

809761

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

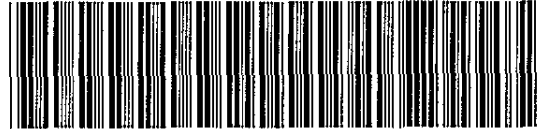
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600060055516

10/11/05--01010--013 **43.75

FILED
OCT 10 PM 12:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NIC Amend
SP

*Bay State Corporate Services, Inc.
Six Beacon Street, Ste. 510
Boston, MA 02108
(617) 742-8484 Fax: (617) 742-8482*

October 6, 2005

Attn: Susan Payne

Ref Number: 29551

Subject Name(s): NATIONAL AUDUBON SOCIETY

Enclosed you will find a Not for Profit Application for Amendment

Please record/file upon receipt.

A check in the amount of \$43.75 is enclosed.

Upon completion, please return evidence of filing to our office by:

FEDEX STANDARD (A PREPAID AIRBILL IS ENCLOSED)

If there are any problems, please hold the filing and call our office immediately. Please feel free to call collect at (617) 742-8484.

Thank you in advance for your assistance

Suzanne Cryan

*Thank you
Susan for all of your
help.*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NATIONAL AUDUBON SOCIETY
(Name of corporation)

DOCUMENT NUMBER: 809761

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Suzanne Cryan
(Name of person)

Bay State Corporate Service, Inc.
(Name of firm/company)

6 Beacon St. , Ste 510
(Address)

Boston, MA 02108
(City/state and zip code)

For further information concerning this matter, please call:

Suzanne Cryan at (617) 742-8484
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

October 05, 2005



A handwritten signature in black ink, appearing to read "R. H. Co".

Special Deputy Secretary of State

Certificate of Consolidation
of
NATIONAL AUDUBON SOCIETY
and
NATURE CENTERS FOR YOUNG AMERICA, INC.
into
NATIONAL AUDUBON SOCIETY, INC.

pursuant to Section Fifty of the Membership Corporations Law

We, CARL W. BUCHHEISTER, SHIRLEY MILLER, ERARD A.

MATTHLESSEN and GEORGE M. HASEN, being respectively the
president and the assistant secretary of NATIONAL AUDUBON
SOCIETY and the president and secretary of NATURE CENTERS
FOR YOUNG AMERICA, INC., do hereby certify:

1. NATIONAL AUDUBON SOCIETY, whose certificate of
incorporation was filed in the office of the Secretary of
State on the 16th day of June, 1943, and amended by certifi-
cate filed in the office of the Secretary of State on the
9th day of February, 1959, and NATURE CENTERS FOR YOUNG
AMERICA, INC., whose certificate of incorporation was filed
in the office of the Secretary of State on the 5th day of
June, 1944, and amended by certificates filed in the office
of the Secretary of State on the 4th day of June, 1956, the
13th day of June, 1956, the 9th day of December, 1957, and
the 27th day of February, 1959, are the corporations to be
included in this consolidation.

2. The name of the consolidated corporation shall
be NATIONAL AUDUBON SOCIETY, INC.

3. The territory in which its operations are to
be principally conducted is the United States and Canada.

277858-2

4. The office of the corporation shall be located in the City, County and State of New York.

5. The number of its directors shall be not less than three nor more than thirty.

6. The consolidated corporation is to be a new corporation, and the names and residences of the directors of the corporation until the first annual meeting, with the street and number of the residence of each director residing in a city, wherever such street and number exists, and the year in which his or her term of office shall expire, are as follows:

| <u>Names</u> | <u>Residences</u> | <u>Year of Expiration of Office</u> |
|----------------------------|--|-------------------------------------|
| Mrs. John W. Aull | 900 Aullwood Road Dayton 14, Ohio | 1961 |
| Kenneth K. Bechtel | Ross, California | 1963 |
| Walter D. Binger | 180 East 75th Street New York 21, New York | 1963 |
| Amory H. Bradford | 3 East 94th Street New York 28, New York | 1962 |
| Ernest Brooks | 11 Marvin Ridge New Canaan, Conn. | 1963 |
| Mrs. John W. Donaldson | Deep Hollow Farm Millbrook, New York | 1962 |
| Whitney Eastman | Tanager Hill 7000 Valley View Road Minneapolis 24, Minn. | 1961 |
| Mrs. Richard V.N. Gambrill | Vernon Manor Peapack, New Jersey | 1961 |
| Robert G. Goelet | 7 Sutton Place New York, New York | 1961 |
| Luther H. Gulick | 404 Riverside Drive New York 25, N. Y. | 1962 |

| <u>Name</u> | <u>Residences</u> | <u>Year of Expiration of Office</u> |
|------------------------------------|---|-------------------------------------|
| Carl O. Gustafson | 309 Avenue C New York 9, New York | 1963 |
| Mrs. Henry B. Guthrie | 169 East 70th Street New York 21, New York | 1963 |
| Robert J. Hamerslag | Hook Road Katonah, New York | 1961 |
| Lawrence W. Lowman | Riverbank Road Stamford, Connecticut | 1962 |
| Dudley H. Mills | 50 East 77th Street New York 21, New York | 1961 |
| Herbert H. Mills | R.F.D. #3 Arrowhead Farms Bridgeton, New Jersey | 1962 |
| Lloyd E. Partain | 201 Greenway Lane Merion, Pennsylvania | 1961 |
| Dr. Roger T. Peterson | Neck Road Old Lyme, Connecticut | 1963 |
| Dr. Olin Sewall Pettingill, Jr. | Ithaca, New York | 1963 |
| Gene Setzer | 76 Sixth Avenue Nyack, New York | 1962 |
| Chauncey Stillman | 820 Fifth Avenue New York 21, New York | 1963 |
| Phillips B. Street | Route 1 Chester Spring Pennsylvania | 1961 |
| James H. Wickersham | 791 Park Avenue New York 21, New York | 1962 |

7. The terms and conditions of the consolidation are as follows:

(a) The name of the new corporation, the number of its directors, and the names of the directors until the first annual meeting are as heretofore set forth.

277858 - ✓

(b) The purposes and objects of such new corporation shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be included within the following:

(1) To arouse through education public recognition of the value of, and the need for protecting, wild birds and other animals, plants, soil and water, as well as of the interdependence of these several natural resources.

(2) To study and conduct research with relation to the scientific facts, a knowledge of which is essential to the formulation of sound policies in the field of conservation.

(3) To foster recognition of the need for the preservation of such environmental conditions as ample food, water and cover, on the maintenance of which animals and plants depend for survival.

(4) To foster the preservation of an adequate stock of native animals and plants, so that no species may become threatened with extinction.

(5) To promote the protection and preservation of natural resources, including the encouragement, establishment and maintenance of nature sanctuaries.

(6) To foster the creation of nature

centers, and in furtherance thereof to encourage and promote the preservation of tracts of natural land, particularly in or near urban areas, and the establishment and maintenance thereon of facilities and programs which will bring about a better understanding by children and adults of the world of nature.

(7) To publish and distribute documents, as a means of disseminating information about the subjects mentioned above or related matters.

(8) To hold meetings, lectures and exhibitions, and to develop and maintain a library for the use of its members only in the interest of the conservation of natural resources.

(9) To establish and maintain such educational projects as nature trails, exhibits, tours and camps.

(10) To encourage the organization of branches and other affiliated groups in sympathy with those stated aims.

(11) To cooperate, as occasion prompts, with national and state conservation agencies, and with private associations devoted to the interests of conservation and to education in the field of natural resources.

(12) To further, by all means that are both wise and opportune, the objects included within or related to those listed in the eleven foregoing sections.

(c) The assets of the constituent corporations shall, upon consolidation, become the assets of the new corporation and shall be held by the new corporation for and upon the same uses, purposes and trusts as they are now held by the constituent corporations. Subject to any more restrictive limitation imposed by the foregoing, assets of NATURE CENTERS FOR YOUNG AMERICA, INC., transferred to the new corporation shall be used by the new corporation solely in furtherance of the purpose set forth in Paragraph 7 (b) (6) of this Certificate.

(8) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this corporation remaining after payment of or provision for all debts and liabilities of this corporation, shall be donated to such corporation or corporations, fund or funds, or foundation or foundations, having similar objects and purposes as this corporation, as the Board of Directors of this corporation may designate, subject to the order of the Supreme Court of the State of New York; provided that none

of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 21 day of April, 1961.

Carl W. Buchheister
Carl W. Buchheister

President of
National Audubon Society

Shirley Miller
Shirley Miller

Assistant Secretary of
National Audubon Society

Erard A. Matthiessen
Erard A. Matthiessen

President of Nature Centers
for Young America, Inc.

George M. Hasen
George M. Hasen

Secretary of Nature Centers
for Young America, Inc.

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

On the 21 day of April, 1961, before me personally came CARL W. BUCHHEISTER, SHIRLEY MILLER, ERARD A. MATTHIESSEN and GEORGE M. HASEN, to me known and known to be the persons described in and who executed the foregoing certificate of consolidation, and they thereupon severally duly acknowledged to me that they executed the same.

Donald C. Hays
Notary Public, County of New York

DONALD C. HAYS
Notary Public, New York
Qualified in New York City
Commission Expires March 30, 1962

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

CARL W. BUCHHEISTER and SHIRLEY MILLER, each being duly sworn, depose and say, and each for himself and herself, deposes and says, that he, CARL W. BUCHHEISTER, is the president and she, SHIRLEY MILLER, is the assistant secretary of NATIONAL AUDUBON SOCIETY; that he was and she was duly authorized to execute and file the foregoing certificate of consolidation by the votes of two thirds of the members of said corporation entitled to vote thereon, present, in person or by proxy, at a meeting of such members at which a quorum of the members entitled to vote with respect to consolidation was present, in person or by proxy, and which meeting was held at 1130 Fifth Avenue, New York, New York, on the 21st day of April, 1961, upon notice as prescribed by Section 43 of the Membership Corporations Law served upon each member of the corporation entitled to vote at such meeting.

Carl W. Buchheister
Carl W. Buchheister

Shirley Miller
Shirley Miller

Sworn to before me
this 21st day of April, 1961.

Donald C. Hays
Notary Public

DONALD C. HAYS
Notary Public, State of New York
No. 31-6819300
Qualified in New York County
Commission Expires March 30, 1962

277858-9

STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.

ERARD A. MATTHIESSEN and GEORGE M. HASEN, each being duly sworn, depose and say, and each for himself, deposes and says, that he, ERARD A. MATTHIESSEN, is the president and he, GEORGE M. HASEN, is the secretary of NATURE CENTERS FOR YOUNG AMERICA, INC.; that he was duly authorized to execute and file the foregoing certificate of consolidation by the votes cast, in person or by proxy, of two thirds of the members of said corporation entitled to vote thereon, at a meeting of such members at which a quorum of the members entitled to vote with respect to consolidation was present, in person or by proxy, and which meeting was held at 1130 Fifth Avenue, New York, New York, on the 21st day of April, 1961, upon notice as prescribed by Section 43 of the Membership Corporations Law served upon each member of the corporation entitled to vote at such meeting.

Erard A. Matthiessen

George M. Hasen
George M. Hasen

Sworn to before me
this 21 day of April, 1961.

Donald C. Hays
Notary Public

DONALD C. HAYS
Notary Public, State of New York
No. 21-6319300
Qualified in New York County
Commission Expires March 26, 1962

277858-10

At a Special Term, Part II of the
Supreme Court of the State of
New York, held in and for the
County of New York at the
Courthouse, Pearl and Centre
Streets, City of New York, on
the 3 day of July 1961.

Present: *ARTHUR G. KLEIN*
Hon. HENRY HUGHEN, Justice

In the Matter of the Application of
NATIONAL AUDUBON SOCIETY

and

NATURE CENTERS FOR YOUNG AMERICA, INC.,
for an Order under Section 52 of the
Membership Corporations Law approving
their agreement for consolidation into
NATIONAL AUDUBON SOCIETY, INC.,
and authorizing the filing of the
Certificate of Consolidation under
Section 50 of said Law.

On reading and filing the annexed petition of
NATIONAL AUDUBON SOCIETY and NATURE CENTERS FOR YOUNG AMERICA,
INC. duly verified the 1st day of June 1961 by CARL W.
BUCHEISTER, President of NATIONAL AUDUBON SOCIETY, and
ERARD A. MATTHIESSEN, President of NATURE CENTERS FOR YOUNG
AMERICA, INC., for an order approving the agreement con-
solidating the said corporations and authorizing the filing
of the Certificate of Consolidation, together with the
annexed agreement made by and between said corporations for
their consolidation and upon reading the consent of the
State Education Department of the State of New York, dated
June 7, 1961, and attached to the original of proposed
Certificate of Consolidation submitted herewith,

277858 - "

And it appearing to the satisfaction of the Court that the said corporations are membership corporations incorporated under the laws of the State of New York for kindred purposes; that the principal office of the consolidated corporation is to be located in the First Judicial District and that they have duly entered into an agreement for their consolidation, a copy of which is annexed, and that said agreement has been approved by the votes of two-thirds of the members of each corporation entitled to vote at meetings of the members of each corporation called for the purpose of considering the proposed consolidation in the manner prescribed by Section Forty-three of the Membership Corporations Law and that only one vote against the consolidation was made by a member of NATURE CENTERS FOR YOUNG AMERICA, INC. at such meetings and that the interests of the constituent corporations and the public will not be adversely affected and that the consent of the Commissioner of Education to such consolidation has been given,

Now, on motion of GIFFORD, WOODY, CARTER & HAYS, attorneys for the applicants, it is

ORDERED, that the agreement of consolidation of NATIONAL AUDUBON SOCIETY and NATURE CENTERS FOR YOUNG AMERICA, INC. be, and hereby is, approved and it is further ordered that the filing of the Certificate of Consolidation dated April 21, 1961, be and the same hereby is authorized, and the said corporations hereby are consolidated into one corporation under the name of NATIONAL AUDUBON SOCIETY, ^{INC.} such

consolidation to take effect upon filing a duly certified copy of this order and the Certificate of Consolidation of said corporations with the Secretary of State of the State of New York; and it is further

ORDERED, that all of the property, real and personal, of NATIONAL AUDUBON SOCIETY and of NATURE CENTERS FOR YOUNG AMERICA, INC., be transferred to the consolidated corporation, NATIONAL AUDUBON SOCIETY, INC.

ENTER

A.G.K.
J. S. C.

June 30, 1961. This is to certify that the undersigned has no objection to the entry of the foregoing proposed Order.

LOUIS F. LEFKOWITZ
ATTORNEY GENERAL
STATE OF NEW YORK

by P. Hodges Combier
P. Hodges Combier
ASSISTANT ATTORNEY GENERAL

FILED
JUL 3 - 1961
NEW YORK
CLERK'S OFFICE

STATE OF NEW YORK COUNTY OF NEW YORK
I, JAMES MC GURRY, COUNTY CLERK AND CLERK OF THE SUPREME COURT, DO HEREBY CERTIFY THAT I HAVE COMPARED THIS COPY WITH THE ORIGINAL AND THAT THE SAME IS A CORRECT TRANSCRIPT THEREFROM AND OF THE WHOLE OF SUCH ORIGINAL. IN WITNESS WHEREOF I HAVE HEREIN SET MY HAND AND AFFIXED MY OFFICIAL SEAL
JUL - 5 1961
COUNTY CLERK AND CLERK OF THE SUPREME COURT, NEW YORK COUNTY

File No. 13421/61

SUPREME COURT:
NEW YORK COUNTY

In the Matter of the Application of
NATIONAL AUDUBON SOCIETY
and
NATURE CENTERS FOR YOUNG AMERICA, INC.
for an Order, etc., for consolidation into
NATIONAL AUDUBON SOCIETY, INC.

ORDER APPROVING CONSOLIDATION OF DOMESTIC CORPORATIONS

GIFFORD WOODY, CARTER & HAYS
Attorneys for National Audubon Society,
One Wall Street,
New York 5, N. Y.

Due and proper service of a copy of this within is hereby admitted, this day of 19

Attorney for

Please take notice that a copy of the within is a copy, was this day duly filed and filed in the office of the clerk of the Court of the County of New York.

GIFFORD, WOODY, CARTER & HAYS
Attorneys for
Office and Post Office Address:
One Wall Street
Borough of Manhattan,
New York 5, N. Y.

To Attorney for

SM: Please take notice that a copy of which the within is a copy, will be presented for settlement and signature to the Hon. a Justice of the within Court.

at Court, in the Borough of Manhattan, in the Court House of said City of New York, on the day of 19 at o'clock in the noon of said day.
Dated New York, 19

GIFFORD, WOODY, CARTER & HAYS
Attorneys for

Office and Post Office Address:
One Wall Street
Borough of Manhattan,
New York 5, N. Y.

To Attorney for

277858-14

*National Association
of Bondholders*

N.Y.

2/21/61

*6/1/61
\$3000.00*

CERTIFICATE OF CONSOLIDATION

Forming

NATIONAL ADDISON SOCIETY, INC.

pursuant to Section Fifty
of the
Membership Corporations Law

* * * * *

Dated: April 21, 1961.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 11 1961

TAXES
FILING FEE \$ 5.00

Charles H. Brown

Secretary of State

[Signature]

GIFFORD, WOODY, CARTER & HAYS
COUNSELLORS AT LAW
101 WALL STREET
NEW YORK 5, N.Y.

*William J. Hornaday
Appointed Secretary
2/18/61
2/22/61
2/22/61*

277858-150