

CERTIFICATE OF INCORPORATION

OF

THEODORE GORDON FLYFISHERS, INC.

PURSUANT TO THE MEMBERSHIP CORPORATIONS LAW

We, the undersigned, for the purpose of forming a membership corporation pursuant to the Membership Corporations Law of the State of New York, do hereby certify as follows:

FIRST: The name of the proposed corporation is:

THEODORE GORDON FLYFISHERS, INC.

SECOND: The purposes for which said corporation is to be formed are:

To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for scientific, literary or educational purposes, and in furtherance only of such purposes, the particular objects, interests and activities of the corporation are to conserve and preserve trout and other game fishes and to work with others to that end, through the scientific management of fisheries and through land, water and watershed management. No part of such income or such principal shall inure to the benefit of any private shareholder or individual and no substantial part shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Internal

Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under §170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining assets, and said assets shall be used or distributed, subject to the order of the Supreme Court of the State of New York as provided by law, exclusively for purposes within those set forth in Article SECOND of this Certificate and within the intendment of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer by judicial order or decree, or otherwise, for any of its objects or purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. In general, to exercise such powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law, and subject to the further limitation and condition that, notwithstanding any other provision of this Certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under §170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

THIRD: The territory in which the operations of the corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the corporation shall not be limited to such territories.

FOURTH: The principal office of the corporation is to be located in the City of New York, County and State of New York.

FIFTH: The number of Trustees of the corporation shall be not less than three (3) nor more than thirty-five (35). The Board of Trustees shall constitute the directors of the corporation.

SIXTH: The names and residences of the Trustees until the first annual meeting of the corporation, and with respect to any Trustee residing in a city, the street

and number or other particular description of his residence
are:

Names and Addresses

Joe A. Pissarro
900 West End Avenue
New York, New York

Erwin Edelman
360 East 72nd Street
New York, New York

Norman W. Miller
15 Anthony Drive
Madison, New Jersey

Henry A. Siegel
399 East 72nd Street
New York, New York

R.P. Grossenbach
305 East 72nd Street
New York, New York

Eugene Anderegg
164 Grant Street
Ridgewood, New Jersey

Donald F. Leyden
7 Carlton Avenue
Briar Cliff Manor, New York

David H. Brophy
15 Purchase Street
Rye, New York

Keith C. Fulsher
5 Hayes Drive
Eastchester, New York

Lee Wulff
300 West 55th Street
New York, New York

David Kramer
245 East 19th Street
New York, New York

Joseph B. Kleckner
1175 York Avenue
New York, New York

Theodore R. Rogowski
6306 Beachway Drive
Falls Church, Virginia

Donald C. O'Brien, Jr.
436 Trinity Pass
New Caanan, Connecticut

Eugene Kelley
32 Wilton Road
Pleasantville, New York

Richard E. Robinson
3089 Yost Parkway
Oceanside, New York

R.G. Zern
95 Walworth Avenue
Scarsdale, New York

Walter C. Kehm
60 Hillair Circle
White Plains, New York

SEVENTH: All the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and of the persons named as trustees, at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 4th day of October, 1967.

Scott Pisanio (L.S.) Lee Webb (L.S.)

Eugene E. Culman (L.S.) David D. (L.S.)

Norman W. Miller (L.S.) Joseph B. Kleckner (L.S.)

Henry A. Siegel (L.S.) Thodore R. Rogowski (L.S.)

B. G. Rosenbach (L.S.) Donald C. O'Brien (L.S.)

Eugene A. Underberg (L.S.) Eugene T. Kelly (L.S.)

Donald J. Taylor (L.S.) Richard E. Rabinowitz (L.S.)

David H. Brophy (L.S.) R. G. Zarn (L.S.)

Geith C. Culman (L.S.) Walter C. Kohn (L.S.)

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of *October*, 1967, before me personally appeared JOE A. PISARRO, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of *October*, 1967, before me personally appeared ERWIN EDELMAN, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of *October*, 1967, before me personally appeared NORMAN W. MILLER, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

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

On this 4th day of October, 1967, before me personally appeared HENRY A. SIEGEL, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64483700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

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

On this 4th day of October, 1967, before me personally appeared R.P. GROSSENBAACH, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64483700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

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

On this 4th day of October, 1967, before me personally appeared EUGENE ANDEREGG, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64483700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of October, 1967, before me personally appeared DONALD F. LEYDEN, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of October, 1967, before me personally appeared DAVID H. BROPHY, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of October, 1967, before me personally appeared KEITH C. FULSHER, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of October, 1967, before me personally appeared THEODORE R. ROGOWSKI, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64199700
Qualified in Nassau County
Cert. filed in Nassau County
Commission Expires March 31, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of October, 1967, before me personally appeared DONALD C. O'BRIEN, Jr., to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64199700
Qualified in Nassau County
Cert. filed in Nassau County
Commission Expires March 31, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 4th day of October, 1967, before me personally appeared EUGENE KELLEY, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64199700
Qualified in Nassau County
Cert. filed in Nassau County
Commission Expires March 31, 1968

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

On this 4th day of October, 1967, before me personally appeared RICHARD E. ROBINSON, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

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

On this 4th day of October, 1967, before me personally appeared R.G. ZERN, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

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

On this 4th day of October, 1967, before me personally appeared WALTER C. KEHM, to me known and known to me to be the person mentioned and described in and who executed the foregoing Certificate of Incorporation of Theodore Gordon Flyfishers, Inc. and he duly acknowledged to me that he executed the same.

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

WALTER C. KEHM, being duly sworn, deposes and says that he is an attorney for the subscribers to the annexed Certificate of Incorporation, and that no previous application for the approval of the certificate by any Justice of the Supreme Court has ever been made.

Walter C. Kehm

Sworn to before me
this 4th day of October, 1967

Winifred M. Gallagher
Notary Public
WINIFRED M. GALLAGHER
Notary Public, State of New York
No. 30-64488700
Qualified in Nassau County
Cert. filed in New York County
Commission Expires March 30, 1968

STATE OF NEW YORK
COUNTY OF NEW YORK

} SS.:

JOE A. PISARRO, JOSEPH B. KLECKNER, RICHARD P. GROSSENBACH, DAVID H. BROPHY and WALTER C. KEHM, each being duly sworn, each for himself deposes and says that: (1) the purposes set forth in the Certificate Of Incorporation, to which this affidavit is annexed, are the same as those of the unincorporated association hereinbefore known as Theodore Gordon Flyfishers, and (2) the subscribers of such Certificate constitute a majority of the members of the committee of the unincorporated association which was authorized to incorporate such association, by vote as required by the organic law of such association for the amendment of such organic law.

Joe A. Pisarro
JOE A. PISARRO

Joseph B. Kleckner
JOSEPH B. KLECKNER

Richard P. Grossenbach
RICHARD P. GROSSENBACH

David H. Brophy
DAVID H. BROPHY

Walter C. Kehm
WALTER C. KEHM

Sworn to before me this
8th day of November, 1967

Violet A. Leeson
Notary Public

VIOLET A. LEESON
Notary Public, State of New York
No. 41-7473583
Qualified in Queens County
Certificate filed in New York County
Term Expires March 30, 1968

I, WILLIAM C. HECHT, JR., a Justice of
the Supreme Court of the First Judicial District, hereby
approve the foregoing certificate of incorporation.

JAN 26 1968

William C. Hecht Jr.
Justice of the Supreme Court,
State of New York

THE UNDERSIGNED HAS NO
OBJECTION TO THE FILING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

January 8, 1968

LOUIS J. LEPKOWITZ
Attorney General
State of New York
Suzanne M. McGrattan
SUZANNE M. McGRATTAN
DEPUTY ASSISTANT ATTORNEY GENERAL