

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
THE NEW YORK FLUTE CLUB, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

WENDY STERN, President, and KATHERINE SAENGER, Recording Secretary of the New York Flute Club, Inc., do hereby certify as follows:

FIRST: The name of the corporation is THE NEW YORK FLUTE CLUB, INC.

SECOND: The certificate of incorporation was filed by the Department of State on December 31, 1920 under the Membership Corporation Law.

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

FOURTH: The certificate of incorporation is amended as follows:

1. Paragraph "FIRST" of the Certificate of Incorporation, setting forth the purposes of the corporation, is amended by adding language related to the corporation's eligibility to qualify as an exempt organization under section 501(c)(3) of the Internal revenue Code, as follows:

"The corporation is a not-for-profit corporation organized exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code to further its purposes as set forth in this Paragraph "FIRST". The corporation may also make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code. Nothing herein shall be construed as authorizing the corporation to operate, maintain or manage a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, museum, a historical society, a cable television facility, or educational television station; nor shall the corporation engage in the practice of law or of any of the professions designated in Title VIII of the Education Law.

The corporation shall have the following powers, in furtherance of its corporate purposes, to the extent they may lawfully be exercised by a corporation organized under the Not-for-Profit Corporation Law:

- (1) All of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, and all other powers now or hereafter conferred by the laws of the State of New York, the United States of America, or any other jurisdiction;
- (2) All powers necessary, incidental or conducive to the fulfillment of the purposes specified or implicit in this Article “FIRST”; and
- (3) The following additional and independent powers:
 - (a) To assist and promote, directly or indirectly, the purposes of certain charitable, scientific, educational and literary organizations formed under the Not-for-Profit Corporation Law or otherwise, and to convey, transfer or assign from time to time any part of its assets to these charitable, scientific, educational and literary organizations, subject to the limitations set forth in Article “NINTH” hereof; and
 - (b) To purchase, lease, acquire, hold, own, administer, mortgage or encumber, sell or dispose of property, whether real or personal, tangible or intangible, wherever located, or any share of or interest in such property, and to invest, reinvest and deal with the same.

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities listed in Sections 404(b) through (v) of the Not-for-Profit Corporation Law.”

2. Paragraph “SEVENTH” of the Certificate of Incorporation is amended and restated in its entirety as follows:

“That the annual meeting of members shall be held on such date between May 1 and and July 1 of each year as the Board shall determine.”

3. Paragraph “EIGHTH” of the Certificate of Incorporation regarding certain restrictions on the corporation’s activities is hereby added:

“No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article “First” hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by section 501(h) of the Internal Revenue Code, or the corresponding section of any future federal tax code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.”

4. Paragraph “NINTH” of the Certificate of Incorporation regarding certain restrictions on the corporation’s activities for any taxable year in which it is a private foundation as described in Section 509(a) of the Internal Revenue Code is hereby added:

“In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code,

(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.”

5. Paragraph “TENTH” of the Certificate of Incorporation regarding distribution of assets on dissolution of the corporation is hereby added:

“Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.”

6. Paragraph “ELEVENTH” of the Certificate of Incorporation regarding the management and direction of transfers of assets of the corporation to certain charitable organizations is hereby added:

“The Board of Directors of the corporation shall have the power and discretion to manage and direct all transfers of assets of the corporation to certain charitable organizations, provided, however, that all transfers of the corporation’s assets to such charitable, scientific, educational and literary organizations shall be subject to any other limitations existing on the transfer of specific assets of the corporation expressly imposed by the By-laws of the corporation.”

FIFTH: The secretary of State is hereby 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:

The New York Flute Club, Inc.
Park West Finance Station
PO Box 20613
New York, NY 10025-1515

SIXTH: The certificate of amendment was authorized by a vote of a majority of the Members at a meeting.

WENDY STERN, President