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The University of the State of New York
Education Department



STATE OF NEW YORK

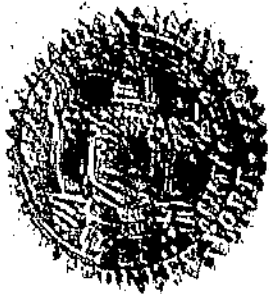
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COUNTY OF ALBANY

Pursuant to the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of BURDEN LAKE PRESERVATION CORPORATION, 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 3rd day of January, 2000.

Richard P. Mills
Commissioner of Education

By:

Richard L. Nabozny

Richard L. Nabozny
Senior Attorney

This consent to filing is granted with the understanding that nothing contained in the annexed corporate document 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 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 annexed corporate document 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 business school in accordance with the provisions of section 5001 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 for the operation of a private school 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.

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CERTIFICATE OF INCORPORATION

OF

BURDEN LAKE PRESERVATION CORPORATION

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

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is:

BURDEN LAKE PRESERVATION CORPORATION

2. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102; the corporation is a Type B Corporation.

3. The purpose(s) for which this corporation is formed are as follows:

To maintain, preserve and enhance the water quality and ecological health of Burden Lake and the value of its lakefront. To encourage, promote and conduct educational and instructional programs, courses and seminars relative to the good and well-being of the lake. To acquire, own, hold manage, lease, sell and convey such real and/or personal property rights as may be necessary and desirable to carry out the full purpose of the Corporation; and, in general, to advance and promote the interests of the members of the Burden Lake Preservation Corporation.

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

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law Section 404 (b) through (u).

In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

4. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not

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permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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)) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation, shall, after necessary expenses thereof, 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.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941 (d), retain any excess business holdings as defined in Internal Revenue Code Section 4943 (c), (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944, or (C) make any taxable expenditures as defined in Internal Revenue Code Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

5. The office of the corporation is to be located in the State of New York, County of Rensselaer.

6. The names and addresses of the initial directors of the corporation are:

Mark M. Cioffi, 34 Climer Circle Road, West Sand Lake, New York 12196;

Frank J. Maier, 77 Gundrum Point Road, Averill Park, New York 12018;

Robert M. Maier, Van Patten Road, Averill Park, New York 12018;

Wayne L. Pratt, 9 Kitty Lane, Rensselaer, New York 12144;

Paul Ashline, 898 Church Street, Troy, New York 12180,

Joseph T. Johnson, 87 Gundrum Point Road, Averill Park, New York 12018.

7. The duration of the corporation is perpetual.

8. The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is Joseph T. Johnson, 87 Gundrum Point Road, Averill Park, New York 12018.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

DATED: December 3, 1999

s/JOSEPH T. JOHNSON

Joseph T. Johnson, Incorporator
87 Gundrum Point Road
Averill Park, New York 12018

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CERTIFICATE OF INCORPORATION

OF

BURDEN LAKE PRESERVATION CORPORATION

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

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 10 2000

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BY: JW

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JW 49 PE-B

DRAWDOWN

FILER:

Joseph Johnson

87 Gundrum Point Road

Averill Park, New York 12018

REFERENCE:

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BY-LAWS OF THE BURDEN LAKE PRESERVATION CORPORATION

Updated as of March 21, 2022

The Burden Lake Preservation Corporation was established in 2002 by six men Paul Ashline, Mark Cioffi, Joe Johnson, Frank Maier, Robert Maier and Wayne Pratt with a common cause of preserving Burden Lake as a whole forever. This includes the First, Second and Third Lakes that make up Burden Lake. This corporation will govern any matters involving water levels, banks and bottoms of the lakes, material alteration or dispositions of any dams, dikes, drainage pipes, canal or spillways, any enlargement of public access to the lakes, any obstructions or enlargement of access between and among the three lakes, any silting in materials to the lake bottom from public or private roads and lands, anything that touches the bank and bottom of the lake and surface lands that was owned by the Wynantskill Improvement Association in and around Burden Lake that is now owned by the Burden Lake Preservation Corporation.

ARTICLE 1 - BURDEN LAKE

Burden Lake will forever remain as a whole and never be broken up into separate parcels.

ARTICLE 2 - ORGANIZATION

Section 1 - Office

The office of the corporation shall be located in the Town of Sand Lake, County of Rensselaer, and State of New York.

Section 2 - Membership

The membership will be composed of twelve members. There shall be six permanent members, three (3) members from the First and Second Lake and three (3) members from the Third Lake as of October 27, 2005. There shall be an additional 6 members, with three (3) selected members from the Burden Lake Association of the First & Second Lake and three (3) selected members of the Burden Lake Conservation Association (successor to the Burden Lake Improvement Association) from the Third Lake. The non-permanent members will be selected by the relevant associations, and may change from year to year as determined by the relevant associations.

If any of the six permanent members was to resign, pass away, or otherwise be unable to serve, the remaining five permanent members would elect a new member from the Burden Lake area that the member that left came from, or turn their permanent membership over to the association that represents the area they are from. In the event that either the Burden Lake Conservation Association or the Burden Lake Association should become defunct, their membership and their three votes would revert back to the Burden Lake Preservation Association and three others from their area would be appointed by the setting board.

The twelve members shall act as and constitute the Board of Directors of the organization, and selection of officers is provided for below.

Section 3 -Annual Meetings

A meeting of members shall be held annually for election of officers and the transaction of other business on the first Thursday during the first week in April. The meeting shall be held in the Town of Sand Lake or such other place as the President may determine.

Conference Calls and other Electronic Communications. Members may participate in any Meeting via teleconference telephone or similar means of electronic communication, provided that the means utilized allow the participants of the Meeting to hear each other at all times, that there has been prior discussion and approval by the Board and/or the Board President, and that it is not utilized on a regular basis by any particular member, but is rather a means of last resort.

Unanimous Actions. The Board without a meeting may take actions if all Board members vote by unanimous vote of all members in writing (including electronic mail).

Section 4 - Special Meetings

Special meeting of the members of the corporation may be held at any time upon call of the President or by written request of at least four (4) members.

Section 5 - Notice of Meetings

Notice of the Annual Meetings or Special Meetings must be made to all members at least ten calendar days in advance. Emergency meetings may be call with four days advance notice to all members by the President.

Section 6 - Voting:

Each member has one vote.

Section 7 - Quorum

A quorum for transaction of business consists of at least fifty percent of both the First and Second Lake members and at least fifty percent of the Third Lake members.

Section 8 - Passing: Votes on Transactions

On any voting matter an equal representation of voters has to be from the First / Second Lakes and the Third Lake. To equal a vote, whatever is the lowest number of representatives for the First/Second Lakes or the Third Lake area the other lake area would have the same number of votes. A majority Yes Vote is needed to pass a resolution except the following.

A Three Quarter Yes (as 9 of 12 Members) vote of total membership is required to pass a transaction on the following:

1. Water Levels
2. Any matter involving the material alteration or disposition of any dam, dike, drainage pipe, canal, or spillway on any of the three lakes.
3. Any enlargement of public access to the lakes.
4. Any obstruction or enlargement of access between and among the three lakes.
5. Amendments of the bylaws.
6. Amendments to the certificate of incorporation.
7. Change in voting rights.
8. Any changes to the Bank and Bottom of Burden Lake.
9. Any lands owned by the Burden Lake Preservation Corporation that was owned previous by the Wynantskill Improvement Corporation.
10. All other voting to pass would need a majority vote of the Quorum.

Section 9 - Election of Officers

At the annual meeting in April the election of officers will take place consisting of a President, Vice President, Secretary and Treasurer to serve for the ensuing year. The same position cannot be held for more than two years continually and the same person cannot hold the same position within four years after leaving that position. Any vacancies that may occur among the officers may be filled by a voted-on member for the unexpired term. The four officer's positions have to be filled by two members from the First and Second Lake and two members from the Third Lake. These positions will alternate every two years between the First / Second Lakes and the Third Lake Shore land owners.

ARTICLE 3 - OFFICERS AND THEIR DUTIES

Section 1- President

The President shall preside at all meetings of the members; have general supervision of the affair of the corporation; make an annual report to the corporation; and perform such duties as are incident to his office.

Section 2 - Vice-president

In the absence or disability of the President, the Vice-president shall possess all the powers and perform all the duties of the office of the President.

Section 3 - Secretary

The Secretary shall issue notices for the meetings; keep minutes of all meetings; conduct correspondence as directed; keep an accurate listing of names, addresses, phone numbers and e-mail addresses of members; make reports to the officers as they may request; and perform such other duties as may be incident to the office of Secretary.

Section 4 - Treasurer

The Treasurer shall have the custody of and be responsible for the records and accounts in books belonging to the corporation; see that all expenditures are duly authorized, and are evidenced by proper receipts and vouchers, and deposit in the name of the Burden Lake Preservation Corporation all monies of the corporation that shall come into his (her) hands; complete and file all corporate tax documents; make a full report of the financial condition of the corporation at the Annual Meeting; and make other reports and perform such other duties as may be required of him (her) by the officers.

ARTICLE 4 - COMMITTEES

Section 1 - Executive Committee

The interim management of the corporation between meetings of the members shall be in the hands of the Executive Committee composed of the President, Vice-president, Secretary and Treasurer.

Section 2 - Other Committees

The President shall have the authority and power to appoint such committees as the members may order, or as in the judgment of the President, he (she) may deem necessary.

ARTICLE 5 - FINANCES

Section 1 - Fiscal Year

The fiscal year of the corporation shall begin on January 1 and close on December 31.

Section 2 - Signatures on Checks, Drafts, Notes and Other Obligations

All checks, drafts, notes subventions or other obligations of the corporation shall be signed by the Treasurer following authorization by the membership.

Section 3 - Indemnification of Officers

If an officer or the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such officer of his or her duties for or behalf of the corporation, then, to the full extent permitted by law, the corporation, upon affirmative vote of the members, a quorum of members being present at the time of the vote who are not parties to the action or proceeding shall:

Advance to such officer all sums found by the members, so voting, to be necessary and appropriate to enable the officer to conduct his or her defense, appeal, in the action or proceeding:

and

Indemnify such officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the officer pursuant to clause to this paragraph.

ARTICLE 6 - BY-LAW REVISION

These by-laws may only be amended by a THREE-QUARTER AFFIRMATIVE VOTE OF ALL THE VOTING MEMBERS. The Officers may enact such additional rules for government of the corporation as may be deemed expedient so long as they are not inconsistent with the bylaws.

ARTICLE 7 - DISSOLUTION

Should it become necessary and or prudent to dissolve the corporation, the officers will develop a plan of dissolution and distribution of assets. The plan must be approved by a Three Quarters Yes vote of all the members of the corporation, and subject to all federal, state, and other laws, and Attorney General approval as required. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC 501(c)(3), or corresponding provision 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.

ARTICLE 8 - EXPENDITURES

All expenditures, such as taxes, but not limited to taxes are shared equally between the twelve members and their respective associations will be responsible for any fees or expenditures for their appointed members.

ARTICLE 9 - DISMISSAL OF MEMBERS

Section 1 - By majority vote of qualified quorum, a member may be dismissed for the following reasons:

(1) Any member that does not pay their fair share of an expense within thirty (30) days of the date on invoice.

(2) Any member that misses three (3) consecutive called meetings.

ARTICLE 10 -- CONFLICT OF INTEREST

Section 1: *Duty of Care, Loyalty & Obedience*

All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen and sensibilities, would under similar circumstances at all times. A director, an officer or employee will undertake to understand all, or substantially, all of the consequences of their actions or the omissions of their actions.

No officer, director or employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No officer, director or employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.

No officer, director or employee shall disobey a majority decision of the Board of Directors.

All members of the Board of Directors, all Officers of the Corporation and all employees of the corporation are hereby bound to fiduciary duty for and on behalf of the corporation, such that the interest of the corporation shall remain paramount to any and all of their personal interests whatsoever. All members of the Board of Directors, all officers of the corporation and all employees shall exercise their fiduciary duty at all times, especially when making a decision on behalf of the corporation.

Section 2: *Conflict of Interest*

A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Director of the Board, or business or agency from which such a Director derives any income or has authority in governance.

A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest. Said board member shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict-of-interest is disclosed by the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that director shall not be permitted to vote.

The Corporation is dedicated to the participation of low-income representatives on its Board of Directors and recognizes that such individuals may qualify for services offered by the Corporation. Participation as a member of the Board does not preclude an individual from receiving services that he/she may be eligible for and need. The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time-to-time as defined herein. In the event that such a conflict of interest is determined to compromise the individual's ability to represent the Corporation's best interest regarding a specific issue or action before the board, the procedures stated in the Article are in force.

ARTICLE 11 -- HARASSMENT

Harassment: Sexual, Racial, Religious, and Age

Harassment of any kind is not productive and will not be tolerated at the Burden Lake Preservation Association. Any individual bound by these bylaws (including but not limited to Board Members, staff, management, interns, and volunteers) who is subject to verbally abusive language relating to gender, race, religion, or age, or who experiences sexually oriented physical touching or suggestive language is encouraged to report it immediately to the President. Any individual bound by these bylaws (including but not limited to Board Members, staff, management, interns, and volunteers) that is aware of such verbally or physically abusive conditions should report such activity immediately.

The general policy will be reflected in the personnel procedures and program procedures promulgated by the Corporation to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

ARTICLE 12 -- WHISTLEBLOWER POLICY

The Board of Directors expects itself and the staff of the Burden Lake Preservation Association to adhere to all federal and state laws concerning the protection of whistleblowers. To that end, the Board will adopt, and amend as necessary, a whistleblower policy that is in compliance with the standards of the Sarbanes-Oxley rules, any subsequent federal law or regulation, and any applicable state or local law. The policy is intended to encourage Board members, staff (paid and volunteer) and others to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) without retribution. The organization will develop, maintain, and update procedures for handling employee and volunteer complaints, including the establishment of a confidential and anonymous mechanism to encourage employees and volunteers to report any inappropriateness within the entity's financial management. The policy will require that there be no punishment for reporting problems, including firing, demotion, suspension, harassment, failure to consider the employee for promotion, or any other kind of discrimination. The policy will provide that even if the claims are unfounded, the organization may not reprimand the employee. The Board and staff of United Tenants of Albany is aware that the law does not force the employee to demonstrate misconduct; a reasonable belief or suspicion that a fraud exists is enough to create a protected status for the employee.

ARTICLE 13 -- MISCELLANEOUS

1. *Records.* The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the Board of Directors and any committee appointed by the Board of Directors. The Board shall promulgate a record retention and document destruction policy in compliance with all applicable federal, state, and local laws.