

**Certificate of Amendment of the Certificate of Incorporation of Smithtown  
Hunt, Inc. under section 803 of the Not-for-Profit Corporation Law**

First: The name of the corporation is Smithtown Hunt, Inc. (hereinafter referred to as the "Corporation").

Second: The Corporation was originally formed under the Not-for-Profit Corporation Law of New York and its certificate of incorporation was filed by the Department of State of the State of New York on March 11, 1977.

Third: This paragraph shall replace, in its entirety, the paragraph marked and enumerated "Second" in the certificate of incorporation which was filed on March 11, 1977, which defined the type of corporation under subparagraph (b) of Section 201 (Purposes) of the Not-for-Profit Corporation Law. The full text of the provision which shall be substituted for the paragraph marked and enumerated "Second" in the certificate of incorporation which was filed on March 11, 1977, shall hereafter be amended to read as follows: "The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law and the corporation is a Type "B" corporation as defined in subparagraph (b) of Section 201 (Purposes) of such Law."

Fourth: This paragraph shall replace, in its entirety, the paragraph marked and enumerated "Third" in the certificate of incorporation which was filed on March 11, 1977, which set forth the corporate purposes under which the Corporation was originally formed. The full text of the provision which shall be substituted for the paragraph marked and enumerated "Third" in the certificate of incorporation which was filed on March 11, 1977, shall hereafter be amended to read as follows: "The purposes for which the Corporation is formed are: Said Corporation is organized exclusively for charitable purposes that are beneficial to the public interest of preserving and conserving land, wildlife and their habitats and protecting the same from development; preserving access to existing natural territory; opening and conserving other natural territory for public use; educating the public to the rich tradition and history associated with riding to hounds on Long Island. Included in such charitable purposes shall be the following:

(1) the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(2) to acquire and to restore land to its natural, undeveloped state and to promote access to natural habitats for the public consistent with safeguarding the same to protect wildlife and its habitats for future generations to cherish and to enjoy;

(3) to work in conjunction with various public service groups as well as government agencies to clean public lands by removing pollution, debris and rubbish from these lands and restoring the same to its natural state;

(4) to opening, clearing and mapping trails for equestrian activities and providing access to these lands for use by the public for their enjoyment consistent with wildlife and habitat conservation and preservation;

(5) to create and preserve new habitats for wildlife on Long Island for the public to enjoy by the acquisition of land;

(6) to work in conjunction with and contribute funds to support local educational institutions, nature conservancies and environmental groups to enable them to carry on research to study and preserve wildlife and their habitats on Long Island;

(7) to promote and encourage drag/scent hunts, as opposed to live hunts, to foster harmony with nature and to preserve existing wildlife whose numbers have been drastically depleted by destruction of their natural habitats by land development;

(8) to study, engage in, promote and encourage the breeding, raising and training of horses, hounds and other animals necessary to promote, preserve and continue the tradition and history of riding to hounds;

(9) to raise funds through the solicitation of grants and contributions from the general public, membership fees and equestrian events for the realization of said corporate purposes; and

(10) to hold meetings for the realization of said corporate purposes."

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(11) nothing herein shall authorize the corporation to operate or maintain a library, museum or historical society.

Fifth: This paragraph shall replace, in its entirety, the paragraph marked and enumerated "Fifth" in the certificate of incorporation which was filed on March 11, 1977, which set forth general corporate powers under which the Corporation was originally formed. The full text of the provision which shall be substituted for the paragraph marked and enumerated "Fifth" in the certificate of incorporation which was filed on March 11, 1977, shall hereafter be amended to read as follows: "In furtherance of the foregoing 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 collect membership dues and fees and to solicit grants and contributions for any corporate purpose. The Corporation shall have power to exercise such other powers as are now, or hereafter may be, conferred upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof."

Sixth: This paragraph shall replace, in its entirety, the paragraphs marked and enumerated "Sixth" and "Seventh" in the certificate of incorporation which was filed on March 11, 1977. The full text of the provision which shall be substituted for the paragraphs marked and enumerated "Sixth" and "Seventh" in the certificate of incorporation which was filed on March 11, 1977, shall hereafter be amended to read in this single paragraph as follows: "No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph marked and designated "Fourth", hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision set forth in this Certificate herein, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

Seventh: This paragraph shall replace, in its entirety, the paragraph marked and enumerated "Eighth" in the certificate of incorporation which was filed on March 11, 1977, which set forth the location of the corporate offices under which the Corporation was originally formed. The full text of the provision which shall be substituted for the paragraph marked and enumerated "Eighth" in the certificate of incorporation which was filed on March 11, 1977, shall hereafter be amended to read as follows: "The office of the Corporation shall continue to be located in the County of Suffolk, State of New York.

Eighth: This paragraph shall replace, in its entirety, the paragraph marked and enumerated "Eleventh" in the certificate of incorporation which was filed on March 11, 1977, which set forth the address for notice at the time the Corporation was originally formed. The full text of the provision which shall be substituted for the paragraph marked and enumerated "Eleventh" in the certificate of incorporation which was filed on March 11, 1977, shall hereafter be amended to read as follows: "The Secretary of State is designated as agent of the Corporation upon whom process against it may be served and the post office address within the State to which the Secretary of State shall mail a copy of any notice required by law or any process against it served upon him is:

Smithtown Hunt, Inc.  
c/o Doniger & Engstrand, Esqs.  
225 Broadway/Suite 1805  
New York, New York 10007

