undersigned affirm that the statements made herein are true under penalty of perjury.

By: *E. Kristen Frederick*
E. Kristen Frederick, President and CEO
Six Tower Place
Albany, NY 12203

STATE OF NEW YORK)
COUNTY OF RENSSELAER)

On this 17th day of May, 2008, before me personally came E. Kristen Frederick, to me known, who by me being duly sworn, did depose and say that she is the President of The Community Foundation for the Capital Region, Inc., the corporation described in and which executed the foregoing instrument; that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed her name thereto by like order.

Kimberly S. Goodfriend
Notary Public

P:\smorley\Corporations\Community Foundation\certofamend.wpd
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KIMBERLY S. GOODFRIEND
Notary Public, State Of New York
Qualified In Rensselaer County
No. 4975645
Commission Expires December 17, 2010

08051600114...

**CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF
INCORPORATION OF**

The Community Foundation for the
Capital Region, Inc.

Dated: 7 May 2008

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 16 2008

TAXS RE

NY: Albn

Martin, Shuddt, Wallace, DiLorenzo &
Johnson

P.O. Box 1530
279 River Street
Troy, NY 12181

518-272-6565

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