

RESOLUTION NO. 13 OF 2022

RE: RESOLUTION FOR AMENDMENT OF CERTIFICATE OF INCORPORATION

Members Wrafter, and Seelbach 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 "THIRD" shall be amended to read in its entirety as follows: "The Corporation is to be formed and operated exclusively for the charitable purpose of lessening the burden of government and acting in the public interest in order to qualify as an exempt organization described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In furtherance of said purpose, the Corporation's powers shall include all powers and duties granted land bank corporations as set forth in Article 16 of the Not-For-Profit Corporation Law of the State of New York, as it may be amended from time-to-time, which powers are incorporated herein by reference as if fully stated herein, and shall also include: (a) Any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person. (b) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing and of the foregoing purposes of the Corporation." ; and be it further

Paragraph "SIXTH" shall be amended to read in its entirety as follows: "In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all remaining assets and property of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, in equal proportion, to the County of Dutchess and the City of Poughkeepsie as set forth in Section 1613 of the NFPCL."; and be it further

RESOLVED that the Chairperson 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	X		
Brian Engles	X		
Susan Fortunato	X		
Brian Martinez	X		
Marc Nelson	X		
Jacob Reckess			X
Jordan Schinella	X		
Heidi Seelbach	X		
Eoin Wrafter	X		
Total	8	0	1

Present: 8

Absent: 1

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 to approve this resolution.



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

(Name of Domestic Corporation)

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

FIRST: The name of the corporation is:

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

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

THIRD: The law the corporation was formed under is:

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

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

Paragraph _____ of the Certificate of Incorporation regarding

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

(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:

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.
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.**

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 14th day of December 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 16th day of December 2022.



SECRETARY OF THE CORPORATION

