

# *STATE OF NEW YORK*

## *DEPARTMENT OF STATE*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 28, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State



## The University of the State of New York

STATE OF NEW YORK:

COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-for-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of **NEW YORK CITY OUTWARD BOUND CENTER, INC.** as a not-for-profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 10th day of February, 1988.

Thomas Sobol  
Commissioner of Education

By: *James H. Whitney*  
James H. Whitney  
Deputy Counsel



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This consent to filing is granted with the understanding that nothing contained in the annexed certificate of incorporation shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed certificate of incorporation shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

A handwritten signature in black ink, consisting of a stylized, cursive 'S' or similar character.

CERTIFICATE OF INCORPORATION  
OF  
NEW YORK CITY OUTWARD BOUND CENTER, INC.

Under Section 402 of the Not-for-Profit  
Corporation Law

The undersigned, being a natural person of the age of eighteen years or more, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies as follows:

1. The name of this corporation is:

New York City Outward Bound Center, Inc.

2. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

3. Subject to the restrictions hereinafter set forth, the purposes for which the corporation is formed are:

(a) To develop and enhance in young people, adults and those with special needs self-confidence, responsibility, leadership qualities, teamwork and empathy for others, service to the community and sensitivity to the environment by conducting value-forming courses and experiences.

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(b) To promote and develop the experiential learning concept of Outward Bound in the New York City area by establishing and conducting its own programs and by assisting other organizations desiring to conduct Outward Bound-type programs in the New York City area.

(c) To provide scholarships and other financial assistance to persons desiring to participate in Outward Bound programs in New York City and other areas.

(d) To receive, acquire, accept, hold and maintain property of every kind and nature whatsoever, real, personal or mixed, without limitation as to amount or value, by way of gift, bequest, devise, grant, transfer, judicial order or decree, purchase, lease or otherwise, to invest and reinvest the same, and to expend or otherwise dispose of all or any portion of the funds and property of the corporation, including income, interest or principal, for any of the purposes of the corporation, subject, however, to any directions or limitations placed upon the same by donors or testators; and

(e) To do any and all things necessary or proper in connection with or incidental to any of the foregoing.

4. The corporation is to be a Type B corporation under the Not-for-Profit Corporation Law.

5. The principal office of the corporation is to be located in the County and State of New York.

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6. 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 shall mail a copy of any process against the corporation served him is:

Lord, Day & Lord  
25 Broadway  
New York, NY 10004

7. The names and addresses of the initial directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William J. Abelow	League of Voluntary Hospitals and Homes of New York 60 East 42nd Street New York, NY 10165
Sheila Baird	M. Kimelman & Co. 100 Park Avenue New York, NY 10017
Thomas C. Barron	Dun & Bradstreet 299 Park Avenue, 21st Fl. New York, NY 10171
Selwyn Carter	Community Service Society of N. Y. 105 E. 22nd Street New York, NY 10010
Carolyn Chin	Citicorp Retail Services, Inc. 320 Park Avenue, 6th Fl. New York, NY 10022
Rochelle W. Evans	Times Mirror 780 Third Avenue New York, NY 10017

Gregory Farrell	Fund for the City of New York 419 Park Avenue South New York, NY 10016
George Miles	WNET-Channel 13 356 West 58th Street New York, NY 10019
William E. Phillips	The Ogilvy Group 2 East 48th Street New York, NY 10017
Arthur O. Sulzberger, Jr.	The New York Times 229 West 43rd Street New York, NY 10036
Helen Hill Updike	Interfid Capital Corp. 1 Dag Hammarskjold Plaza New York, NY 10017
John Webster	Flanagan & Webster, Inc. 489 Fifth Avenue New York, NY 10017

8. Nothing contained in this Certificate of Incorporation shall authorize the corporation, directly or indirectly, to engage in, or include among its purposes, any of the activities mentioned in Section 404(b)-(u) of the Not-for-Profit Corporation Law without the approval of the agency involved.

9. Notwithstanding any other provision of this Certificate of Incorporation, the corporation is organized exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (such Code, as the same may hereinafter be amended or reenacted in any subsequent Federal tax law, being hereinafter referred to

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as the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

10. No part of the net earnings of the corporation shall inure to the benefit of any director, officer or employee of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no director, officer or employee 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.

11. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

12. In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Code, the corporation shall distribute its income for such period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the corporation shall not (a) engage in any act of self-dealing as defined


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in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

13. In the event of dissolution of the corporation or any other event causing the assets of the corporation to be distributed, the Board of Directors shall dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or literary purposes as shall then qualify as an exempt organization or organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine, subject to the approval of a Justice of the Supreme Court of the State of New York.

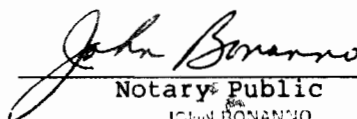
IN WITNESS WHEREOF, this Certificate has been signed by the subscriber hereof this <sup>25<sup>th</sup></sup> day of January, 1988.

  
J. Edward Shillingburg  
Lord, Day & Lord  
25 Broadway  
New York, NY 10004



STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On this 25<sup>th</sup> day of January, 1988, before me personally came J. Edward Shillingburg, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and he duly acknowledged to me that he executed the same.



**Notary Public**  
JOHN BONANNO  
Notary Public, State of New York  
No. 31-400073  
Qualified in New York County  
Commission Expires May 26, 1989

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I, **JAWN A. SANDIFER**, a Justice  
of the Supreme Court of the State of New York, First  
Judicial District, hereby approve the foregoing Certificate  
of Incorporation of NEW YORK CITY OUTWARD BOUND CENTER, INC.  
pursuant to the Not-for-Profit Corporations Law, and  
consent that the same be filed.

Dated: New York, New York

FEB 29 1988

*Jawn A. Sandifer*  
Justice of the Supreme Court  
of the State of New York  
First Judicial District

**JAWN A. SANDIFER**

Jan. 26, 1988

THE UNDERSIGNED HAS NO OBJECTION  
TO THE GRANTING OF JUDICIAL  
APPROVAL HEREON AND WAIVES  
STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.  
STATE OF NEW YORK

by *Howard Holt*

HOWARD HOLT  
Associate Attorney

NYS DEPARTMENT OF STATE

FILING RECEIPT

NAME RESERVATION (NOT FOR PROFIT)

CORPORATION NAME

NEW YORK CITY OUTWARD BOUND CENTER (RES FOR 60 DAYS)

<u>DATE FILED</u> 01/20/88	<u>DURATION &amp; COUNTY CODE</u>	<u>FILM NUMBER</u> B592766-1	<u>CASH NUMBER</u> 099118
<u>NUMBER AND KIND OF SHARES</u>		<u>LOCATION OF PRINCIPAL OFFICE</u>	

FOR J. E. SHILLINGBURG ATTY (SUBMIT CTF WHEN FILING)  
\*CT

ADDRESS FOR PROCESS

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS

AMOUNT OF CHECK \$	AMOUNT OF MONEY ORDER \$	00020.00	AMOUNT OF CASH \$
\$	\$	\$	\$
DOLLAR FEE TO COUNTY			FILING
			TAX
FILER NAME AND ADDRESS:			CERTIFIED COPY
J. E. SHILLINGBURG ATTY		10.00	CERTIFICATE
25 BROADWAY		010.00	MISCELLANEOUS
NEW YORK	NY	TOTAL PAYMENT \$	000020.00
		REFUND OF \$	

TO FOLLOW

380804-003 (8/84)

GAIL S SHAFFER - SECRETARY OF STATE

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MAR 15 10 00 AM '88

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*Handwritten initials:*  
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CERTIFICATE OF INCORPORATION  
OF  
NEW YORK CITY OUTWARD  
BOUND CENTER, INC.

LORD, DAY & LORD,  
ATTORNEYS FOR

25 BROADWAY  
NEW YORK N Y 10004

AREA CODE 212 344 8424

MAR 17 7 00 AM '88

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAR 17 1988

AMT. OF CHECK \$ 50  
FILING FEE \$ 50  
TAX \$ \_\_\_\_\_  
COUNTY FEE \$ \_\_\_\_\_  
COPY \$ \_\_\_\_\_  
CERT \$ \_\_\_\_\_  
REFUND \$ \_\_\_\_\_  
SPEC HANDLE \$ LR

*Handwritten signatures:*  
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A. Sheen  
T. [unclear]

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
41 State Street  
Albany, NY 12231

031002000571

CSC 45  
DRAWN

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

NEW YORK CITY OUTWARD BOUND CENTER, INC.

*(Insert Name of Domestic Corporation)*

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

FIRST: The name of the corporation is: \_\_\_\_\_

NEW YORK CITY OUTWARD BOUND CENTER, INC.

If the name of the corporation has been changed, the name under which it was formed is: \_\_\_\_\_

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

MARCH 17, 1988

THIRD: The law the corporation was formed under is: NYS NOT-FOR-PROFIT LAW

FOURTH: 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. If the corporate purposes are being enlarged, limited or otherwise changed, the corporation shall be a Type B corporation.

FIFTH: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph.) The amendment effected by this certificate of amendment is as follows:

Paragraph 3. (b) & (f) of the Certificate of Incorporation relating to purposes for which  
the Corporation is formed

is hereby amended to read in its entirety as follows: (b) To promote and develop the experiential learning concept of Outward Bound in the New York City area by establishing and  
conducting its own programs and by assisting other organizations desiring to conduct Outward Bound type programs in the New York City area and to provide tutorial and other academic enrichment activities to children and students. (f) added: Nothing herein shall authorize the Corporation to operate or maintain a nursery school, elementary school or secondary school

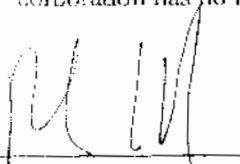
SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is: \_\_\_\_\_

29-46 Northern Boulevard

Long Island City, NY 11101

SEVENTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- The amendment was authorized by a vote of a majority of the members at a meeting.
- The amendment was authorized by the unanimous written consent of the members entitled to vote thereon.
- The amendment was authorized by a vote of a majority of the entire board of directors. The corporation has no members.

  
\_\_\_\_\_  
*(Signature)*

RICHARD STOPOL, Executive Director

\_\_\_\_\_  
*(Name and Capacity of Signer)*

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