

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CROTON LITTLE LEAGUE, INC.

Under Section 803 of the Not-for-Profit Corporation Law:

FIRST: The name of the corporation is CROTON LITTLE LEAGUE, INC. (the "Corporation").

SECOND: The certificate of incorporation was filed by the Department of State on April 21, 1953.

THIRD: The law the Corporation was formed under is the Membership Corporation Law of the State of New York.

FOURTH: The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph 5 of the certificate of incorporation regarding the number of directors of the Corporation is amended to read in its entirety as follows:

5. The number of directors shall not be less than 7.

Paragraph 8 of the certification of incorporation regarding the tax exempt status of the Corporation is added to read in its entirety as follows:

8. The following language relates to said corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not alter or expand said corporation's purposes or powers set forth in paragraph 2:

a. The purposes for which said corporation is formed and shall be operated are exclusively charitable and educational within the meaning of Internal Revenue Code Section 501(c)(3). In clarification of, but solely to effectuate the purposes of the preceding sentence, said corporation may operate:

(1) directly for the active conduct of activities constituting those purposes;

(2) by making distributions to other charitable organizations or individuals for use by the distributees in support of such purposes; and

(3) by engaging in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

b. Upon the dissolution of said corporation, the board of directors, after making provision for the payment of all of the liabilities of said corporation, shall arrange for the application of the remaining assets and property of said corporation to accomplish the charitable and educational purposes of said corporation or for the distribution of all of the remaining assets and property of said corporation to one or more organization (i) which then qualify for exemption under the provisions of Internal Revenue Code Section 501(a) as organizations described in Internal Revenue Code Sections 501(c)(3) and the regulations thereunder and (ii) contributions to which then are deductible under Internal Revenue Code Section 170(c)(2) and the regulations thereunder, as the board of directors may determine. Any of such assets not so distributed within a reasonable period of time after the dissolution of said corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of said corporation last was located, exclusively in such manner as in the judgment of such court would accomplish the purposes for which said corporation was formed.

c. Any other provision of this certificate of incorporation to the contrary notwithstanding and to the extent required:

(1) Said corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942.

(2) Said corporation shall not engage in any act of self-dealing, as defined in Internal Revenue Code Section 4941(d), which would subject any person to the imposition of any tax under Internal Revenue Code Section 4941.

(3) Said corporation shall not retain any excess business holdings, as defined in Internal Revenue Code Section 4943(c), which would subject said corporation to the imposition of any tax under Internal Revenue Code Section 4943.

(4) Said corporation shall not make any investments in such manner as to subject it to tax under Internal Revenue Code Section 4944.

(5) Said corporation shall not make any taxable expenditure, as defined in Internal Revenue Code Section 4945(d), which would subject said corporation to the imposition of any tax under Internal Revenue Code Section 4945.

d. Notwithstanding any other provision herein, said corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Sections 501(c)(3) or (ii) contributions to which are deductible

under Internal Revenue Code Sections 170(b), 170(c)(2), 2055(a)(2) and 2522(a).

e. No part of the net earnings of said corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that said corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the business purposes set forth in this certificate of incorporation, and no director or officer of said corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution.

f. Said corporation is organized and operated exclusively for charitable and educational purposes qualifying it for exemption from taxation under Internal Revenue Code Sections 501(a), 501(c)(3), and 509. Except as may otherwise be permitted by any provision of the Internal Revenue Code as now in effect or hereafter amended to organizations exempt from tax under Internal Revenue Code Sections 501(a) and 501(c)(3) and the corresponding laws of the State of New York, no substantial part of the activities of said corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of said corporation shall be participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

g. All references herein to "Internal Revenue Code Section" are to provisions of the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

SIXTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is P.O. Box 91, Croton-on-Hudson, NY 10520.

SEVENTH: The certificate of amendment was authorized by a vote of a majority of the members at a meeting. No other consents or approvals were required to amend this certification of incorporation.

Filed by: Glenn Simpson, President
P.O. Box 91
Croton-on-Hudson, NY 10520.

Glenn Simpson, President

Date