

CERTIFICATE OF INCORPORATION
CENTER FOR ECONOMIC AND ENVIRONMENTAL PARTNERSHIP, INC.
UNDER SECTION 402 OF
THE NOT-FOR-PROFIT CORPORATION LAW OF NEW YORK

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of New York, does hereby certify:

1. The name of the corporation is Center for Economic and Environmental Partnership, Inc. (the "Corporation").
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of New York and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law of New York.
3. The Corporation is formed for the purposes of providing funding and sponsorship of programs promoting the development of an effective and competitive environmental industry in New York State and in so doing to advance the development of sound environmental business policies and programs in New York State and elsewhere. In furtherance of these charitable purposes, the Corporation shall:
 - a. Encourage the investigation, evaluation, development and implementation of policies and programs supportive of the environmental industry and enhanced environmental quality in New York State;
 - b. Sponsor programs, prepare reports and provide opportunities for collaborative efforts among industry, governmental departments and agencies, interested trade organizations and associations, institutions of higher learning and/or research, interested firms and individuals and the general public in support of such policies and programs;
 - c. Receive grants, accept contributions and enter into contracts with any public or private entity in support of its activities;
 - d. Facilitate and participate in programs sponsored by governmental agencies and others that bear on corporate purposes and objectives; and
 - e. Conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes.

Nothing herein shall be construed as authorizing the Corporation to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, museum, an historical society, a cable television facility, or educational television station; nor shall the Corporation engage in the practice of law or any of the professions designated in Title VIII of the Education Law.

4. In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law of New York and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.
5. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable and educational purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code") and, in connection therewith:
 - a. the Corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in subparagraphs (b) -(v) of Section 404 of the Not-for-Profit Corporation Law;
 - b. the Corporation *is* not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;

- c. no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and
- d. the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, as it may be amended.
6. The principal office of the Corporation shall be located in the County of Rensselaer, State of New York.
7. The names and addresses of the initial directors of the Corporation, each of whom is of the age of eighteen or older, are as follows:

Victor Goldsmith
Center for Applied Studies of the Environment
Hunter College / City University of New York
695 Park Avenue
New York, New York 10024

David R. Alexander
Galson Corporation
7 Airport Park Boulevard
Latham, New York 12110

Harvey W. Schultz
AMREP Solutions, Inc.
641 Lexington Avenue
New York, New York 10022

The above-named directors will serve until the first annual meeting of the Board of Directors of the Corporation.

8. The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is:

c/o Cohen, Dax, Koenig & Wiles, P.C.
90 State Street, Suite 1030
Albany, New York 12207

9. In the event of dissolution of the Corporation, all of the assets and property of the Corporation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be distributed in accordance with Section 1102 of the Not-for-Profit Corporation Law of New York, as it may be amended, to further the not-for-profit purposes of the Corporation and/or to such charitable and educational organizations as shall qualify under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and affirmed as true the statements made herein under the penalties of perjury this ____ day of _____, 1996.

Jeffrey C. Cohen, Esq.
c/o Cohen, Dax, Koenig & Wiles, P.C.
90 State Street, Suite 1030
Albany, New York 12207