

CERTIFICATE OF INCORPORATION

OF

BELMONT VILLAGE
MAINTENANCE ASSOCIATION, INC.

As approved by a Special Membership Meeting of
Belmont Village Maintenance Association, Inc.

Held on February 8, 2008

Voted and approved in February 8th, 2008.

**CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF
BELMONT VILLAGE MAINTENANCE ASSOCIATION, INC.
UNDER SECTION 803 OF THE N.Y. NOT-FOR-PROFIT CORP.LAW**

PURSUANT to the provisions of Section 803 of the N.Y. Not-for-Profit Corp. Law, the undersigned corporation adopts the following certificate of amendment to its certificate of incorporation.

THE UNDERSIGNED, for the purpose of forming a not-for-profit corporation pursuant to the Not-for-Profit Corporation Law of the State of New York, hereby certify:

1. The name of the not-for-profit corporation is BELMONT VILLAGE MAINTENANCE ASSOCIATION, INC.
2. The corporation's certificate of incorporation was filed with the Department of State on July 27, 1963, and the Office of the Clerk of Onondaga County on the 17th day of May, 1963, in Deed Book 2144, page ----, under the Membership Corporation Law of the State of New York.
3. The corporation is a corporation as defined in Section 102(a)(5) of the N.Y. Not-for-Profit Corp. Law and is a Type A corporation under Section 201 of the N.Y. Not-for-Profit Corp. Law. The corporate purposes are limited and changed by the amendments set forth in this certificate, and after this certificate of amendment is filed by the Department of State, the corporation shall remain a Type A corporation under Section 201 of the N.Y. Not-for-Profit Corp. Law.
4. The certificate of incorporation is being amended to amend the corporation purposes, the number of directors and to add provisions.

5. The purposes for which it is to be formed are:

a. To acquire, provide, establish, transfer, maintain, improve, repair and beautify real property within the Belmont Village Tract of the Town of Clay, in Onondaga County, State of New York, to be used for parks, playgrounds, parking, recreation, common areas, walks, grass plots, park strips and planted areas for the enjoyment and convenience of the members of the corporation, for the improvement and beautification of the lands within Belmont Village Tract and for such other similar or related purposes and uses as shall contribute to the preservation and enhancement of the aesthetic values of lands, dwellings, buildings and other structures within the Belmont Village Tract;

b. To enter into and perform contracts of any kind for and in connection with or in furtherance of any one or more purposes of the not-for-profit corporation;

c. To impose upon and collect and enforce collection of fees and maintenance charges from the members of the not-for-profit corporation from time to time for carrying out and in furtherance of the purposes of the corporation and to expend sums therefore, all as shall be provided in the By-Laws;

d. To enforce protective covenants and agreements relating to or attending the land, buildings, and structures constructed and to be constructed in said Belmont Village Tract;

e. The not-for-profit 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 or any individual.

f. The territory in which its operations are principally to be conducted is in the Town of Clay, County of Onondaga, State of New York.

g. The town and county in which its office is to be located is the Town of Clay, County of Onondaga, State of New York.

h. The minimum number of directors shall be Five (5) and the maximum number of directors shall be Seven (7). All directors are to be resident owners and all directors shall hold positions with the architectural committee to run concurrent with board seats for the length of their board terms per the By-Laws.

i. The meetings of the Board of Directors shall be held only within the State of New York.

5. The above amendments were authorized by a majority vote of the board of directors pursuant to Section 802(c) of the N.Y. Not-for-Profit Corp. Law and a vote of a majority of all the members of the corporation entitled to vote on it at a special meeting of the members on February 8, 2008.

6. The corporation designates the Secretary of State of the State of New York 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 the Secretary of State is Belmont Village Maintenance Association, Inc. P.O. Box 2323 Liverpool, New York 13089.

7. The following approvals or consents were endorsed on or annexed to the corporation's certificate of incorporation as defined in Section 102(a)(3) of the N.Y. Not-for-Profit Corp. Law. Specifically, the approval and consent was obtained from a Justice of Supreme Court in the County of Onondaga, State of New York.

IN WITNESS WHEREOF, the corporation, through its president and secretary, has executed this certificate of amendment on the ____ day of _____, 2008.

BELMONT VILLAGE MAINTENANCE ASSOCIATION, INC.

BY: _____
Diane Belanger, President

BY: _____
Linda Bonn, Secretary

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

On this ____ day of January, 2008, before me, the undersigned, personally appeared DIANE BELANGER, President of the Belmont Village Maintenance Association, Inc. personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary

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

On this ____ day of January, 2008, before me, the undersigned, personally appeared Linda Bonn, Secretary of the Belmont Village Maintenance Association, Inc. personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary

I, _____, a Justice of the Supreme Court of the Fifth Judicial District, hereby approve the foregoing certificate of amendment of the certificate of incorporation of the Belmont Village Maintenance Association, Inc. under Section 803 of the N.Y. Not-for-Profit Corp. Law.

JUSTICE OF THE SUPREME COURT

RESOLVED further, that the above proposed amendments and deletions of the certificate of incorporation be submitted to a vote at a special meeting of the members to be held at the Town of Clay, Town Hall, Route 31, in the Town of Clay, State of New York on the ____ [of February, 2008 at _____ a.m./p.m..

RESOLVED further, that notice of such a meeting and such proposed amendments and deletions was given as required by the provisions of the N.Y. Not-for-Profit Corp. Law and by the By-Laws of this corporation to the extent that they are not inconsistent with those provisions.

RESOLVED further, that the above amendments and deletions were authorized by a majority vote of the board of directors pursuant to Section 802(c) of the N.Y. Not-for-Profit Corp. Law and a vote of a majority of all the members of the corporation entitled to vote on it as evidenced by Schedule "A" hereto annexed to this resolution with the signatures of the majority of all members of the corporation that appeared and took part in the special meeting, which occurred on _____, 2008.

BELMONT VILLAGE MAINTENANCE ASSOCIATION, INC.
EXECUTIVE BOARD OF DIRECTORS

BY: _____
Diane Belanger, President

BY: _____
Darwin Cruise, Vice-President

BY: _____
Linda Bonn, Secretary

BY: _____
Paul Grome, Treasurer

BY: _____
Margaret Corkran, Asst. Treasurer

BY: _____
Andrea LoTempio, Director

BY: _____
Susan Eusepi, Director