

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

FEDERAL GOVERNMENT ACCOUNTANTS ASSOCIATION OF NEW YORK, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, being the President and Secretary of the Federal Government Accountants Association of New York, Inc., do hereby certify:

(1) The name of the corporation is the Federal Government Accountants Association of New York, Inc.

(2) The Certificate of Incorporation of the Federal Government Accountants Association of New York, Inc. was filed by the Department of State on the 26th day of May, 1953. The said corporation was formed under the Membership Corporation Law of the State of New York.

(3) The Federal Government Accountants Association of New York, Inc. is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and is a Type B Corporation under Section 201 of said Law.

(4) The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against it may be served. Any process served on the Secretary of State for the corporation shall be deemed service on the corporation. The post office address within the state to which the Secretary of State shall mail a copy of any PROCESS AGAINST IT SERVED UPON HIM is Post Office Box 394, Church Street Station, New York, NY 10008.

0063880

Page 2 - Amended Certificate of Incorporation
Federal Government Accountants Association
of New York, Inc.

(5) The Certificate of Incorporation of the Federal Government Accountants Association of New York, Inc. is hereby amended to effect a change in the corporate name pursuant to Section 801 (b)(1) of the Not-For-Profit Corporation Law, Paragraph (1) of the Certificate of Incorporation is hereby amended to read as follows: "(1) The name of the corporation is The Association of Government Accountants of New York, Inc."

(6) The Certificate of Incorporation is hereby amended to effect an enlargement of the corporate purposes pursuant to Section 801 (b)(2) of the Not-For-Profit Corporation Law. Paragraph (2) of the Certificate of Incorporation is hereby amended by adding the following statement, to wit:

"(2)-- It is the intention of this Corporation at all times to qualify and remain qualified as exempt from income tax under Section 501 (c)(3) of the United States Internal Revenue Code of 1954, as the same may from time to time be amended. Accordingly:

(A) The Corporation is not to have authority to issue capital stock;

(B) Notwithstanding any other provision of these articles, the corporation is organized exclusively for educational purposes, as specified in Section 501 (c)(3) of the Internal Revenue Code of 1954;

(C) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer or the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting

Page 3 - Amended Certificate of Incorporation
Federal Government Accountants Association
of New York, Inc.

one or more of its purposes as permitted under Article 5 of the Not-For-Profit Corporation Law); nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the purposes of the Corporation as aforesaid;

(D) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation [except as otherwise provided by Internal Revenue Code Section 501 (h)], and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and

(E) In the event of a liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law) and after payment of just debts and liabilities, none of the property or assets of the Corporation shall be made available in any way to any private individual, corporation or other organization except to corporations or other organizations described in Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as amended, in furtherance of the purposes for which the Corporation is created, subject to the order of the Supreme Court of the State of New York, as provided by law."

(7) The Corporation shall continue to be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

(8) The manner in which this amendment to the Certificate of Incorporation of the Federal Government Accountants Association of New York, Inc. was authorized was by the consent of a majority of the members of the entire Board of Directors of the corporation voting in person at a meeting duly called and held for that purpose on the 15th day of September, 1988.

STANLEY PARANESS

C063880

Sir:-Please take notice that the within is a (certified)
true copy of a
duly entered in the office of the clerk of the within
named court on 19

Dated,

Yours, etc.,

Attorney for

Office and Post Office Address

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED

OCT 11 1989

AMT. OF CHECK \$ 50

FILING FEE \$ 38

TAX \$

FEDERAL GOVERNMENT ACCOUNTANTS

COUNTY FEE \$

ASSOCIATION OF NEW YORK, INC.

2 COPY \$ 20

CERT \$

REFUND \$

AMENDED CERTIFICATE OF INCORPORATION

SPEC HANDLES

NOTICE OF SETTLEMENT

Sir:-Please take notice that an order

BY: *JP*

of which the within is a true copy will be presented
for settlement to the Hon.

one of the judges of the within named Court at

on

at M.

Dated,

Yours, etc.,

Attorney for

Office and Post Office Address

GEORGE C. FINDLAY, ESQ.

Attorney for

Office and Post Office Address, Telephone

ONE IRELAND PLACE
AMITYVILLE, NEW YORK 11761
(516) 691-3588

To

Attorney(s) for

Service of a copy of the within

is hereby admitted.

Dated,

Attorney(s) for

To

Attorney(s) for

NFP - no type decy
5-26-53

typed.
5738/136
att

N.R.A. or SS or not and
new name. the
488801

A. J. R.

W. M.

(217) - 691-1234