

CERTIFICATE OF INCORPORATION
of
THE ROSAMOND GIFFORD CHARITABLE CORPORATION
Pursuant to the Membership Corporations Law

* * * * *

WE, THE UNDERSIGNED, desiring to form a membership corporation, pursuant to the Membership Corporations Law, do hereby certify as follows:

1. The name of the proposed corporation is THE ROSAMOND GIFFORD CHARITABLE CORPORATION.

2. The purposes for which it is formed are:

To accept and receive the devise and bequest made to it by the Last Will and Testament and Codicil thereto of Rosamond Gifford, deceased, late of the Town of Vienna, County of Oneida, New York, which Will and Codicil thereto were duly admitted to probate by the Surrogate of Oneida County, New York, on April 14, 1954.

To accept and receive a gift or gifts of money or other property, personal or real, and to accumulate and administer the same and voluntarily to apply or pay out of the income thereof, either directly, for the relief, shelter, support, education and maintenance of any person or persons who may be in need thereof, anywhere in the United States, its territories and possessions, without discrimination owing to race, color or creed, or indirectly, by voluntarily making gifts, grants and endowments for charitable purposes to institutions and organizations supervised by any governmental authority or authorities, in New York, or elsewhere, having jurisdiction over the activities of such institutions or organizations, and, in general, voluntarily to aid, support and co-operate with charitable, benevolent, educational and religious corporations, organizations and institutions, supervised by any governmental authority or authorities, in New York, or elsewhere, having jurisdiction over their activities and voluntarily to pay to any thereof such amounts from time to time out of its income of its funds, as to the directors may seem proper.

To accept by bequest, devise, gift, transfer, grant, conveyance, assignment or otherwise, solely for its said purposes, any money, other personal property or real property, and to transfer and convey such money or other property and deal with and expend and distribute the same for the purposes and on the conditions hereinbefore set forth, provided, nevertheless, that no activities whatsoever shall be pursued by this corporation for a profit, but solely for the charitable purposes hereinbefore set forth, and that no part of the net earnings of this corporation shall inure to the benefit of any subscriber, member, director, trustee, officer or employee, except that any director, trustee, or officer of said corporation shall be entitled to receive reasonable compensation for any services rendered as such director, trustee or officer, and repayment of reasonable expenses incurred in carrying out the purposes of this corporation; and, provided further, that no part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntarily or involuntarily, or whether by operation of law or otherwise, none of the property of the corporation, nor any proceeds thereof, nor any other assets of the corporation, shall be distributed to or shall inure to the benefit of any subscriber, member, director, trustee, officer or employee, but shall be disposed of in accordance with the applicable law.

To carry on all or any of its activities and to purchase or acquire, hold and dispose of such property, real, personal and mixed, as may be requisite for the transaction of its business or the conduct of its affairs, in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

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

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

4. The office of the corporation shall be located in the City of Syracuse, County of Onondaga and State of New York.

5. The number of its directors, to be known as trustees, shall be five (5).

6. The names and residence addresses of the persons constituting the Board of Directors until the first annual meeting of the corporation are:

NAMES

GEORGE ALSTON SMITH
HOWARD F. ZINSMEISTER
ALLAN B. COUGHLIN
SHIRLEY S. ORRICK
VIRGINIA Z. LYNCH

RESIDENCE ADDRESS

216 Hampton Road, Syracuse, NY
674 Roberts Avenue, Syracuse, NY
116 Center Street, Fayetteville, NY
RD #3, Thompson Road, East Syracuse, NY
2 Sunset Way, Chenango Bridge, NY

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 director is a citizen of the United States and a resident of the State of New York.

Dated, this June 18, 1954.

IN WITNESS WHEREOF, we have made, signed and acknowledged this Certificate.

George Alston Smith L.S.

Howard F. Zinsmeister L.S.

Allan B. Coughlin L.S.

Shirley S. Orrick L.S.

Virginia Z. Lynch L.S.

Filed and approved:

STATE OF NEW YORK, DEPARTMENT OF STATE, JUNE 23, 1954

CERTIFICATE OF CHANGE OF NUMBER
OF DIRECTORS OF THE ROSAMOND
GIFFORD CHARITABLE CORPORATION,
PURSUANT TO SECTION 30 OF THE
MEMBERSHIP CORPORATIONS LAW

WE, ALLAN B. COUGHLIN and J. ROSS PALTZ, being
respectively the President and Secretary of THE ROSAMOND GIFFORD
CHARITABLE CORPORATION, hereby CERTIFY:

1. The name of the corporation is THE ROSAMOND GIFFORD
CHARITABLE CORPORATION;
2. The Certificate of Incorporation was filed in the
Office of the Secretary of State on June 23, 1954;
3. The number of directors previously authorized is
five (5). The number of directors as increased by this
Certificate shall hereafter be six (6).

IN WITNESS WHEREOF, we have made, subscribed and
acknowledged this Certificate this 19th day of May, 1955.

Allan B. Coughlin L.S.
President

J. Ross Paltz L.S.
Secretary

director, trustee, officer or employee, but shall be disposed of in
accordance with the applicable law.

To carry on all or any of its activities and to purchase or
acquire, hold and dispose of such property, real, personal and mixed, as
may be requisite for the transaction of its business or the conduct of its
affairs, in any of the states, districts, territories or colonies of the
United States, and in any and all foreign countries, subject to the laws of
such state, district, territory, colony or country.

F 961 120 000 420

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

N. I. S.-27

THE ROSAMOND GIFFORD CHARITABLE CORPORATION

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

The undersigned, President and Secretary, of The Rosamond Gifford Charitable Corporation hereby certify:

1. The name of the corporation is THE ROSAMOND GIFFORD CHARITABLE CORPORATION.
2. The Certificate of Incorporation of the corporation was filed by the Department of State on June 23, 1954, pursuant to the Membership Corporations Law.
3. The corporation is a corporation as defined in subparagraph(a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.
4. The corporation designates the Secretary of State 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 served upon him or her is as follows:


The Rosamond Gifford Charitable Corporation
731 James Street
Syracuse, New York 13203-2003.

5. Paragraph "5" of the Certificate of Incorporation which refers to the number of directors of the corporation is amended and substituted to read as follows:

"5. The number of its directors, to be known as trustees, shall be not less than ten (10) nor more than twelve (12)."

5. This Amendment to the Certificate of Incorporation was authorized by the unanimous written consent of the members and board of directors of the corporation.

IN WITNESS WHEREOF, this certificate has been subscribed on this 14th day of November, 1996, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.


Robert F. Dewey
President


John H. Lynch
Secretary

director, trustee, officer or employee, but shall be disposed of in accordance with the applicable law.

To carry on all or any of its activities and to purchase or acquire, hold and dispose of such property, real, personal and mixed, as may be requisite for the transaction of its business or the conduct of its affairs, in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

CERTIFICATE OF CHANGE OF NUMBER
OF DIRECTORS OF THE ROSAMOND
GIFFORD CHARITABLE CORPORATION,
PURSUANT TO SECTION 30 OF THE
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CHARITABLE CORPORATION;
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Office of the Secretary of State on June 23, 1954;
3. The number of directors previously authorized is
five (5). The number of directors as increased by this
Certificate shall hereafter be six (6).

IN WITNESS WHEREOF, we have made, subscribed and
acknowledged this Certificate this 19th day of May, 1955.

Allan B. Coughlin L.S.
President

J. Ross Paltz L.S.
Secretary

director, trustee, officer or employee, but shall be disposed of in
accordance with the applicable law.

To carry on all or any of its activities and to purchase or
acquire, hold and dispose of such property, real, personal and mixed, as
may be requisite for the transaction of its business or the conduct of its
affairs, in any of the states, districts, territories or colonies of the
United States, and in any and all foreign countries, subject to the laws of
such state, district, territory, colony or country.

F 961120000420

N. I. S. -27

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

THE ROSAMOND GIFFORD CHARITABLE CORPORATION

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

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1. The name of the corporation is THE ROSAMOND GIFFORD CHARITABLE CORPORATION.

2. The Certificate of Incorporation of the corporation was filed by the Department of State on June 23, 1954, pursuant to the Membership Corporations Law.

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The Rosamond Gifford Charitable Corporation
731 James Street
Syracuse, New York 13203-2003.

5. Paragraph "5" of the Certificate of Incorporation which refers to the number of directors of the corporation is amended and substituted to read as follows:

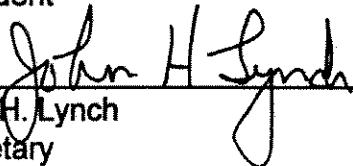
"5. The number of its directors, to be known as trustees, shall be not less than ten (10) nor more than twelve (12)."

5. This Amendment to the Certificate of Incorporation was authorized by the unanimous written consent of the members and board of directors of the corporation.

IN WITNESS WHEREOF, this certificate has been subscribed on this 14th day of November, 1996, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.



Robert F. Dewey
President



John H. Lynch
Secretary

F 961120000.420

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

THE ROSAMOND GIFFORD CHARITABLE CORPORATION

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

FILED BY:

Mackenzie Smith Lewis Mitchell & Hughes, LLP

ONBANK BUILDING
SYRACUSE, NEW YORK 13202

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 20 1998
SXS

BY: MAR

Mackenzie

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NOV 21 02 AM '98

RECEIVED

FILING RECEIPT

ENTITY NAME : THE ROSAMOND GIFFORD CHARITABLE CORPORATION

DOCUMENT TYPE : AMENDMENT (DOMESTIC NFP)
PROCESS PROVISIONS

COUNTY: ONON

SERVICE COMPANY : NATIONWIDE INFORMATION SERVICES, INC.

SERVICE CODE: 27

FILED: 11/20/1996 DURATION: ***** CASH #: 961120000445 FILM #: 9611200004

ADDRESS FOR PROCESS

THE CORPORATION
31 JAMES STREET
SYRACUSE, NY 13203-2003

REGISTERED AGENT



FILER	FEE	AMOUNT	PAYMENTS	AMOUNT
MACKENZIE SMITH LEWIS MICHELL & HUGHES, LLP	FILING	30.00	CASH	0.
MONBANK BUILDING	TAX	0.00	CHECK	0.
SYRACUSE, NY 13202	CERT	0.00	BILLED:	65.
	COPIES	10.00		
	HANDLING:	25.00	REFUND:	0.



P.O. BOX 679, ALBANY, NEW YORK 12201-0679
(518) 449-8429

INVOICE NO: 121970

THE ROSAMOND GIFFORD CHARITABLE FOUNDATION

JURISDICTION: NY SECRETARY OF STATE

NOTE: Our information is as accurate as REASONABLE CARE can make it. However, the ultimate responsibility for maintaining files rests with the filing officer and we will accept NO LIABILITY beyond the exercise of REASONABLE CARE.

INVOICE DATE 11/27/96

Service Fee	\$	35.00
Obtaining Copies	\$.00
Correspondents Fee	\$.00
Statutory	\$	65.00
Courier	\$.00
Other	\$.00
	\$	100.00

CLIENT NO: 521200
REFERENCE NO: 07C10490

MACKENZIE SMITH LEWIS ET AL
600 ONBANK BLDG.
P.O. BOX 4967
SYRACUSE, NY 13221
ATTENTION: MARGARET HERMANN

ORIGINAL

PAYMENT IS EXPECTED FROM AND IS THE SOLE RESPONSIBILITY OF THE BILL TO PARTY
HEREIN AND WILL NOT BE DELAYED AWAITING PAYMENT FROM THIRD PARTIES.



NCE CHARGE OF 1% PER MONTH, 18% PER ANNUM, WILL BE ADDED TO ALL UNPAID BALANCES AFTER 30 DAYS.

State of New York }
Department of State } *ss:*

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 seal of the Department of State on NOV 25 1996



A handwritten signature in cursive script, appearing to read "J. Leach", written in black ink.

Special Deputy Secretary of State

MACKENZIE SMITH LEWIS MICHELL & HUGHES, LLP

A REGISTERED LIMITED LIABILITY PARTNERSHIP

LAW OFFICES

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December 3, 1996

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CHARLES J. CRONIN
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KEVIN M. REILLY
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* ALSO ADMITTED TO FL BAR
** ALSO ADMITTED TO DC BAR
*** ALSO ADMITTED TO NJ BAR
† ALSO ADMITTED TO MA BAR
†† ALSO ADMITTED TO CT BAR
††† ALSO ADMITTED TO MA & DC BAR
‡ ALSO ADMITTED TO PA BAR
‡‡ NOT ADMITTED IN NY

Mr. Dean A. Lesinski, Executive Director
The Rosamond Gifford Charitable Corp.
731 James Street
Syracuse, New York 13203-2003

**Re: Certificate of Amendment of a Certificate of Incorporation
of The Rosamond Gifford Charitable Corporation**

Dear Mr. Lesinski:

I am an attorney in the Business-Corporate Department who has worked with Gay Pomeroy on the above-entitled matter.

Enclosed herewith please find a copy of the Certificate of Amendment of the Certificate of Incorporation duly filed with the Department of State on November 20, 1996. I have also enclosed a paid receipt from Nationwide Information Services, Inc. for the statutory filing fee and the service fee associated therewith.

Should you have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,

MACKENZIE SMITH LEWIS MICHELL & HUGHES, LLP


Mark T. Harrington

MTH:mkf
Encls.