

SUPERVISOR COPY

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Since 1926

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June 12, 1996

New Paltz Child Care Center, Inc.
P.O. Box 844
New Paltz, N.Y. 12561

**Re: Amended Certificate of Incorporation
New Paltz Child Care Center, Inc.**

Dear Helen and Board Members:

I am enclosing a copy of the receipt from the Secretary of State on the Amended Certificate of Incorporation to include the additional IRS provisions together with a copy of the Amendment as filed. I am also sending to Fred a copy of this, as I believe he has to communicate with IRS concerning our revisions.

If any of you have any questions, please feel free to contact me.

Very truly yours,



WENDELL D. HARP

#28.148
WDH:dml
clts696.12
cc: Fred Schmalkuche, CPA

of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

N(2). No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, 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 member, trustee, officer 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.

N(3). No substantial part of the activities of the corporation shall be carrying propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

N(4). In the event of dissolution all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

N(5). In any taxable year in which the corporation is a private foundation as described in IRC Section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), retain any excess business holdings as defined in IRC Section 4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC Section 4944, or © make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

6. The manner in which this Amendment of the Certificate of Incorporation was authorized was by the consent of all members of the Board of Directors of New Paltz Child Care Center, Inc. Voting in person at a meeting duly called for that purpose; said meeting was held at the New Paltz Child Care Center on February 12, 1996

7. The following approvals and consents were endorsed on and annexed to the certificate of incorporation of New Paltz Child Care Center, Inc.:

The approvals of the New York State Department of Social Services.

The approval of a Justice of the Supreme Court for the Third Judicial Department pursuant to section 404(o) of the Not-for-Profit Corporation Law.

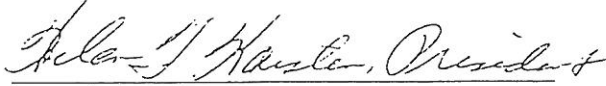
Waiver of Notice of Application by the Attorney General.

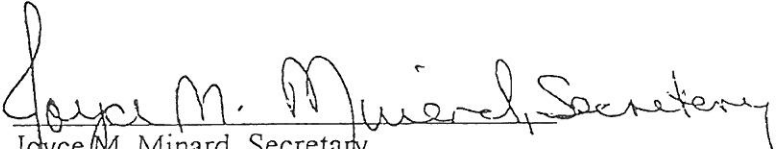
Prior to the delivery of this certificate of amendment to the Department of State for filing, all approvals and consents of the body or officer hereinabove set forth will be endorsed upon or annexed hereto.

8. The Secretary of State of the State of New York is hereby designated the 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 as agent of the corporation is:

Town Hall
1 Veteran's Drive
New Paltz, New York 12561

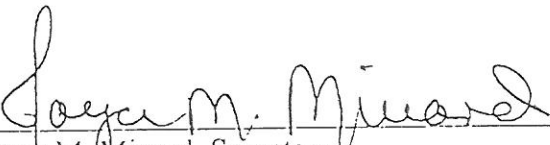
In Witness Whereof, the undersigned have executed this certificate this 12th day of February, 1996.


Helen Karsten, President


Joyce M. Minard, Secretary


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

I, JOYCE M. MINARD, being duly sworn, depose and state that I am the Secretary of New Paltz Child Care Center, 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 the matter therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.



Joyce M. Minard, Secretary

Sworn to before me this 12th
day of February, 1996



Notary Public

WENDELL D. HARP
Notary Public in the State of New York
Resident in and for Ulster County
Commission Expires October 30, 1996

APPROVAL OF AMENDED CERTIFICATE OF
INCORPORATION BY JUSTICE OF THE SUPREME COURT

I, JOHN G. COOPER, a Justice of the Supreme Court for the Third Judicial

District hereby approve the foregoing Amended Certificate of Incorporation.

Dated: March ^{17th}~~28~~ 1996

John G. Cooper
Justice of the Supreme Court

NOTICE TO ATTORNEY GENERAL OF
APPLICATION FOR AMENDMENT OF
CORPORATE PURPOSE, POWER OF PROVISION

PLEASE TAKE NOTICE that the annexed certificate of extension of corporate purposes, pursuant to Section 803 of the Not-for-Profit Corporation Law, will be presented to the "duty justice", a justice of the Supreme Court, for approval on the 30th day of January, 1996 at 9:30 o'clock in the forenoon of that day at the chambers of the said justice in the county court house, City of Kingston, County of Ulster and State of New York.

PLEASE TAKE FURTHER NOTICE, that the certificate specifies as one of the purposes of the corporation in compliance with Internal Revenue Code Section 501(c)(3).



Wendell D. Harp, Esq.
Attorney for New Paltz Child Care
Center, Inc.

NEW YORK STATE

DEPARTMENT OF SOCIAL SERVICES

40 NORTH PEARL STREET, ALBANY, NEW YORK 12243-0001

BRIAN J. WING
Acting Commissioner



January 8, 1996

Wendell D. Harp, Esq.
Harp & Harp
Esquire Building
83 Rte. 208
P.O. Box 400
New Paltz, New York 12561

Re: New Paltz Child Care Center, Inc.

Dear Mr. Harp:

This is in reply to your letter of January 3, 1996, in which you enclosed a certificate of amendment to the certificate of incorporation of the above named corporation for our review.

The amendment in question appears to confine itself to satisfaction of the requirements of the officials of the Internal Revenue Service with respect to Section 501(c)(3) of the Internal Revenue Code and, therefore, does not require the approval of the State Department of Social Services.

This letter should not be construed as an indication that further amendments will not require this Department's approval.

You may send the executed original certificate of amendment of the certificate of incorporation to the Secretary of State together with this letter, and if it is otherwise in proper form, it should be accepted for filing.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Charles Carson".

Charles Carson
Assistant Counsel
Bureau of Services and Community
Development Law

Enclosure



DENNIS C. VACCO
Attorney General

STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL
(518) 473-0951

JOHN H. CARLEY
Deputy Attorney General

March 18, 1996

Wendell D. Harp, Esq.
Harp & Harp
Esquire Bldg
83 Rte 208, PO Box 400
New Paltz, NY 12561

Re: New Paltz Child Care Center
Certificate of Amendment

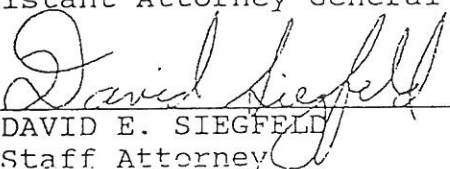
Dear Mr. Harp:

Kindly inform this office as to when we might expect to be in receipt of proof of filing of the duly approved certificate of amendment with the Secretary of State.

Please note that this office will be in a position to close our file in this matter once we receive said proof of filing.

Thank you for your attention herein.

Very truly yours,
DONALD P. SEGAL
Assistant Attorney General

BY: 
DAVID E. SIEGFELD
Staff Attorney