

CERTIFICATE OF INCORPORATION OF
BOQUET RIVER ASSOCIATION, INC.
UNDER SECTION 402 OF THE
NOT-FOR-PROFIT CORPORATION LAW

ARTICLE I

The name of the corporation is Boquet River Association, Inc.

ARTICLE II

The corporation is a corporation not organized for pecuniary profit or financial gain, and no part of its assets, income or profits shall be distributable to, or inure to the benefit of its members, directors or officers except to the extent permitted under the Not-For-Profit Corporation Law.

ARTICLE III

The purposes for which the corporation is organized are:

- a) To encourage and assist efforts to conserve, maintain and enhance the scenic, historical, wilderness, wild-life, open space and outdoor recreation values of the physical environment of the Boquet River Watershed for the cultural, physical, spiritual and economic benefit of our residents and visitors.
- b) To conduct research and cooperate with competent authorities to investigate and report on environment, natural resources, conservation problems of the Boquet Watershed and to disseminate the research findings.
- c) To provide professional guidance or obtain persons professionally competent to do so for Boquet River Watershed area communities who seek help in meeting environmental problems associated with the Boquet River Watershed.
- d) To conduct educational programs and workshops on the various subjects pertaining to the environment, natural resources and conservation and the problems connected therewith.
- e) To provide services in the nature of coordination, training, education, information, publications, conferences and field services on problems of conservation and environment of the Boquet River Watershed area.
- f) To receive, administer and disburse gifts and grants of

money and property of every kind exclusively for tax exempt, charitable, scientific, literary and education purposes as set forth in section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended.

g) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted by Article 5 of the Not-for-Profit Corporation Law.

ARTICLE IV

The corporation shall be a Type B Corporation under Section 201 of the Not-for-Profit Corporation Law.

ARTICLE V

The number of trustees constituting the initial Board of Trustees of the corporation is twelve, and the names and addresses of the persons who are to serve as the initial directors are:

Robert Sweatt Route 9 Elizabethtown, NY 12932	Matthew Foley Route 10 Wadhams, NY 12990
James Mason Mountain View Drive Willsboro, NY 12996	Charles Pratt County Road 8 Westport, NY 12993
Donald McIntyre Washington Street Westport, NY 12993	Martin Rosenkranz 238 West Road Willsboro, NY 12996
Donald Cunnion Route 22 Essex, NY 12936	Vernon Pierce County Route 10 Westport, NY 12993
Roger Poland 12 Clinton St. Keeseville, NY 12944	Anne Sherman Sherman Road Westport, NY 12993
Jack Egglefield Hand Avenue Elizabethtown, NY 12932	Spencer Johnston Route 9 Elizabethtown, NY 12932

ARTICLE VI

In addition to active voting members of the corporation there shall be non-voting associate members otherwise entitled to participate in the meetings of the corporation.

ARTICLE VII

The duration of the corporation shall be perpetual.

ARTICLE VIII

The Secretary of State of the State of New York is designated agent of the corporation on whom process against it may be served. The Secretary of State shall mail a copy of any process against the corporation served on him to Essex County Government Center, Elizabethtown, New York 12932.

ARTICLE IX

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court, and shall be distributed to organizations that have as their purposes similar to those of the corporation.

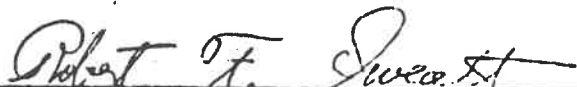
ARTICLE X

Nothing herein shall authorize the corporation to operate or maintain a library, museum or historical society.

ARTICLE XI

The location of the principal office of the corporation shall be in Essex County, New York.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of July, 1986.


ROBERT F. SWEATT
Route 9
Lewis, New York 12950

STATE OF NEW YORK)

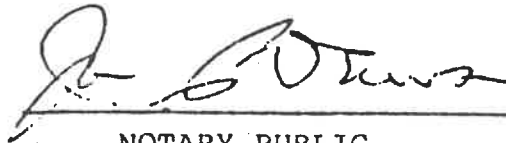
: SS

COUNTY OF ESSEX)

On this 7th day of July, 1986, before me, the subscriber,
personally appeared,

ROBERT F. SWEATT

to me personally known and known to me to be the same person described
in and who executed the within Instrument, and he duly acknowledged to
me that he executed the same.



NOTARY PUBLIC

JAMES P. DAWSON
Notary Public, State of New York
NO. 4619518
Qualified in Essex County
Commission Expires March 30, 1987



The University of the State of New York

STATE OF NEW YORK:

: ss.:

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 BOQUET RIVER ASSOCIATION, 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 16th day of July, 1986.

Gordon M. Ambach
Commissioner of Education

By:

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs



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 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.