

Copy 82  
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CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION OF  
JEFFERSON COUNTY COUNCIL OF SOCIAL AGENCIES, INC.

under Section 803 of the Not-For-Profit Corporation Law.

WE, the undersigned, the Co-Presidents and the Secretary, respectively, of Jefferson County Council of Social Agencies, Inc., hereby certify:

1. The name of the corporation is Jefferson County Council of Social Agencies, Inc.

2. The certificate of its incorporation was filed with the Department of State on the 22nd day of September, 1969, under the Membership Corporation Law of the State of New York.

3. The Jefferson County Council of Social Agencies, Inc. is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law, and is a Type B corporation under Section 201 of said law, and shall continue to be a Type B corporation after the amendments herein made.

4. The Secretary of State of the State of New York is designated agent of the corporation on whom process against it may be served pursuant to Section 803 of the Not-For-Profit Corporation Law. The post office address to which the Secretary of State shall mail a copy of any process is:

P. O. Box 6056, Watertown, New York 13601

5. Paragraph 1. of the certificate of incorporation of Jefferson County Council of Social Agencies, Inc., which sets forth the name of the corporation, is hereby amended to change the name

HISCOCK & BARCLAY

of the corporation as follows:

1. The name of the corporation is NORTH COUNTRY COUNCIL OF SOCIAL AGENCIES, INC.

6. Paragraph 2. of the certificate of incorporation, which sets forth the purpose for which the corporation was formed, is hereby amended to read as follows:

2. The purpose for which the corporation is formed is to encourage and assist in the development of a balanced and comprehensive program to meet the social welfare needs of the people of Jefferson, Lewis and St. Lawrence Counties.

To accomplish such purpose, the corporation shall or may hold meetings, conferences, conduct or arrange for studies and research projects, issue publications and public

statements, seek public support and expend monies in order to:

Encourage and promote cooperation among social service agencies and community organizations now existing or hereafter established, whether public or private in character;

Evaluate community needs in Jefferson, Lewis and St. Lawrence Counties in the field of human services, including, but not limited to health, education, housing, recreation, and welfare, and develop a public awareness as to the existence of such needs and the resources required and available to meet them;

Advise and make recommendations to public and/or private bodies and agencies with respect to initiating, developing, modifying or terminating programs in the field of social welfare;

Make evaluations of public issues in the field of human

services, including, but not limited to health, education, housing, recreation and welfare, and take a position on such issues where it is deemed advisable;

Cooperate with other social service agencies in promoting joint community projects.

~~7. Paragraph 3. of the certificate of incorporation, which sets forth the geographic area in which the corporation will operate, is hereby amended to read as follows:~~

~~3. The territory in which the operations of the corporation will be principally conducted is in the counties of Jefferson, Lewis and St. Lawrence.~~

a. The certificate of incorporation is amended in order to comply with Internal Revenue Code Section 501(c)(3) of 1954, or any corresponding section of any Federal tax laws subsequent thereto, by adding an additional paragraph, which paragraph shall be numbered 9 thereof, and shall read as follows:

9. Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding section of any Federal tax laws subsequent thereto, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

a. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, 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, trustee, 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. No substantial part of the activities of the

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corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC Section 501(h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

c. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

d. In any taxable year in which the corporation is a private foundation as described in IRC Section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d); (b) retain any excess business holdings as defined in IRC Section 4943(c); (c) make any investments in such manner as to subject the corporation to tax under IRC Section 4944, or (d) make any taxable expenditures as defined in IRC Section 4945(d), or corresponding provisions of any subsequent Federal tax laws.

9. The above amendments to the certificate of incorporation of Jefferson County Council of Social Agencies, Inc. were authorized by the affirmative vote of a majority of the members entitled to vote thereon at a regular meeting of the members duly called and held on January 24, 1991, the affirmative vote being at least equal to the quorum.

~~10. Prior to delivery of this certificate of amendment to the Department of State for filing, all required consents or approvals will be annexed hereto.~~

IN WITNESS WHEREOF, the undersigned have signed this certificate the 24th day of January, 1991.

*Anne H. Boulter*

ANNE BOULTER, ~~Co~~-President

~~*Susan D. Ambrose*~~

~~SUSAN AMBROSE, Co-President~~

*Nancy Van Dusen*

NANCY VANDUSEN, Secretary

STATE OF NEW YORK :  
                                  SS.:  
COUNTY OF JEFFERSON:

I, ANNE BOULTER, being duly sworn, depose and state that I am one of the ~~Co~~-Presidents of Jefferson County Council of Social Agencies, Inc., the corporation named in and described in the foregoing certificate and one of the persons who signed the foregoing certificate of amendment, that I have read the foregoing certificate and know the contents thereof to be true to my own knowledge.

*Anne H. Boulter*

ANNE BOULTER

Sworn to before me this  
24<sup>th</sup> day of January, 1991.

*Melissa Lomber*

Notary Public

MELISSA D. LOMBER  
Notary Public in the State of New York  
Qualified in Jefferson County No. 4865832  
My Commission Expires July 21, 1992

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HISCOCK & BARCLAY



RECEIVED  
DEC 20 1990

STATE OF NEW YORK  
DEPARTMENT OF LAW  
ALBANY 12224

ROBERT ABRAMS  
ATTORNEY GENERAL

JAMES G. MCSPARRON  
DEPUTY FIRST ASSISTANT  
ATTORNEY GENERAL

(518) 473-3683

December 18, 1990

Steven C. Haas, Esq.  
Hiscock & Barclay  
Suite 500  
120 Washington Avenue  
Watertown, New York 13601-3302

Dear Mr. Haas:

RE: OLD: JEFFERSON COUNTY COUNCIL OF SOCIAL AGENCIES, INC.  
NEW: NORTH COUNTRY COUNCIL OF SOCIAL AGENCIES, INC.

Due and timely service of the notice of application for the approval of the proposed certificate of amendment to the certificate of incorporation of the above-entitled organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS  
Attorney General

By: 

RICHARD S. REDLO  
Assistant Attorney General

NEW YORK STATE

DEPARTMENT OF SOCIAL SERVICES

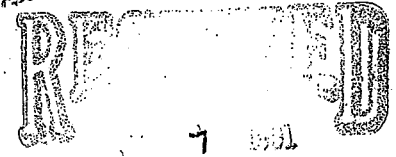
40 NORTH PEARL STREET, ALBANY, NEW YORK 12243-0001

CESAR A. PERALES  
*Commissioner*



SUSAN V. DEMERS  
*Deputy Commissioner  
and General Counsel*  
(518) 474-9493

January 4, 1991



Steven C. Haas  
Hiscock and Barely,  
Attorneys at Law  
Suite 500  
120 Washington Street  
Watertown, NY 13601-3302

Re: Certificate of Amendment  
Jefferson County Council of  
Social Agencies, Inc.

Dear Mr. Haas:

The copy of the draft proposed certificate amendment of the certificate of incorporation of the above which you submitted has been given careful consideration and I am of the opinion that an executed original certificate containing the same statement of purposes as those submitted would not require the approval of the State Department of Social Services under the provisions of the statutes. If otherwise in proper form, such an executed original certificate should be received for filing by the Secretary of State.

The proposed wording of the amendments and of the purposes is set forth in your proposed certificate as follows:

5. Paragraph 1. of the certificate of incorporation of Jefferson County Council of Social Agencies, Inc., which sets forth the name of the corporation is hereby amended to change the name of the corporation as follows:
  1. The name of the corporation is NORTH COUNTRY COUNCIL OF SOCIAL AGENCIES, INC.
6. Paragraph 2. of the certificate of incorporation, which sets forth the purpose for which the corporation was formed, is hereby amended to read as follows:
  2. The purpose for which the corporation is formed is to encourage and assist in the development of a balanced and comprehensive

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program to meet the social welfare needs of the people of Jefferson, Lewis and St. Lawrence Counties.

To accomplish such purpose, the corporation shall or may hold meetings, conferences, conduct or arrange for studies and research projects, issue publications and public statements, seek public support and expend monies in order to:

Encourage and promote cooperation among social service agencies and community organizations now existing or hereafter established, whether public or private in character;

Evaluate community needs in Jefferson, Lewis and St. Lawrence Counties in the fields of health, education, housing, recreation, and welfare, and develop a public awareness as to the existence of such needs and the resources required and available to meet them;

Advise and make recommendations to public and/or private bodies and agencies with respect to initiating, developing, modifying or terminating programs in the field of social welfare;

Make evaluations of public issues in the fields of health, education, housing, recreation and welfare, and take a position on such issues where it is deemed advisable;

Cooperate with other social service agencies in promoting joint community projects.

7. Paragraph 3. of the certificate of incorporation, which sets forth the geographic area in which the corporation will operate, is hereby amended to read as follows:

3. The territory in which the operations of the corporation will be principally conducted is in the counties of Jefferson, Lewis and St. Lawrence.

This letter is not to be construed as an approval by the State Department of Social Services, or any officer of the Department, but as a statement that the approval of the State Department of Social Services would not be required for a certificate of amendment containing the foregoing statement of purposes. When it is apparent on the face of a certificate that approval of the Department is not required under current statutory law, it has been the policy of the Department to indicate neither approval nor disapproval.

You may send the executed original certificate of amendment to the Secretary of State together with this letter.

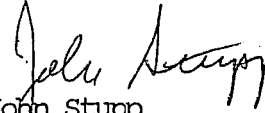
If your organization intends to solicit contributions in this State, please contact the Charities Registration Section of the Department of





State. That office will advise you whether or not the organization is required to register with the Secretary of State pursuant to Article 7-A of the Executive Law.

Very truly yours,



John Stupp  
Deputy Counsel  
Bureau of Child Welfare  
Services Law

JES/WJO'C:jg

FILING RECEIPT

=====  
CORPORATION NAME: NORTH COUNTRY COUNCIL OF SOCIAL AGENCIES, INC.

DOCUMENT TYPE : NAME RESERVATION (NEW) (DOM. NFP)

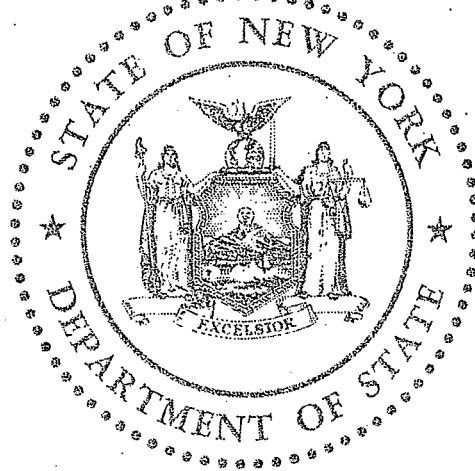
SERVICE COMPANY : \*\* NO SERVICE COMPANY \*\*

APPLICANT NAME : STEVEN HAAS ESQ

=====  
FILED: 12/20/90 DURATION: 02/19/91 CASH #: 901220000378 FILM #: 901220000347

ADDRESS FOR PROCESS  
=====

REGISTERED AGENT  
=====



\*\* SUBMIT RECEIPT WHEN FILING CERTIFICATE \*\*

FILER	FEE	AMOUNT	PAYMENTS	AMOUNT
HISCOCK & BARCLAY SUITE 500 120 WASHINGTON ST WATERTOWN, NY 13601-3302	FILING TAX CERT COPIES HANDLING	10.00 0.00 0.00 0.00 0.00	CASH CHECK BILLED REFUND	10.00 0.00 0.00 0.00

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At a Special Term of the Supreme Court, held in and for the County of Jefferson, at the Dulles State Office Building, Watertown, New York, the 28<sup>th</sup> day of January, 1991.

P R E S E N T :

HONORABLE HUGH A. GILBERT,

JUSTICE PRESIDING

STATE OF NEW YORK

SUPREME COURT COUNTY OF JEFFERSON

In Re: APPLICATION FOR APPROVAL OF THE CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF JEFFERSON COUNTY COUNCIL OF SOCIAL AGENCIES, INC.

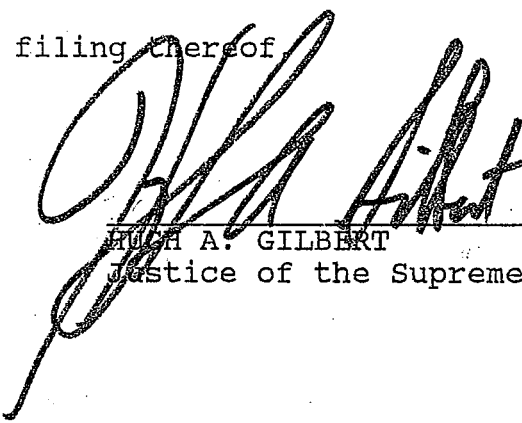
APPROVAL

Index No. 91-161  
RJI No. 2291033UCM

HISCOCK & BARCLAY

I, HUGH A. GILBERT, Justice of the Supreme Court of the State of New York, Fifth Judicial District, in and for Jefferson County, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of JEFFERSON COUNTY COUNCIL OF SOCIAL AGENCIES, INC., and consent to the filing thereof.

Dated: January 28, 1991, at  
Watertown, New York

  
\_\_\_\_\_  
HUGH A. GILBERT  
Justice of the Supreme Court

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F91020400076

FILED

FEB 4 10 04 AM '91

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED FEB 04 1991

TAX \$ none

BY: MRS  
Jefferson

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION OF  
JEFFERSON COUNTY COUNCIL  
OF SOCIAL AGENCIES, INC.

AP

FILED BY:  
HISCOCK & BARCLAY  
120 Washington St., Suite 500  
Watertown, New York 13601  
Telephone: 315-782-6810

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FILED

1991 MAR -8 AM 9:42

JEFFERSON CO.  
CLERK'S OFFICE

State of New York  
Department of State  
A True Copy of the Original  
Filed in This Office on  
FEB 04 1991  
Witness My Hand and Official  
Seal of the Department of  
State on the Date Above-mentioned  
*[Signature]*  
Secretary of State

RECEIVED  
FEB 1 3 00 PM '91

12000402015

CERTIFICATE OF INCORPORATION

28972  
Certificate of incorporation of JEFFERSON COUNTY COUNCIL OF SOCIAL AGENCIES, INC., pursuant to the Membership Corporations Law.

1. The name of the proposed corporation is JEFFERSON COUNTY COUNCIL OF SOCIAL AGENCIES, INC.

2. The purpose for which the corporation is to be formed is to encourage and assist in the development of a balanced and comprehensive program to meet the social welfare needs of the people of Watertown and Jefferson County.

To accomplish such purpose, the corporation shall or may hold meetings, conferences, conduct or arrange for studies and research projects, issue publications and public statements, seek public support and expend monies in order to:

Encourage and promote cooperation among social service agencies, and community organizations now existing or hereafter established, whether public or private in character;

Evaluate community needs in Jefferson County in the fields of health, education and welfare, and develop a public awareness as to the existence of such needs and the resources required and available to meet them;

Advise and make recommendations to public and/or private bodies and agencies with respect to initiating, developing, modifying or terminating programs in the field of social welfare;

Make evaluations of public issues in the fields of health, education, recreation and welfare, and take a position on such issues where it is deemed advisable;

Cooperate with other social service agencies in promoting joint community projects.

3. The territory in which the operations of the corporation will be principally conducted is the City of Watertown and the County of Jefferson.

4. The principal office of the corporation is to be located in the City of Watertown, Jefferson County, New York.

5. The number of its directors shall be not less than five nor more than twenty.

6. The names and residences of the directors until the first annual meeting are as follows:

Brendon W. Richards, President  
5989 Sunset Ridge  
Watertown, New York 13601

William E. Nagel  
1704 State Street  
Watertown, New York 13601

Jacqueline F. Nichols  
136 West Street  
Black River, New York 13612

Margaret Westbrook  
173 Ten Eyck Street  
Watertown, New York 13601

Elizabeth Brown  
331 Keyes Avenue  
Watertown, New York 13601

7. All the subscribers hereto are of full age; that at least five of them are citizens of the United States; at least one of them is a resident of the State of New York; and that of the persons named as directors, at least one is a citizen of the United States and a resident of the State of New York.

8. Nothing herein contained shall authorize the corporation to undertake or carry on any of the activities mentioned in Section 11 of the Membership Corporation Law or Section 35 of the Social Services Law of the State of New York.

IN WITNESS WHEREOF, we have made signed, acknowledged, and filed this certificate in duplicate.

Dated this 27<sup>th</sup> day of August, 1969.

Brendon W. Richards  
William E. Nagel  
Jacqueline F. Nichols  
Margaret Westbrook  
Elizabeth Brown

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STATE OF NEW YORK )

COUNTY OF JEFFERSON )

SS:

On this 27<sup>th</sup> day of August, 1969, before me,  
the subscriber, personally appeared BRENDON W. RICHARDS, WILLIAM  
E. NAGEL, JACQUELINE F. NICHOLS, MARGARET WESTBROOK, and  
ELIZABETH BROWN, to me personally known and known to me to be the  
same persons described in and who executed the within Certificate  
and they severally acknowledged to me that they executed the  
same.

Carmen J. Macaluso  
Notary Public

I hereby approve of the foregoing Certificate of Incorporation and of the filing thereof.

September 11 1969

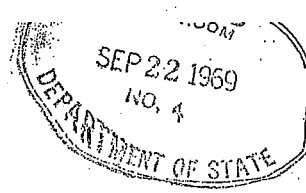
Samuel A. Wilson  
Justice of the Supreme Court

3



BALDWIN MAULL  
CHAIRMAN  
STATE BOARD OF SOCIAL WELFARE

STATE OF NEW YORK



DEPARTMENT OF SOCIAL SERVICES

GEORGE K. WYMAN  
COMMISSIONER

1450 WESTERN AVENUE  
ALBANY, NEW YORK 12203

FELIX INFAUSTO  
COUNSEL AND BOARD SECRETARY

August 15, 1969

Carmen J. Macaluso, Esq.  
117 Sherman Street  
Watertown, New York 13601

Re: Jefferson County Council of Social Agencies, Inc.

Dear Mr. Macaluso:

The draft certificate of incorporation of the above which you submitted has been given careful consideration and I am of the opinion that if the purposes were revised, then the certificate would not require the approval of the State Board of Social Welfare under the provisions of the statutes.

In a telephone conversation with one of my staff members, you agreed to such a revision. If otherwise in proper form, such an executed original certificate should be accepted for filing by the Secretary of State, provided the approval of a Justice of the Supreme Court is endorsed thereupon or annexed thereto.

The purposes as revised would read as follows:

"2. The purpose for which the corporation is to be formed is to encourage and assist in the development of a balanced and comprehensive program to meet the social welfare needs of the people of Watertown and Jefferson County.

To accomplish such purpose, the corporation shall or may hold meetings, conferences, conduct or arrange for studies and research projects, issue publications and public statements, seek public support and expend monies in order to:

Encourage and promote cooperation among social service agencies, and community organizations now existing or hereafter established, whether public or private in character;

Evaluate community needs in Jefferson County in the fields of health, education and welfare, and develop a public awareness as to the existence of such needs and the resources required and available to meet them;

4



August 15, 1969

Advise and make recommendations to public and/or private bodies and agencies with respect to initiating, developing, modifying or terminating programs in the field of social welfare;

Make evaluations of public issues in the fields of health, education, recreation and welfare, and take a position on such issues where it is deemed advisable;

Cooperate with other social service agencies in promoting joint community projects.

\* \* \*

8. Nothing herein contained shall authorize the corporation to undertake or carry on any of the activities mentioned in Section 11 of the Membership Corporations Law or Section 35 of the Social Services Law of the State of New York."

This letter is not to be construed as an approval by the State Board of Social Welfare, the State Department of Social Services, the Commissioner of Social Services or any officer of the Board or of the Department, but as a statement that the approval of the State Board of Social Welfare would not be required for a certificate of incorporation containing the foregoing statement of purposes. When it is apparent on the face of a certificate that approval of the Board is not required under the statutes, it has been the policy of the Board to have the Department indicate neither approval nor disapproval.

You may send the executed original certificate of incorporation to the Secretary of State together with this letter, or if you prefer a similar letter relating specifically to the executed original certificate, I would be happy to furnish such a letter if the executed original certificate and two conformed copies are submitted.

After you have filed the certificate with the Secretary of State, you can expect to hear from the Charities Registration Bureau of this Department concerning the need of the organization to register pursuant to the provisions of Article 10-A of the Social Services Law, which deals with the solicitation of funds for charitable purposes.

Sincerely yours,

STATE BOARD OF SOCIAL WELFARE

*Felix Infausto*  
FELIX INFAUSTO  
Secretary

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THE STATE OF NEW YORK  
IN SENATE  
January 11, 1969

REPORT OF THE COMMISSIONERS OF THE DEPARTMENT OF STATE  
ON THE ADMINISTRATION OF THE DEPARTMENT OF STATE  
FOR THE YEAR ENDING DECEMBER 31, 1968

ALBANY: THE UNIVERSITY OF THE STATE OF NEW YORK PRESS, 1969

PRINTED AT THE STATE PRINTING OFFICE, ALBANY, N. Y.

The Department of State is pleased to present to the Senate this report on the administration of the Department for the year ending December 31, 1968. The report is divided into two parts: a general report on the Department's activities and a detailed report on the Department's financial operations. The general report is divided into four sections: Administration, Diplomacy, Consular Affairs, and International Organizations. The financial report is divided into two sections: General Fund and Special Funds. The Department's activities during the year were characterized by a steady pace of work in all areas. The Department's financial operations were also satisfactory, with a surplus of \$1,000,000. The Department's activities during the year were characterized by a steady pace of work in all areas. The Department's financial operations were also satisfactory, with a surplus of \$1,000,000.

The Department's activities during the year were characterized by a steady pace of work in all areas. The Department's financial operations were also satisfactory, with a surplus of \$1,000,000.

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED IN THIS OFFICE ON  
SEP 22 1969  
WITNESS MY HAND AND OFFICIAL  
SEAL OF THE DEPARTMENT OF  
STATE ON THE DATE AFORESAID  
*John P. Lawrence*  
Secretary of State

ORIGINAL

CERTIFICATE OF INCORPORATION

THE JEFFERSON COUNTRY COUNCIL  
OF SOCIAL AGENCIES, INC.

*R*

FILED

BY *ARMEN J. MACALUSO*  
ATTORNEY AT LAW  
JEFFERSON COUNTRY COUNCIL  
CLERK'S OFFICE  
117 SHERMAN ST.  
WESTFIELD, N.Y. 13601

783727-6

*9/3/69*

*9*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 2 21969

TAX \$ *None*  
FILING FEE \$ *5.00*

SECRETARY OF STATE

*John F. Tompkins*

BY *Q 25 G. Johnson*