

FILING RECEIPT

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ENTITY NAME: UPPER DELAWARE SCENIC BYWAY, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: B COUNTY: SULL

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

SERVICE CODE: 00

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FILED: 04/01/2003 DURATION: PERPETUAL CASH#: 030401000892 FILM #: 030401000864

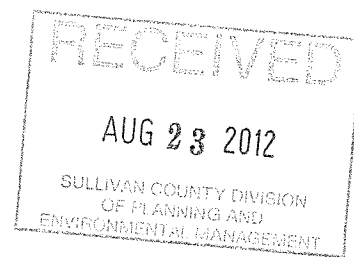
ADDRESS FOR PROCESS

EXIST DATE

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THE CORPORATION  
PO BOX 127  
NARROWSBURG, NY 12764

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04/01/2003

REGISTERED AGENT  
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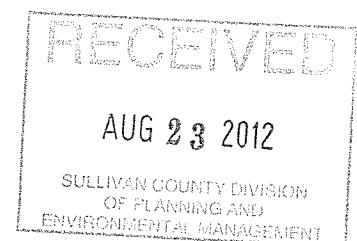
FILER	FEES		PAYMENTS	
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JOHN J KEATING	FILING	75.00	CASH	0.00
PO BOX 77	TAX	0.00	CHECK	75.00
	CERT	0.00	CHARGE	0.00
	COPIES	0.00	DRAWDOWN	0.00
COCHECTON, NY 12726	HANDLING	0.00	BILLED	0.00
			REFUND	0.00
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CERTIFICATE OF INCORPORATION  
OF

UPPER DELAWARE SCENIC BYWAY, INC.  
Under Section 402 of the Not-for-Profit Corporation Law

Filed by:  
John J. Keating  
P O Box 77  
Cohecton, New York 12726



New York State  
Department of State  
Division of Corporations  
Albany, NY 12231

## CERTIFICATE OF INCORPORATION OF

UPPER DELAWARE SCENIC BYWAY, INC.  
UNDER SECTION 402 OF THE NOT FOR-PROFIT CORPORATION LAW

The undersigned do hereby certify:

FIRST: The name of the corporation is: UPPER DELAWARE SCENIC BYWAY, INC.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not For-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the corporation is distributable to, or inures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Not For-Profit Corporation Law.

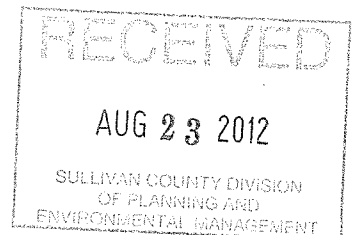
THIRD: The purpose is to implement of the goals and objectives of the Byway Enhancement Concept including byway appearance, safety and relationship to the Delaware River; promotion, preservation and marketing of the Byway's historic, recreational and cultural resources and unique communities; and development of interpretive materials and visitor facilities. These purposes will be achieved through equal cooperative participation by all byway communities. The Corporation is organized exclusively for not-for-profit educational and charitable purposes as such term is used within section 501 (c)(3) of the Internal Revenue Code of 1954.

FOURTH: The corporation is a Type "B" corporation under section 201 of the Not For-Profit Corporation Law.

FIFTH: The office of the corporation shall be located in the County of Sullivan, State of New York.

SIXTH: The names and addresses of the initial directors are:

Rosemarie S. DeCristofaro, residing in Callicoon, New York  
Larry H. Richardson, residing in Cochecton, New York  
Bradley W. Mallett, Jr., residing in Jeffersonville, New York

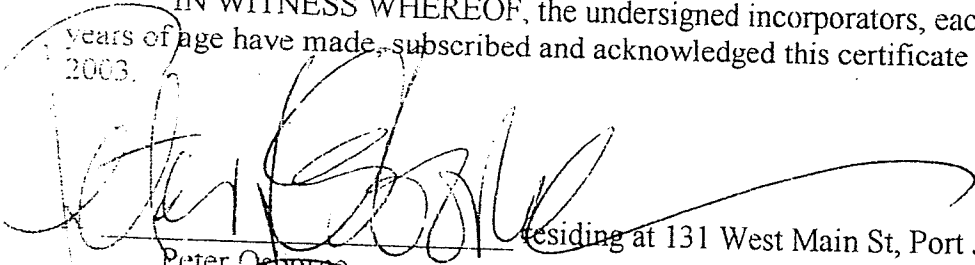


SEVENTH: The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to

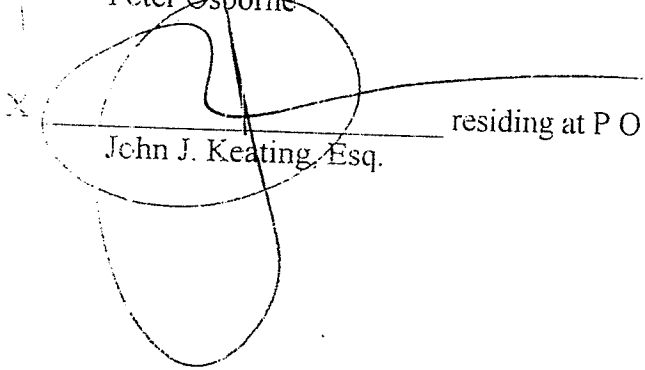
which the Secretary of State shall mail a copy of any process against the corporation is: P O Box 127, Narrowsburg, New York 12764.

**EIGHTH:** Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws. 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 corporation assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC §501(h)), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. 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 §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, subject to the approval of a Justice of the Supreme Court of the State of New York. In any taxable year in which the corporation is a private foundation as described in IRC §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 §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC §4944, or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned incorporators, each being at least eighteen years of age have made, subscribed and acknowledged this 19th day of March, 2003.

  
Peter Osborne

residing at 131 West Main St, Port Jervis, New York 12771

  
John J. Keating, Esq.

residing at P O Box 77, Cohecton, New York 12726

