

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
UNITED WAY OF WESTCHESTER AND PUTNAM, INC.

UNDER SECTIONS 803 AND 805
OF THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW

The undersigned, Alana Sweeney, hereby certifies that ~~she~~ he is the ~~President and Chief Executive Officer~~ Chair of the Board of the United Way of Westchester and Putnam, Inc. (the "Corporation"), a corporation organized and existing under the Not-for-Profit Law of the State of New York (the "NPCL"), and does hereby certify as follows:

1. The name of the Corporation is United Way of Westchester and Putnam, Inc. The name of the Corporation as originally filed with the Secretary of State on October 29, 1962, was Westchester County United Fund, Inc. Subsequently, the Certificate of Incorporation was amended pursuant to a Certificate of Name Change filed with the Secretary of State on November 12, 1968, such that the name of the Corporation was changed to United Fund of Westchester, Inc. Thereafter, pursuant to Certificate of Amendment of Certificate of Incorporation of United Fund of Westchester, Inc. filed with the Secretary of State on May 22, 1982, the name of the Corporation was changed to United Way of Westchester, Inc. By Certificate of Amendment to the Certificate of Incorporation of United Way of Westchester, Inc. filed with the Secretary of State on January 30, 1986, the name of the Corporation was changed to United Way of Westchester and Putnam, Inc.
2. The Certificate of Incorporation (the "Certificate") was filed with the Department of State on October 29, 1962. The Corporation was formed under the Membership Corporation Law of the State of New York.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL. The Corporation is a charitable corporation under Section 201 of the NPCL.
4. The Certificate is hereby amended and restated to effect the following changes authorized by the NPCL:
 - a. The prefatory language preceding ARTICLE I, which states that the corporation is being formed to be a membership organization pursuant to the Membership Corporation Law of the State of New York shall be deleted in its entirety and shall not be replaced with any new language. be amended to read in its entirety as follows:

"The undersigned, desiring to form a corporation pursuant to the provisions of the New York Not-for-Profit Corporation Law (the "NPCL"), does hereby certify (this "Certificate") as follows:

- b. ARTICLE I which sets forth the name of the Corporation is amended such that the article number is now referred to as Article FIRST and the name remains United Way of Westchester and Putnam, Inc. Accordingly, ARTICLE I is amended to read in its entirety as follows:

"FIRST: The name of the corporation shall be "United Way of Westchester and Putnam, Inc." (the "Corporation")."

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- c. Amend ARTICLE II which sets forth the purpose for which the Corporation was formed, by deleting such language in the article in its entirety, replacing it with language indicating how the Corporation is defined under the NPCL, accordingly, ARTICLE II is amended to read in its entirety as follows:

"SECOND: The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the NPCL and is a charitable corporation under Section 201 of the NPCL."

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- d. Amend ARTICLE III, which sets forth the territory in which the operations of the Corporation shall be principally conducted, by deleting such language in the article in its entirety, replacing it with language indicating the purposes of the Corporation, accordingly, Article III is amended to read in its entirety as follows:

"THIRD: (a) The Corporation shall: (i) advance the common good by creating opportunities for a better life primarily for all who live and/or work within Westchester and Putnam Counties and elsewhere; and (ii) do all acts necessary, convenient, or expedient to carry on the foregoing purpose.

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(b) The Corporation shall engage in activities in furtherance of the purposes described in paragraph (a) of this Article THIRD exclusively for charitable purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(c) Notwithstanding anything to the contrary in this Certificate, nothing contained herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in subparagraphs (a) through (v) of Section 404 of the NPCL.

(d) The Corporation shall not operate for the purpose of carrying on a trade or business for profit."

- e. Amend ARTICLE IV, which sets forth that the principal office of the Corporation is located in the City of White Plains, New York, County of Westchester, by deleting such language in its entirety, replacing it with language indicating that the Corporation is not formed to engage in any activity or purpose which requires consent or approval from any state official, department, board, agency, or other body, accordingly, ARTICLE IV is amended to read in its entirety as follows:

“FOURTH: The Corporation is not formed to engage in any activity or for any purpose requiring the consent or approval of any state official, department, board, agency, or other body. No consent or approval is required.”

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- f. Amend ARTICLE V, which provides that subject to the approval of the Board of Directors, any person who is interested in the health and welfare programs in Westchester County is eligible to be invited to be a member of the Corporation, by deleting such language in its entirety and replacing it with language indicating that the Corporation shall have no members, accordingly, ARTICLE V is amended to read in its entirety:

“FIFTH: The Corporation shall have no members.”

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- g. Amend ARTICLE VI, which provides that the Corporation shall be directed by a Board of Directors consisting of no fewer than seven nor more than fifty persons, by deleting such language in its entirety and replacing it with language indicating that the Corporation shall have a board of directors comprised of no fewer than 3 members and no more than 45 directors, accordingly, ARTICLE VI is amended to read in its entirety:

“SIXTH: The Corporation shall have a board of directors ranging in size from no fewer than 3 directors to no more than 45 directors.”

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- h. Amend ARTICLE VII, which provides for the names and addresses of the initial Board of Directors, by omitting such language in its entirety and replacing it with language indicating that the office of the Corporation is to be located in Westchester County, New York, accordingly, ARTICLE VII is amended to read in its entirety:

“SEVENTH: The office of the Corporation is to be located in the County of Westchester, State of New York.”

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- i. Amend ARTICLE VIII, which provides that the Board of Directors of the Corporation may amend, alter or change the Articles of Incorporation, as provided for in the bylaws, by deleting such language in its entirety and replacing it with language indicating that the Corporation's Certificate of Incorporation may be

amended pursuant to the Bylaws and consistent with applicable law, accordingly, ARTICLE VIII is amended to read in its entirety:

“**EIGHTH**: This Amended and Restated Certificate of Incorporation may be further amended or restated consistent with, and subject to, applicable state and federal laws.”

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- j. Amend ARTICLE IX, which provides that all of the subscribers to this Amended and Restated Certificate of Incorporation are citizens of the United States, and at least one of whom is a citizen of New York State and that at least one director of the Corporation is a citizen of New York State and the United States, by deleting such language in its entirety and replacing it with language indicating that Board of Director members must be at least 18 years old but need not be a resident of New York State, accordingly, ARTICLE IX is amended to read in its entirety:

“**NINTH**: Each Board of Director member must be at least 18 years of age but need not be a citizen of the State of New York.”

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- k. Amend ARTICLE X, which provides that the Corporation is organized as a non-stock corporation and sets forth the amount of real property and personal assets held by the Corporation and setting forth the sources of financing of the Corporation, by deleting such language in its entirety and replacing it with language indicating that the Corporation is formed under the Not-for-Profit Corporation laws, accordingly, ARTICLE X is amended to read in its entirety:

“**TENTH**: The Corporation is formed under the New York State Not-for-Profit Corporation Law.”

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- l. Amend ARTICLE XI, which provides that no part of the net earnings of the Corporation shall inure to the benefit of any private individual, nor shall the activities of the Corporation include carrying on of propaganda or influencing legislation or participate in a political campaign and that upon dissolution of the Corporation, no member of the Corporation shall be entitled to receive any distribution from the remaining property of the Corporation, and any remaining property or proceeds after payment of all debts and obligations shall be distributed subject to order of the Supreme Court of the State of New York exclusively for the purposes set forth in Article II of the Certificate of Incorporation and Section 501(c)(3) of the Internal Revenue Code of 1954, as may be amended, by deleting such language in its entirety and replacing it with language stating that no part of the net earnings of the corporation shall inure to the benefit of any officer, director or private person, except as reimbursement for reasonable and necessary expenses, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation, nor intervening in a political campaign on behalf of any candidate for public office, accordingly, ARTICLE XI is amended to read in its entirety:

"ELEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or other private person, except as reimbursement for reasonable and necessary expenses incurred in conducting the Corporation's affairs and in carrying out its exempt purposes, or as reasonable compensation for services rendered.

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No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), nor shall the Corporation participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose."

- m. Amend ARTICLE XII which provides that the Corporation shall not engage in any transaction described as a "prohibited transaction" by Section 503(c) of the Internal Revenue Code of 1954, as may be amended from time to time, nor shall the income of the Corporation be unreasonably accumulated or invested in a manner that would jeopardize the carrying out of the purpose of the Corporation within the meaning of Section 504(a) of the Internal Revenue code of 1954, as may be amended from time to time, by deleting such language in its entirety and replacing it with language indicating that the Corporation may not carry on activities otherwise prohibited under Section 501(c)(3) of the Internal Revenue Code of 1986, accordingly, ARTICLE XII is amended to read in its entirety:

"TWELTH: Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code."

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- n. Amend ARTICLE XIII which provides that the Board of Directors may appoint a corporate trustee of any or all of the property of the Corporation and may confer on such trustee such powers, duties or obligations of the Corporation relative to the care and custody of such property by deleting such language in its entirety and providing that there is no Article XIII.

5. The Secretary of the State of New York is hereby designated 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 against the Corporation which is served upon him or her is:

United Way of Westchester and Putnam, Inc.
336 Central Park Avenue
~~Hartdale~~ White Plains, New York ~~40530~~10606

6. This Amended and Restated Certificate of Incorporation was authorized ~~on _____ at a meeting of the Members at which a quorum was present, by the vote of~~ by a majority of the members of the Corporation, in accordance with Section (802)(a)(2) present and Section 805(a) of the NPCL, entitled to vote thereon, said majority being a quorum of the members of the Corporation, at a meeting duly called and held on _____.
7. The Certificate of Incorporation is hereby restated as amended to effect the following changes authorized by Section 801 of the NPCL:

~~The undersigned, desiring to form a corporation pursuant to the provisions of the New York Not-for-Profit Corporation Law (the "NPCL"), does hereby certify (this "Certificate") as follows~~

~~FIRST: The name of the corporation shall be United Way of Westchester and Putnam, Inc. (the "Corporation").~~

~~SECOND: The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the NPCL and is a charitable corporation under Section 201 of the NPCL.~~

~~THIRD: (a) The Corporation shall: (i) advance the common good by creating opportunities for a better life primarily for all who live and/or work within Westchester and Putnam Counties and elsewhere; and (ii) do all acts necessary, convenient, or expedient to carry on the foregoing purpose.~~

~~(b) The Corporation shall engage in activities in furtherance of the purposes described in paragraph (a) of this Article THIRD exclusively for charitable purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended.~~

~~(c) Notwithstanding anything to the contrary in this Certificate, nothing contained herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in subparagraphs (a) through (v) of Section 404 of the NPCL.~~

~~(d) The Corporation shall not operate for the purpose of carrying on a trade or business for profit.~~

FOURTH: The Corporation is not formed to engage in any activity or for any purpose requiring the consent or approval of any state official, department, board, agency, or other body. No consent or approval is required.

FIFTH: The Corporation shall have no members.

SIXTH: The Corporation shall have a board of directors ranging in size from no fewer than 3 directors to no more than 45 directors.

SEVENTH: The office of the Corporation is to be located in the County of Westchester, State of New York.

EIGHTH: This Amended and Restated Certificate of Incorporation may be further amended or restated consistent with, and subject to, applicable state and federal laws.

NINTH: Each Board of Director member must be at least 18 years of age but need not be a citizen of the State of New York.

TENTH: The Corporation is formed under the New York State Not-for-Profit Corporation Law.

ELEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or other private person, except as reimbursement for reasonable and necessary expenses incurred in conducting the Corporation's affairs and in carrying out its exempt purposes, or as reasonable compensation for services rendered.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), nor shall the Corporation participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

TWELTH: Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, or (2) by a corporation

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

IN WITNESS WHEREOF, this certificate has been signed and the statements made herein affirmed as true under penalties of perjury this ___ day of ____, 201_.

UNITED WAY OF WESTCHESTER AND PUTNAM, INC.

By: _____

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