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RESTATED CERTIFICATE OF INCORPORATION  
OF  
RADISSON COMMUNITY ASSOCIATION, INC.

Under Section 805 of the Not For  
Profit Corporation Law

The undersigned, William Lester and Sharon Hayford, being the President and the Secretary of Radisson Community Association, Inc. do hereby certify:

1. The name of the Corporation is Radisson Community Association, Inc.
2. The Certificate of Incorporation was filed by the Department of State on the 20th day of September, 1974.
3. This Certificate of Incorporation is now in full force and effect and is hereby amended to effect the following changes authorized in Section 801 of the Not for Profit Corporation Law:

(A) To update the purpose of the Corporation by deleting paragraph 2(b) and replacing it with the following:

The purposes for which the Corporation is to be formed are:

(i) To perform certain duties and responsibilities on behalf of owners of property in and residents of certain lands within the New York State Urban Development Corporation's ("UDC") Lysander New Community Multi Purpose Project, known as Radisson, located in the Town of Lysander, New York and undertaken by UDC pursuant to the provisions of the UDC Act. Such duties and responsibilities are, in part, specified in a Declaration of Protective Covenants and Restrictions ("Radisson Declaration") to be imposed by UDC on Section 1 of Radisson (as described in said Declaration) and to be recorded in the Onondaga County Clerk's Office. Additional lands, duties and responsibilities of the Corporation may be brought within the scope of the Declaration by appropriate amendments thereto recorded in said County Clerk's Office. UDC may also subject other lands within Radisson to similar Declarations to be recorded in the County Clerk's Office and which may delegate similar duties and responsibilities to the Corporation.

(ii) To promote the health, safety, welfare, education, recreation, and cultural enrichment of owners of property in and residents of Radisson and to preserve, protect, and enhance certain lands and facilities set aside for the common use and enjoyment of said property owners and residents of Radisson (the "common property").

(iii) To Purchase, lease, receive donations of or otherwise acquire, own, develop, improve, maintain, manage and operate certain lands and facilities comprising all or any part of the Common Property within Radisson, in accordance with the Radisson Declaration, this Certificate of Incorporation and the Corporation's By-Laws and to acquire such personal property as may be suitable or convenient for purposes of accomplishing any of the purposes and objectives of the Corporation.

(iv) To grant, sell, or lease all or any portion of the Common Property or easements, rights of way or other interests therein in accordance with the provisions of the Radisson Declaration.

(v) To enter into contracts deemed appropriate to carry out the Corporation's purposes and objectives.

(vi) To borrow money and mortgage property of the Corporation.

(vii) To fix and levy assessments against certain properties within Radisson subject to the Radisson Declaration and to use such funds for the maintenance, improvement, use, and enjoyment of the Common Property; the costs and expenses of the operation of the Corporation; the operation of programs and provision of services related to such purposes; the enforcement of the provisions of the Radisson Declaration; and similar purposes of the Corporation as specified in this Certificate, the By-Laws, the Radisson Declaration.

(viii) To enforce any and all protective covenants and restrictions set forth in the Radisson Declaration, as the same may be amended or supplemented from time to time, or incorporated in any deed, contract or other instrument executed pursuant to such Declaration.

(ix) To provide certain services to the residents and property owners within Radisson, on a fee basis or without charge in the discretion of the Board of Directors of the Corporation, and in addition to the services to be provided with obtained by assessments levied pursuant to the Radisson Declaration.

(x) To do any act necessary, convenient, or appropriate to achieve the accomplishment of the purposes and objectives enumerated in this Certificate, or any amendment thereto, or incidental to the protection and benefit of the Corporation; to have and to exercise all the rights, powers, and privileges that are now or may hereafter be conferred by the Urban Development Corporation Act, the Not for Profit Corporation Law and all other laws of the State of New York applicable to Corporations of a character similar to the Corporation.

(B) To replace the reference to a "Type A corporation" with "non-charitable corporation."

(C) To omit paragraph 5 regarding the initial directors pursuant to Section 805(c) of the New York Not-for-Profit Law.

(D) To omit paragraph 9 regarding the incorporator pursuant to Section 805(c) of the New York Not-for-Profit Law.

(E) To add the address for service of process.

(F) To update the provision regarding distribution of assets upon dissolution by deleting paragraph 11, and replacing it with the following:

In the event of dissolution all of the remaining assets and property of the Corporation shall, after necessary expenses incurred in conjunction with such dissolution have been paid, be distributed to such organizations as shall qualify under Section 501(c)(3) or 501(c)(4) of the Internal

Revenue Code or corresponding provisions of any subsequent federal tax laws; or to the federal government or to a state or local government, for a public purpose; or to another organization to be used in such manner as in a judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purpose for which this Corporation was formed.

(G) To update the purpose of the Corporation by deleting paragraph 12 and replacing it with the following:

Notwithstanding any other provision of these articles, the Corporation (i) is organized exclusively for the purpose of the promotion of social welfare and (ii) shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(4) or corresponding provisions of any subsequent federal tax laws.

(H) The paragraph numbers of the Certificate of Incorporation shall be renumbered as follows:

- (i) The previous paragraph 6 will be renumbered as paragraph 5.
- (ii) The previous paragraph 7 will be renumbered as paragraph 6.
- (iii) The previous paragraph 8 will be renumbered as paragraph 7.
- (iv) The previous paragraph 10 will be renumbered as paragraph 8.
- (v) The previous paragraph 11 will be renumbered as paragraph 9.
- (vi) The previous paragraph 12 will be renumbered as paragraph 10.
- (vii) The previous paragraphs 5 and 9 will be omitted.

4. The Certificate of Incorporation is hereby amended and restated to read as herein set forth in full:

1. The official name of the Corporation is the Radisson Community Association, Inc. (hereinafter referred to as the "Corporation").

2. (a) The Corporation has not been formed for pecuniary profit or financial gain and no part of the assets, income, profit or net earnings thereof is distributable to or shall inure to the benefit of any member, director or 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, director or 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.

(b) The corporation is organized and operated exclusively for the promotion of social welfare by performing the following activities:

(i) To perform certain duties and responsibilities on behalf of owners of property in and residents of certain lands within the New York State Urban Development Corporation's ("UDC") Lysander New Community Multi Purpose Project, known as Radisson, located in the Town of Lysander, New York and undertaken by UDC pursuant to the provisions of the UDC Act. Such duties and responsibilities are, in part, specified in a

Declaration of Protective Covenants and Restrictions ("Radisson Declaration") to be imposed by UDC on Section 1 of Radisson (as described in said Declaration) and to be recorded in the Onondaga County Clerk's Office. Additional lands, duties and responsibilities of the Corporation may be brought within the scope of the Declaration by appropriate amendments thereto recorded in said County Clerk's Office. UDC may also subject other lands within Radisson to similar Declarations to be recorded in the County Clerk's Office and which may delegate similar duties and responsibilities to the Corporation.

(ii) To promote the health, safety, welfare, education, recreation, and cultural enrichment of owners of property in and residents of Radisson and to preserve, protect, and enhance certain lands and facilities set aside for the common use and enjoyment of said property owners and residents of Radisson (the "common property").

(iii) To Purchase, lease, receive donations of or otherwise acquire, own, develop, improve, maintain, manage and operate certain lands and facilities comprising all or any part of the Common Property within Radisson, in accordance with the Radisson Declaration, this Certificate of Incorporation and the Corporation's By-Laws and to acquire such personal property as may be suitable or convenient for purposes of accomplishing any of the purposes and objectives of the Corporation.

(iv) To grant, sell, or lease all or any portion of the Common Property or easements, rights of way or other interests therein in accordance with the provisions of the Radisson Declaration.

(v) To enter into contracts deemed appropriate to carry out the Corporation's purposes and objectives.

(vi) To borrow money and mortgage property of the Corporation.

(vii) To fix and levy assessments against certain properties within Radisson subject to the Radisson Declaration and to use such funds for the maintenance, improvement, use, and enjoyment of the Common Property; the costs and expenses of the operation of the Corporation; the operation of programs and provision of services related to such purposes; the enforcement of the provisions of the Radisson Declaration; and similar purposes of the Corporation as specified in this Certificate, the By-Laws, the Radisson Declaration.

(viii) To enforce any and all protective covenants and restrictions set forth in the Radisson Declaration, as the same may be amended or supplemented from time to time, or incorporated in any deed, contract or other instrument executed pursuant to such Declaration.

(ix) To provide certain services to the residents and property owners within Radisson, on a fee basis or without charge in the discretion of the Board of Directors of the Corporation, and in addition to the services to be provided with obtained by assessments levied pursuant to the Radisson Declaration.

(x) To do any act necessary, convenient, or appropriate to achieve the accomplishment of the purposes and objectives enumerated in this Certificate, or any amendment thereto, or incidental to the protection and benefit of the Corporation; to have and to exercise all the rights, powers, and privileges that are now or may hereafter be conferred by the

Urban Development Corporation Act, the Not for Profit Corporation Law and all other laws of the State of New York applicable to Corporations of a character similar to the Corporation.

(c) This Corporation is a non-charitable corporation as defined under Section 201 of the Not for Profit Corporation Law.

3. The office of the Corporation shall be located in the Town of Lysander, County of Onondaga, State of New York.

4. The territory in which the activities of the Corporation are to be principally conducted is the Town of Lysander, County of Onondaga, State of New York, primarily within Radisson.

5. The Secretary of State of the State of New York is hereby designated the 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 him as agent of the Corporation is Radisson Community Association, 3128 Amesbury Drive, Baldwinsville, New York, 13027.

6. No approvals or consents are required by Section 404 of the Not for Profit Corporation Law or other statute of the State of New York before this Certificate may be filed.

7. The membership of the Corporation, who shall automatically become members thereof, shall consist of the following:

(1) Class A Members-Residents

Every person 18 years of age and older who maintains a fixed, principal residence on land within Radisson subject to the Radisson Declaration to which such person always intends to return regardless as to where such person may be temporarily located.

(2) Class B Members-Multi-Family Housing Owners

Every person or entity, who is a record owner of a fee interest in any building, construction of which has been completed, located on land within Radisson subject to the Radisson Declaration which contains two or more units, each of which is designated and intended for use and occupancy as a residence by a single first person, family or family size group of persons.

(3) Class C Members-Owners of Commercial, Industrial, Institutional or Community Facilities

Every person or entity who is a record owner of a fee interest in any building, construction of which has been completed, located on land within Radisson subject to the Radisson Declaration which has been designated for commercial, industrial, institutional or community facility use.

(4) Class D Members-Developer UDC, its successors and assigns.

(5) Class E Members-Golf Club Property Owner. The owners of golf courses located on land within Radisson which has been designed for golf course use subject to the Radisson Declaration.

The management of the affairs of the Corporation shall be vested in a Board of Directors of not less than eight (8) nor more than eleven (11) Directors to be elected or appointed in accordance with the procedures set forth in the By-Laws.

8. 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.

9. In the event of dissolution all of the remaining assets and property of the Corporation shall, after necessary expenses incurred in conjunction with such dissolution have been paid, be distributed to such organizations as shall qualify under Section 501 (c)(3) or 501(c)(4) of the Internal Revenue Code or corresponding provision of any subsequent federal tax laws; or to the federal government or to a state or local government, for a public purpose; or to another organization to be used in such manner as in a judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purpose for which this Corporation was formed.

10. Notwithstanding any other provision of these articles, the Corporation (i) is organized exclusively for the purpose of the promotion of social welfare and (ii) shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(4) or corresponding provisions of any subsequent federal tax laws.

5. The restated Certificate of Incorporation as amended was duly approved by the members of the Corporation at an annual meeting of the members held on June 8, 2016. Authorization to restate and amend this Certificate of Incorporation as set forth herein was also obtained from the Board of Directors of the Corporation by resolution adopted at its meeting of May 18, 2016.

[Signatures appear on following page]

IN WITNESS WHEREOF we have made, executed and acknowledged this Certificate of Incorporation this 27<sup>th</sup> day of July, 2016.

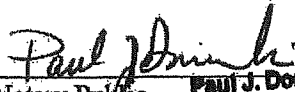


William Lester, President



Sharon Hayford, Secretary

Sworn before me this 27<sup>th</sup> day of July, 2016.

  
Notary Public **Paul J. Dominick**  
Notary Public, State of New York  
No. 02DO6250493  
Qualified in Onondaga County  
Commission Expires April 16, 2020

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