

RESOLUTION NO. 12 OF 2022

RE: RESOLUTION FOR AMMENDMENT OF CERTIFICATE OF INCORPORATION

Members Reckess, and DeFelice offer the following and move its adoption:

BE IT RESOLVED that the pursuant to Section 803 of the Not-for-Profit Corporation Law the Dutchess County-Poughkeepsie Land Bank Corporation does hereby consent and resolve to amend its Certificate of Incorporation as follows:

Paragraph "SECOND" shall be amended to reflect that the corporation will be a Charitable Corporation; and be it further

RESOLVED that the Chairperson and/or Robert G. Rolison, Incorporator shall have the authority to sign any and all documents necessary to effectuate this amendment.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

	Aye	Nay	Other (Absent/Abstain)
Angela DeFelice	<u>X</u>	_____	_____
Brian Engles	<u>X</u>	_____	_____
Susan Fortunato	<u>X</u>	_____	_____
Brian Martinez	<u>X</u>	_____	_____
Marc Nelson	<u>X</u>	_____	_____
Jacob Reckess	<u>X</u>	_____	_____
Jordan Schinella	_____	_____	<u>X</u>
Heidi Seelbach	<u>X</u>	_____	_____
Eoin Wrafter	_____	_____	<u>X</u>
<b>Total</b>	<b>7</b>	<b>0</b>	<b>2</b>

Present: 7

Absent: 2

The foregoing Resolution was thereupon declared duly adopted meeting the requirements of the Dutchess County-Poughkeepsie Land Bank (DCPLB) bylaws requiring a majority of the Board approving this resolution.



**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF**

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*(Name of Domestic Corporation)*

Under Section 803 of the Not-for-Profit Corporation Law

**FIRST:** The name of the corporation is:

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If the name of the corporation has been changed, the name under which it was formed is:

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**SECOND:** The certificate of incorporation was filed by the Department of State on:

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**THIRD:** The law the corporation was formed under is:

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**FOURTH:** The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

**FIFTH:** The certificate of incorporation is amended as follows:

Paragraph \_\_\_\_\_ of the Certificate of Incorporation regarding

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is hereby [*check the appropriate box*]  added       amended to read in its entirety as follows:

Paragraph \_\_\_\_\_ of the Certificate of Incorporation regarding

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is hereby [*check the appropriate box*]  added  amended to read in its entirety as follows:

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*(Remove this page if not needed)*

**SIXTH:** The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is:

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**SEVENTH:** The certificate of amendment was authorized by: *(Check the appropriate box)*

- a vote of a majority of the members at a meeting.
- the unanimous written consent of the members entitled to vote thereon.
- a vote of a majority of the entire board of directors. The corporation has no members.

**X** \_\_\_\_\_  
*(Signature)*

\_\_\_\_\_  
*(Capacity of Signer)*

\_\_\_\_\_  
*(Print or Type Signer's Name)*

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

---

*(Name of Domestic Corporation)*

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name \_\_\_\_\_

Address \_\_\_\_\_

City, State and Zip Code \_\_\_\_\_

**NOTES:**

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at [www.dos.ny.gov](http://www.dos.ny.gov).
2. **The certificate must be submitted with a \$30 filing fee.**
3. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
4. The Department of State recommends that all documents be prepared under the guidance of an attorney.
5. **Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.**

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*For Office Use Only*

STATE OF NEW YORK

SS:


COUNTY OF DUTCHESS

This is to certify that I, the undersigned Secretary of the Dutchess County-Poughkeepsie Land Bank (DCPLB) have compared the foregoing resolution with the original resolution now on file in the office of said secretary, and which was adopted by said Land Bank on the 16<sup>th</sup> day of November 2022, and that the same is a true and correct transcript of said original resolution and of the whole thereof.

I FURTHER CERTIFY that (A) all members of the Board had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Board present throughout said meeting; and (E) Pursuant to the Bylaws, a majority of the Board has voted to approve this resolution.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 29<sup>th</sup> day of November 2022.

  
\_\_\_\_\_  
SECRETARY OF THE CORPORATION

