

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
THE ARCHITECTURAL LEAGUE OF NEW YORK

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

The undersigned, for the purpose of forming a corporation under the Not-For-Profit Corporation Law of the State of New York, hereby certify as follows:

FIRST: The name of the corporation is THE ARCHITECTURAL LEAGUE OF NEW YORK (hereinafter called the "Corporation.")

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. The Corporation is not formed for pecuniary profit or financial gain. The purposes of the Corporation are exclusively for such charitable, educational and scientific purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent federal tax laws, including for such purposes:

- (a) To encourage and promote the art and science of architecture and related arts and crafts, and to bring together the practitioners of architecture and such related arts and crafts, by, among other means, providing a center where fellow professionals can meet to discuss architectural and related concerns, conducting meetings and forums, open to both members and the public, to present and discuss the work of established and emerging architects, sponsoring lectures and exhibitions, open to both members and the public, in the areas of architecture, design and related arts and crafts, and publishing books and other materials in connection with the above;
- (b) To foster and promote public knowledge of and interest in architecture, design and related arts and crafts;
- (c) To receive, seek, expend, lend and otherwise use financial and other grants, contributions, devises, gifts, loans and bequests from public and/or private sources in support or furtherance of activities consistent with the purposes of the Corporation;
- (d) To carry out any and all such additional activities incident, related or appropriate to the furtherance of the above purposes as are consistent with the provisions of the aforesaid Section 501(c) (3).

The Corporation shall be a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law.

THIRD: 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 power to solicit grants and contributions for corporate purposes, subject, however, to the provisions of Article 7-A of the Executive Law. Any other provisions of the Certificate of Incorporation to the contrary notwithstanding, nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in paragraphs (b) through (t) of Section 404 of the Not-For-Profit Corporation Law.

FOURTH: The office of the Corporation is to be located in the City of New York, County of New York, State of New York.

FIFTH: The territory in which the activities of the Corporation are principally to be conducted is the State of New York, but the operations of the Corporation shall not be limited to such territory.

SIXTH: Pursuant to Chapter 564 of the N.Y.S. Laws of 1981, Section 402(a)(7), the Secretary of State is hereby designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation is 457 Madison Avenue, New York, NY 10022.

SEVENTH: Prior to the delivery of this Certificate of Incorporation to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or any other statute of the State of New York will be endorsed hereon or annexed hereto.

EIGHTH: The By-Laws of the Corporation may be adopted, amended or repealed by either the members or the directors of the Corporation, as provided in Section 602 of the Not-For-Profit Corporation Law (and subject to Section 612 thereof.) The number of persons that shall constitute the entire board of directors of the Corporation from time to time shall be determined as provided in the By-Laws, provided that in no event shall the number of directors constituting the entire board be less than three (3).

NINTH: Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not have power to carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent law), or (b) by a corporation to which contributions are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of

the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law).

TENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as may be permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent law) or the participation or intervention in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ELEVENTH: No officer, trustee, director, member or employee of the Corporation or any other private individual may receive pecuniary profit from the operations of the corporation or on its dissolution, except reasonable compensation for services rendered the Corporation in effecting one or more of its purposes, nor shall any part of the net earnings of the Corporation inure to the benefit of any private shareholder or individual.

TWELFTH: In the event of voluntary dissolution of the Corporation pursuant to the laws of the State of New York or in the event of dissolution due to such other circumstances as are permitted or required by law, the funds and assets of the Corporation then belonging to it shall, subject to the approval of a Justice of the Supreme Court of the State of New York and in accordance with the law, be applied to the payment of the liabilities of the Corporation and thereafter distributed for the nonprofit purposes of the Corporation and/or for the free and voluntary aid and assistance of activities, agencies and institutions which are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholders or individuals, no part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which do not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

THIRTEENTH: In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law), the Corporation, so long as it shall be such a private foundation, shall distribute such income as may be necessary in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code (or the corresponding provisions of any subsequent law), and shall be absolutely prohibited from and shall refrain from engaging in the following acts:

- (a) any act of self-dealing as defined in Section 4941(d) of said Code (or the corresponding provisions of any subsequent law);

- (b) retaining any excess business holdings as defined in Section 4943(c) of said Code (or the corresponding provisions of any subsequent law);
- (c) making any investment in such manner as to subject the Corporation to tax under Section 4944 of said Code (or the corresponding provisions of any subsequent law); and
- (d) making any taxable expenditures, as defined in Section 4945(d) of said Code (or the corresponding provisions of any subsequent law).

FOURTEENTH: The duration of the Corporation shall be perpetual.