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CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

CSC 45

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, wherever 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:

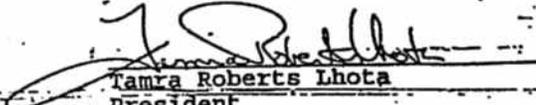
"FIFTH: Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in: (a) Section 404 of the Not-for-Profit Corporation Law or (b) Section 460-a of the Social Services Law, with the exception that the Corporation 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 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."

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. Revere  
E. G. Present  
[EG]

IN WITNESS WHEREOF, we have signed and subscribed this Certificate of Amendment on the 9<sup>th</sup> 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 16, 1996.

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

**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

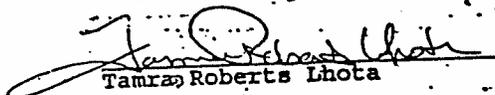
*Dennis C. Vacco*  
October 17, 1996  
Assistant Attorney General

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AFFIDAVIT

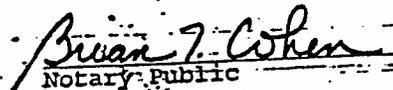
Tamra Roberts Lhota, after being duly sworn, deposes  
and states that:

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 9<sup>th</sup>, 1996

Sworn to before me this  
9<sup>th</sup> of October 1996

  
Notary Public

BRIAN T. COHEN  
Notary Public, State of New York  
No. 02695062608  
Qualified in Richmond County  
Commission Expires July 1, 1998

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CERTIFICATE OF AMENDMENT

11 USC AN '90 OF THE

CERTIFICATE OF INCORPORATION

OF

NEW YORK CITY PUBLIC/PRIVATE INITIATIVES, INC.

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STATE OF NEW YORK  
DEPT. OF TAXATION AND FINANCE  
FILED OCT 23 1990  
TAXS  
BY: MNR  
my

FRANKLIN ROSS COLTZ & M. HOLLANDER LLP  
ATTORNEYS AT LAW  
1585 BROADWAY  
E.P. GREEN BUILDING OF MANHATTAN  
212-569-9229 NY 10018-4394

BILLED

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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



A handwritten signature in cursive script, appearing to read "J. Leub", followed by a long horizontal line.

Special Deputy Secretary of State