

**CERTIFICATE OF INCORPORATION  
OF  
ADIRONDACK RECREATIONAL TRAIL ADVOCATES**

Under Section 402 of the Not-For-Profit Corporation Law of the State of New York

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certifies:

1. The name of the corporation shall be Adirondack Recreational Trail Advocates (hereinafter the “corporation”).
2. The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law.
3. The corporation shall be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.
4. The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 5, hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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

5. The purposes for which the corporation is organized are:
  - a. To support and encourage the creation of a recreational trail from a rail bed(s) and connecting corridors within the Adirondack Park for the benefit of residents and visitors; and,

- b. To coordinate and provide operational support that will assist in the conversion, construction, improvement and use of a recreational trail and associated facilities.
6. In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes and the following powers:
  - a. The corporation may hold any property, or any undivided interest therein, whether real or personal, without limitation as to amount or value;
  - b. The corporation may dispose of any property and may invest, reinvest and deal with the principal or income in such manor as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received, this Certificate of Incorporation, the By-Laws of the corporation or any applicable laws;
  - c. The corporation may receive and administer funds in furtherance of the goals and purposes of the corporation;
  - d. The corporation may do all other lawful things incidental to, connected with, or useful, suitable, proper, necessary or appropriate for the furtherance or accomplishment or for the carrying out and exercising the foregoing purposes and powers or any other lawful purpose permitted by the laws of New York State;
  - e. The enumeration above of a specific power or purpose shall not be construed as limiting or restricting in any manner either the meaning or the general terms used in any of these clauses or the scope of the general powers of the corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.
7. No member, trustee, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, shall be distributed to another organization exempt under Internal Revenue Code 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.
8. The offices of the corporation shall be located within Franklin County, New York.
9. The names and addresses of the initial directors of the corporation are as follows:

Richard Beamish  
Hope C. Frenette

36 Church Street, Saranac Lake, NY 12983  
287 Lake Simond Road, P.O. Box 1019, Tupper Lake, NY 12986

James A. Goodwin, Jr.	26 Bark Eater Way, Keene, NY 12942
Ernest E. Keet	62 Moir Road, P.O. Box 1019, Saranac Lake, NY 12983
Christopher J. Keniston	185 Washington Street, Tupper Lake, NY 12986
James W. McCulley	104 Alford Lane, Lake Placid, NY 12946
Joseph Mecurio	P.O. Box 364, Saranac Lake, NY 12983
Scott S. Thompson	150 Norridgewock Lake Rd., Beaver River, Eagle Bay, NY 13331

10. The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of such process against the corporation served upon him/her is: P.O. Box 1081, Saranac Lake, New York 12983.

Each subscriber is a person over eighteen (18) years of age.

IN WITNESS WHEREOF, this certificate has been signed by each subscriber this \_\_\_\_\_ day of \_\_\_\_\_, 2012. \_\_\_\_\_

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Amy L. Smith

Address: Amy L. Smith  
Attorney at Law  
282 Old Military Road  
Lake Placid, New York 12946