

STATE OF NEW YORK

DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on June 16, 2014.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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**CERTIFICATE OF INCORPORATION
OF
TRADITIONS FOUNDATION, INC.**

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

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law, does hereby certify:

FIRST. The name of the Corporation is Traditions Foundation, Inc. (the "Corporation").

SECOND. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law, in that it is not formed for pecuniary profit or financial gain, and it shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. No part of the assets, income, or profit of the corporation shall be distributable to, or inure to, the benefit of its members, directors or officers, or any private person, except to the extent permitted under both the Not-for-Profit Corporation Law and the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law.

THIRD. The purposes for which the Corporation is organized are:

(a) This Corporation shall undertake and conduct such activities as are permitted to a Not-For-Profit Corporation operated exclusively for charitable purposes that benefits residents within the Southern Tier of New York (Broome, Chemung, Chenango, Delaware, Otsego, Sullivan, Tioga counties in New York, and Susquehanna and Bradford counties in Pennsylvania) and to provide for support of charitable organizations and enable these said entities to fulfill their charitable purposes..

(b) To promote and support amateur sports in the Southern Tier, the Youth Golf Program at the Traditions at the Glenn located in Johnson City, New York and youth programs in the Southern Tier.

(c) To raise money at Traditions at the Glen, located in Johnson City, New York, through sponsored events and golf tournaments with the proceeds to benefit the Danielle House, Inc. (a 501c3 organization) and similar Southern Tier support groups and agencies.

(e) To purchase, acquire, take by gift, grant, devise, bequest or otherwise, real, personal and mixed property of every kind or description and to hold, use, mortgage, pledge, sell, lease, assign, give, exchange or otherwise dispose of the same at any time for the purposes of the Corporation.

(f) 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 Internal Revenue Code Section 501(h), 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.

(g) Notwithstanding any other provision of this Certificate of Incorporation, 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, (b) by a Corporation, contributions to which are deductible under Sections 170(c), 2055 and 2522 of the Internal Revenue Code, or (c) by a Type B Not-for-Profit Corporation organized under the laws of the State of New York.

(h) In any taxable year in which the Corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, as now in effect or hereafter amended,

the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the Corporation shall not (i) engage in any act of self-dealing as defined in section 4941(d) of the Code (ii) retain any excess business holdings as defined in section 4943(c) of the Code (iii) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (iv) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(i) To do any other act or thing incidental to or connected with the foregoing charitable purposes or in advancement thereof as permitted by the Not-for-Profit Corporation Law.

(j) Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a) through (v) of the New York Not-for-Profit Corporation Law.

FOURTH. In furtherance of the foregoing charitable 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 any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes. The corporation shall have the right to exercise all other powers which are, or hereby may be, conferred by law upon a corporation organized for the above charitable purposes or incidental to the conferred powers.

FIFTH. The office of the Corporation shall be located in the County of Broome and State of New York.

SIXTH. The Corporation shall have no members.

SEVENTH. The names and addresses of the initial directors until the first annual meeting, each of whom are of full age, are as follows:

<u>Name:</u>	<u>Address:</u>
William Walsh	3860 Pembroke Lane Vestal, NY 13850
Matthew Walsh	3860 Pembroke Lane Vestal, NY 13850
Peter Walsh	2040 Franklin Place Vestal, NY 13850
John G. Dowd	933 River Road Binghamton, NY 13901
Ashlie Walsh	2040 Franklin Place Vestal, NY 13850

EIGHTH. Directors of the Corporation shall not personally be liable to the Corporation for monetary damages for breach of any duties to the corporation, except to the extent that such liability arises: (a) for any breach of the director's duty of loyalty to the corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) for any transaction from which a director derived an improper personal economic benefit.

NINETH. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served as pursuant to Section 402(a)(6) of the Not-For-Profit Corporation Law. The post-office address to which the Secretary shall mail a copy of any process against the corporation served upon him is: Traditions at the Glenn, Inc., 4101 Watson Blvd., Johnson City, NY 13790, Attn: President.

TENTH. The duration of the Corporation shall be perpetual.

ELEVENTH. The Corporation may indemnify, to the fullest extent provided by law, any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a part, by reason of being or having been directors or a director or officer of the corporation, or of such

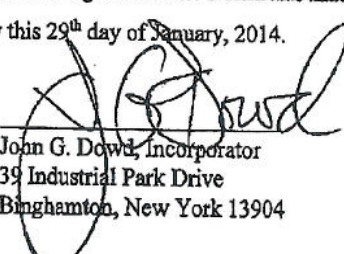
other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

TWELVETH. Upon the termination, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be distributed by a Justice of the Supreme Court of the State of New York for the Sixth Judicial District to such charitable organizations.

THIRTEENTH. The following language relates to the corporation's tax exempt status and is not a statement of purposes or powers. Consequently, this language does not expand or alter the corporation's purposes or powers as set forth in paragraph THIRD: The Corporation is organized exclusively for charitable and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including for such purposes, the making of grants and distributions for charitable purposes to exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.

FOURTEENTH. The address for the Incorporator, John G. Dowd, Esq. is 29 Industrial Park Drive, Binghamton, New York 13904.

IN WITNESS WHEREOF, this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this 29th day of January, 2014.


John G. Dowd, Incorporator
39 Industrial Park Drive
Binghamton, New York 13904

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**CERTIFICATE OF INCORPORATION
OF
TRADITIONS FOUNDATION, INC.**

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

Filed by: John G. Dowd, Esq.
29 Industrial Park Drive
Binghamton, New York, 13904

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 05 2014

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