6/94

CERTIFICATE OF INCORPORATION

OF

NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.

Under Section 402 of
the Not-for-Profit Corporation Law

The undersigned, desiring to form a corporation pursuant to the Not-for-Profit Corporation Law of the State of New York, does hereby certify and file this certificate for that purpose.

FIRST: The name of the Corporation shall be: New York City Public/Private Initiatives, Inc.

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law. The Corporation is Type C corporation under Section 201 (Purposes) of said law.

THIRD: The names and addresses of the initial directors are as follows:

Name	Address
Tamra Lhota	80 Pierrepont Street, Apt. 1 Brooklyn, New York 11201
Robert M. Kaufman	Proskauer Rose Goetz & Mendelsohn 1585 Broadway New York, New York 10036
Ann Daly Printon	188 East 70th Street New York, New York 10021

FOURTH: The objects and purposes of the Corporation shall be exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be

amended from time to time. The purposes for which the Corporation is formed are the exclusively charitable and public purposes of: marketing and promoting the City of New York (the "City") as a business venue, including international business, and tourist destination; encouraging and promoting the development of, or retention of, businesses in the City by fostering, stimulating and advancing commercial, trade, business and industrial interests in the City and encouraging economic development in the City; encouraging, promoting and advancing activities and programs in aid of civic improvements in the City and the social welfare of the residents of the City; and acting in the public interest and otherwise cooperating with the City in promoting the general welfare of the residents of the City.

In furtherance of the aforesaid purposes, the Corporation shall have all the general powers enumerated in section 202 of the Not-for-Profit Corporation Law.

As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objectives and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property for the Corporation, including the power to invest and reinvest such funds

and property in furtherance of such purposes; and to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

The Corporation may 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 under Article 5 of the Not-for-Profit Corporation Law.

FIFTH: Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in: (a) section 404 of the Not-for-Profit Corporation Law or (b) section 460-a of the Social Services Law; nor shall the Corporation carry on any of the activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Nothing herein contained shall authorize or empower the Corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by section 340 of the New York General Business Law or any other New York anti-monopoly law, and the corporation is not authorized so to engage.

SIXTH: The lawful public or quasi-public objectives which each of the purposes set forth in Paragraph FOURTH above will

achieve are the following: the sustenance and improvement of New York City as a premier business and tourism center, the stimulation and advancement of business and commercial opportunity and economic growth in the City and the improvement of the City's civic environment and assets with the goal of promoting the general welfare of the City's inhabitants.

SEVENTH: All income and earnings of such Corporation shall be used exclusively for its corporate purposes.

No part of the income or earnings of the Corporation shall inure to the benefit of or profit of, nor shall any distribution of its property or assets be made to, any member or private person, corporate or individual, or any other private interest. The section shall not prevent the payment to any such person of reasonable compensation for services rendered to the Corporation in effecting any of its purposes or reasonable payments by the Corporation in connection with supplies, contracts or other incidents of the Corporation's operations to the extent such are in furtherance of the Corporation's purposes.

EIGHTH: In the event of the liquidation, dissolution or winding up of the corporation (whether voluntary, involuntary or by operation law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up,

as the case may be, all the remaining property and assets of the Corporation shall be distributed as determined by its Board of Directors and approved by order a Justice of the Supreme Court of the State of New York, to such organizations as qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so distributed shall be distributed for such purposes as shall be approved by order of such New York State court as shall have jurisdiction thereunto.

NINTH: The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

TENTH: During any period that the Corporation is determined to be a "private foundation" as defined in section 509(a) of the Internal Revenue Code, the Corporation, in accordance with the following sections of said Code, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942; (b) not engage in any act which is subject to tax as self-dealing under section 4941(d), not retain any holdings which are subject to tax as excess business holdings under section 4943; (c) not make any investments in such manner as to subject the Corporation to tax under section 4944; and (e) not make any taxable expenditures which are subject to tax under section 4945.

ELEVENTH: The Office of the Corporation shall be located in New York County, State of New York.

TWELFTH: The Secretary of State 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 served upon him/her is:. Chief, Economic Development Division, New York City Law Department, 100 Church Street, New York, New York 10007.

IN WITNESS WHEREOF, the undersigned, being a natural person at least eighteen years of age, subscribes this Certificate of Incorporation this 16th day of June, 1994, and affirms the statement contained herein as true under penalties of perjury.

Dated: New York, New York
June 16, 1994

Incorporator - Cheryl D. Buttone, Esq.
100 Church Street, 6th Floor (6D22)
New York, New York 10007

(2)

(Duplicate)

F95088000346

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.

Under Section 803 of the New York State Not-for-Profit Corporation Law

We, the undersigned, being a majority of the directors of New York City Public/Private Initiatives, Inc. (the "Corporation"), do hereby certify:

(1) The name of the Corporation is "New York City Public/Private Initiatives, Inc."

(2) The certificate of incorporation of the Corporation was filed by the Department of State on the 24th day of June, 1994. The said Corporation was formed under the Not-For-Profit 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 Not-For-Profit Corporation Law and is a Type C corporation under section 201 of said law. The Corporation shall hereafter be a Type B corporation under section 201 of the Not-For-Profit Corporation Law.

(4) Paragraph SECOND of the certificate of incorporation of the Corporation which sets forth the Type of corporation is hereby amended to read as follows:

"SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under section 201 (Purposes) of said law."

(5) Paragraph FOURTH of the certificate of incorporation of the Corporation which sets forth the objects and purposes of the Corporation is hereby amended to read as follows:

"FOURTH: The objects and purposes of the Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time. The purposes for which the Corporation is formed are to raise, administer and receive funds, said funds to be used for the exclusively charitable and public purposes of: supporting projects and programs of agencies of the City of New York or other not-for-profit institutions which benefit the City's inhabitants and improve or enhance the quality of life of the City's inhabitants or aid civic or other public improvements; promoting and advancing the social welfare of the inhabitants of the City; promoting the City of New York as a business venue, including international business, and tourist destination; encouraging and promoting the development of commerce in the City and acting in the public interest and otherwise cooperating with the City in promoting the general welfare of the residents of the City.

(6) Paragraph SIXTH of the Certificate of Incorporation of the Corporation which refers to certain lawful and quasi-public objectives is hereby ELIMINATED.

(7) Paragraph TWELFTH of the certificate of incorporation of the Corporation which designates the Secretary of State of the State of New York as agent of the Corporation upon whom process against it may be served and sets forth the post office address to which the Secretary of State shall mail a copy of any process against it served upon him, is hereby amended to read as follows:

"TWELFTH: The Secretary of State 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 swerved upon him/her is: New York City Public/Private Initiatives, Inc., c/o Robert M. Kaufman, Esq., Proskauer Rose Goetz & Mendelsohn, 1585 Broadway, New York, New York 10036.

(8) This amendment to the certificate of incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation, dated as of December 15th, 1994, there being no members entitled to vote thereon.

(9) 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 New York City Public/Private Initiatives, Inc., c/o Robert M. Kaufman, Esq., Proskauer Rose Goetz & Mendelsohn, 1585 Broadway, New York, New York 10036.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate and affirm the statements herein as true under the penalties of perjury as of the 18th day of July, 1995.

Robert M. Kaufman
Director

Tamra Lhota
Director

The undersigned has no objection to the granting of Judicial approval hereon and waives statutory notice.

DENNIS C. VACCO
ATTORNEY GENERAL
STATE OF NEW YORK

by: _____

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE
DENNIS C. VACCO, ATTORNEY GEN.
STATE OF NEW YORK

by Laura Warner
Assistant Attorney General

Date: July 28, 1995

I, _____, a Justice of the Supreme Court of the State of New York for the FIRST Judicial District do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of New York City Public Private Initiatives, Inc. and consent that the same be filed.

Date: AUG 1 1995

JUSTICE
SUPREME COURT OF THE STATE OF NY
FIRST JUDICIAL DISTRICT

4

Affidavit of No Previous Application to Supreme Court Justice for Approval of Certificate of Amendment Which Changes the Purposes and Powers of Type C Corporation

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

Cheryl D. Buttone, being duly sworn, says:

1. Your affiant is the attorney for the subscribers to the foregoing certificate of amendment of the certificate of incorporation of New York City Public/Private Initiatives, Inc.

2. No previous application has ever been made to any justice of the Supreme Court for approval of such certificate of amendment.

Cheryl D. Buttone

Cheryl D. Buttone
Date: July 27, 1995

Approval by Supreme Court Justice of Certificate of Amendment Which Changes the Purposes and and Powers of Type C Corporation

I, STANLEY PARNESS, a Justice of the Supreme Court of the State of New York, First Judicial District, do hereby approve the foregoing certificate of amendment of the certificate of incorporation of New York City Public/Private Initiative, Inc. pursuant to section 804(a)(ii) of the Not-for-Profit Corporation Law and consent that the same be filed.

Dated: AUG - 1 1995, 1995
Supreme Court

Justice of the Supreme Court
First Judicial District
State of New York

STANLEY PARNESS

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F 950818 000346

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.
Under Section 803 of the Not-for-Profit
Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 17 1995
TAX $ _____
BY: MMR

MMR

filed by:

Cheryl Buttone
Attorney
New York City Law Department
100 Church Street, Room 6D22
New York, New York 10007

(6)

950818 000363

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 OCT 04 2001

STATE OF NEW YORK
DEPARTMENT OF STATE

Special Deputy Secretary of State

DOS-1266 (7/00)

(3)

f960213000446

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.

~~Under Section 803 of the New York State Not-for-Profit~~
Corporation Law

We, the undersigned, being a majority of the directors of New York City Public/Private Initiatives, Inc. (the "Corporation"), do hereby certify:

(1) The name of the Corporation is "New York City Public/Private Initiatives, Inc."

(2) The certificate of incorporation of the Corporation was filed by the Department of State on the 24th day of June, 1994 and was amended on August 18, 1995. The said Corporation was formed under the Not-for-Profit 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 Not-for-Profit Corporation Law and is a Type B corporation under section 201 of said law. The Corporation shall hereafter be and remain a Type B corporation under section 201 of the Not-for-Profit Corporation Law.

(4) Paragraph FOURTH of the certificate of incorporation of the Corporation, as amended, which sets forth the objects and purposes of the Corporation is hereby further amended to read as follows:

"FOURTH: The objects and purposes of the Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time. The purposes for which the Corporation is formed are to solicit, administer and receive funds, said funds to be used for the exclusively charitable and public purposes of: supporting projects and programs of its own or of agencies of the City of New York or other not-for-profit institutions which benefit the City's inhabitants and improve or enhance the quality of life of the City's inhabitants or aid civic or other public improvements; promoting and advancing the social welfare of the inhabitants of the City, including the relieving or reducing of unemployment among youth or the promoting or providing of employment of youth; promoting the City of New York as a business venue, including international business, and tourist destination; encouraging and promoting the development of commerce in the City and acting in the public interest and otherwise cooperating with the City in promoting the general welfare of the residents of the City.

In furtherance of the aforesaid purposes, the Corporation shall have all the general powers enumerated in section 202 of the Not-for-Profit Corporation Law.

As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objectives and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property for the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes; and to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation

The Corporation may 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 under Article 5 of the Not-for-Profit Corporation Law."

(5) Paragraph FIFTH of the certificate of incorporation of the Corporation, as amended, which excludes certain purpose and

activities requiring special approvals from the purposes and activities of the Corporation is hereby amended to read as follows:

~~"FIFTH: Nothing herein~~ contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in: (a) section 404 of the Not-for-Profit Corporation Law or (b) section 460-a of the Social Services Law; with the exception that the Corporation shall be authorized to solicit contributions for and otherwise to provide support for such purposes and activities as are mentioned in Section 404(a) of the Not-for-Profit Corporation Law in furtherance of the purposes set forth in Paragraph FOURTH above. Nor shall the Corporation carry on any ~~of the activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section~~ 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Nothing herein contained shall authorize or empower ~~the Corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by section 340 of the~~ New York General Business Law or any other New York anti-monopoly law, and the Corporation is not authorized to so engage."

(6) This amendment to the certificate of incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation, dated as of January 9, 1996, there being no members entitled to vote thereon.

(7) Prior to delivery to the Department of State for filing, all approvals or consents required by law will have been endorsed upon or annexed to this certificate of amendment.

(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 New York City-Public/Private Initiatives, Inc., c/o Robert M. Kaufman, Esq., Proskauer Rose ~~Goetz & Mendelsohn~~, 1585 Broadway, New York, New York 10036.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate and affirm the statements herein as true under the ~~penalties of perjury~~ as of the 9th day of January, 1996.

Robert M. Kaufman
Director

Tamra Lhota
Director

The undersigned has no objection to the granting of Judicial approval hereon and waives statutory notice.

DENNIS C. VACCO
ATTORNEY GENERAL
STATE OF NEW YORK

By: _____

Date: _____, 1996

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE
DENNIS C. VACCO, ATTORNEY GEN.
STATE OF NEW YORK

by Laura Werner
February 14 1996

Assistant Attorney General

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Affidavit of No Previous Application to Supreme Court Justice for Approval of Certificate of Amendment Which Changes the Purposes of Type B Corporation

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

Cheryl D. Buttone, being duly sworn, says:

1. Your affiant is the attorney for the subscribers to the foregoing certificate of amendment of the certificate of incorporation of New York City Public/Private Initiatives, Inc.

2. No previous application has ever been made to any Justice of the Supreme Court for approval of such certificate of amendment.

Cheryl D. Buttone
Cheryl D. Buttone
Date: January 11, 1996

Approval by Supreme Court Justice of Certificate of Amendment Which Changes the Purposes and Powers of Type B Corporation

I, WILLIAM J. DAVIS, a Justice of the Supreme Court of the State of New York, First Judicial District, do hereby approve the foregoing certificate of amendment of the certificate of incorporation of New York City Public/Private Initiatives, Inc. pursuant to section 804(a)(ii) of the Not-for-Profit Corporation Law and consent that the same be filed.

Date: FEB 6 1996, 1996
Supreme Court

Justice of the Supreme Court
First Judicial District
State of New York

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F960213000446

FILED:
FEB 13 3 32 PM '96

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.
Under Section 803 of the Not-for-Profit
Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 13 1996
TAX $
BY: FLO
NEW4

filed by:

Cheryl Buttone
Attorney
New York City Law Department
100 Church Street, Room 6-152
New York, New York 10007

960213000495

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 OCT 04 2001

STATE OF NEW YORK
DEPARTMENT OF STATE

Special Deputy Secretary of State

DOS-1266 (7/00)

(4)

F 961030000100

CSC 45

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.

UNDER SECTION 803 OF THE

NOT-FOR-PROFIT CORPORATION LAW

The undersigned, Tamra Roberts Lhota, President and Diane Forsell, Secretary, respectively, of New York City Public/Private Initiatives, Inc. (hereinafter referred to as the "Corporation"), a not-for-profit corporation duly organized and existing under the Not-for-Profit Corporation Law of the State of New York, do hereby certify, pursuant to Section 803 of the Not-for-Profit Corporation Law:

1. The name of the Corporation is: New York City Public/Private Initiatives, Inc.

2. The Corporation was formed under the Not-for-Profit Corporation Law of the State of New York and the Certificate of Incorporation of the Corporation was filed by the Department of State on June 24, 1994, and amended by Certificates of Amendment filed on August 18, 1995 and February 13, 1996, respectively.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is and will remain a Type B corporation under Section 201 of such Law.

4. The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address of the Corporation to which the Secretary of State shall mail process is:

New York City Public/Private Initiatives, Inc.
c/o Robert M. Kaufman, Esq.
Proskauer Rose Goetz & Mendelsohn LLP
1585 Broadway, #2208
New York, NY 10036-8299

5. Paragraph FOURTH of the Certificate of Incorporation of the Corporation, as amended, which sets forth the objects and purposes of the Corporation, is hereby further amended to read as follows:

"FOURTH: The objectives and purposes of the Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time. The purposes for which the Corporation is formed are to solicit, administer and receive funds, said funds to be used for the exclusively charitable and public purposes of: supporting projects and programs of its own or of agencies of the City of New York or other not-for-profit institutions which benefit the City's inhabitants and improve or enhance the quality of life of the City's inhabitants or aid civic or other public improvements; promoting and advancing the social welfare of the inhabitants of the City, including the relieving or reducing of unemployment among youth or the promoting or providing of employment of youth; promoting and supporting educational and recreational activities for abandoned, neglected or dependent children; promoting the City of New York as a business venue, including international business, and tourist destinations; encouraging and promoting the development of commerce in the City and acting in the public interest and otherwise cooperating with the City in promoting the general welfare of the residents of the City.

In furtherance of the aforesaid purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law.

As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objectives and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property for the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes; and to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

The Corporation may 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 under Article 5 of the Not-for-Profit Corporation Law."

6. Paragraph FIFTH of the Certificate of Incorporation, as amended, which excludes certain purposes and activities of the Corporation, is hereby further amended to read as follows:

"FIFTH: Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in: (a) Section 404 of the Not-for-Profit Corporation Law or (b) Section 460-a of the Social Services Law; with the exception that the Corporation shall be authorized to solicit contributions for and otherwise to provide support for such purposes and activities as are mentioned in Sections 404(b) and 404(s) of the Not-for-Profit Corporation Law in furtherance of the purposes set forth in Paragraph FOURTH above. Nor shall the Corporation carry on any of the activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Nothing herein contained shall authorize or empower the Corporation, directly or indirectly, to engage in or include among it purposes any activity prohibited by Section 340 of the New York General Business Law or any other New York anti-monopoly law, and the Corporation is not authorized to so engage."

7. The foregoing amendments of the Certificate of Incorporation of the Corporation were authorized by a majority of the votes cast at a meeting of the Board of Directors of the Corporation held on October 3, 1996, upon notice given pursuant to Section 711 of the Not-for-Profit Corporation Law, there being no members of the Corporation entitled to vote thereon.

A Quorum EXISTS PRESENT [E.G.]

IN WITNESS WHEREOF, we have signed and subscribed this Certificate of Amendment on the 9th day of October 1996, and we hereby affirm this Certificate as true under the penalties of perjury.

Tamra Roberts Lhota
President
100 Church Street
New York, NY 10007

Diane Forsell
Secretary
100 Church Street
New York, NY 10007

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Affidavit of No Previous Application to
Supreme Court Justice for
Approval of Certificate of Amendment
Which Changes the Purposes of Type B Corporation

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

Eliot P. Green, being duly sworn, says:

1. Your affiant is the attorney for the subscribers to the foregoing certificate of amendment of the Certificate of Incorporation of New York City Public/Private Initiatives, Inc.

2. No previous application has ever been made to any Justice of the Supreme Court for approval of such certificate of amendment.

Eliot P. Green

Eliot P. Green
Dated: October 11, 1996.

Approval by Supreme Court Justice of
Certificate of Amendment Which Changes
the Purposes and Powers of Type B Corporation

I, HELEN E. FREEDMAN, a Justice of the Supreme Court of the State of New York, First Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of New York City Public/Private Initiatives, Inc. pursuant to Section 804(a)(ii) of the Not-for-Profit Corporation Law and consent that the same be filed.

Dated: OCT 21 1996.

Helen E. Freedman

Justice of the Supreme Court
of the State of New York,
First Judicial District

HELEN E. FREEDMAN

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE
DENNIS C. VACCO, ATTORNEY GEN.
STATE OF NEW YORK

by Assistant Attorney General

October 17, 1996

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AFFIDAVIT

Tamra Roberts Lhota, after being duly sworn, deposes and states that:

1. I am the President of New York City Public/Private Initiatives, Inc.

2. Current funds of the Corporation will be used for current purposes and future funds will be used for purposes as stated in the Certificate of Amendment.

Tamra Roberts Lhota

Dated: October 9th, 1996

Sworn to before me this
9th of October 1996

Brian T. Cohen
Notary Public

BRIAN T. COHEN
Notary Public, State of New York
No. 02C05062606
Qualified in Richmond County
Commission Expires July 1, 1998

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BILLED

960003810

CSC 45

960103000196

R. GERRITY

Oct 23

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.

1 cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 1996

TAX $

BY: MMR

my

PARKER, POE, COLE & MITCHELL
ATTORNEYS AT LAW
1185 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

E.P. GREEN
212-969-3227

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 OCT 04 2001

Special Deputy Secretary of State

DOS-1266 (7/00)