

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of FRENCH HERITAGE SOCIETY, INC. was filed on 10/23/1981, under the name of FRIENDS OF V.M.F., INC., as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A certificate changing name to FRENCH HERITAGE SOCIETY, INC. was filed on 01/02/2002.

I further certify, that no other documents have been filed by such Corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of January
two thousand and two.



Special Deputy Secretary of State

200201170155 41

FILING RECEIPT

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ENTITY NAME: FRENCH HERITAGE SOCIETY, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PROCESS NAME

COUNTY: NEWY

SERVICE COMPANY: CONTINENTAL CORPORATE SERVICES, INC.

SERVICE CODE: 04

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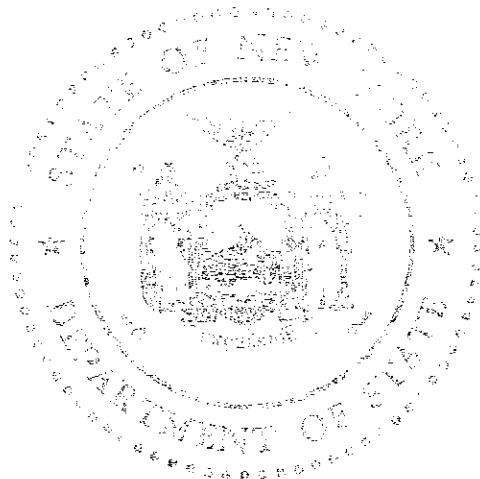
FILED:01/02/2002 DURATION:***** CASH#:020102000124 FILM #:020102000123

ADDRESS FOR PROCESS

THE CORPORATION
14 EAST 60TH STREET
NEW YORK, NY 10022

SUITE 605

REGISTERED AGENT



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FILER	FEES		PAYMENTS	
-----	-----	90.00	-----	90.00
COUDERT BROTHERS	FILING	30.00	CASH	0.00
1114 AVENUE OF THE AMERICAS	TAX	0.00	CHECK	0.00
NEW YORK, NY 10036	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	90.00
	HANDLING	50.00	BILLED	0.00
			REFUND	0.00

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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 'JAN 02 2002



A handwritten signature in black ink, appearing to read "J. Fleish", is written over a horizontal line.

Special Deputy Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

FRIENDS OF V.M.F., INC.

Under Section 803 of the
Not-For-Profit Corporation Law

I, the undersigned, George J. Martin, Jr., Assistant Secretary and Director of Friends of V.M.F., Inc., a not-for-profit corporation of the State of New York (hereinafter referred to as the "Corporation"), do hereby certify as follows:

- (1) The name of the Corporation is

Friends of V.M.F., Inc.

the name under which the Corporation was originally formed.

- (2) The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on October 23, 1981 under the Not-For-Profit Corporation Law of the State of New York.

- (3) The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-For-Profit Corporation Law of the State of New York and is a Type B corporation as defined in subparagraph (b) of section 201 of the Not-For-Profit Corporation Law of the State of New York. The corporate purposes of the Corporation are not to be enlarged, limited or otherwise changed as a result of this Certificate of Amendment.

- (4) The following amendments of the Certificate of Incorporation have been duly adopted in accordance with the provisions of section 802(a)(2) of the Not-For-Profit Corporation Law of the State of New York, said amendments being effected as follows:

- (a) By striking out in its entirety the present Article FIRST of said Certificate of Incorporation and substituting in lieu thereof a new Article FIRST reading as follows:

"FIRST: The name of the Corporation shall be French Heritage Society, Inc. (hereinafter referred to as the "Corporation")."



- (b) By striking out in its entirety the present Article TENTH of said Certificate of Incorporation and substituting in lieu thereof a new Article TENTH reading as follows:

"TENTH: The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against it may be served and the post office address to which said Secretary of State shall mail a copy of any process against the Corporation served upon said Secretary of State is:

14 East 60th Street
Suite 605
New York, NY 10022

- (5) The amendments to the Certificate of Incorporation of the Corporation set forth above and this Certificate of Amendment have been duly authorized and approved by the unanimous written consent of the entire Board of Directors of the Corporation, there being no members of the Corporation entitled to vote thereon, in accordance with sections 708(b) and 802(a)(2) of the Not-For-Profit Corporation Law and the By-laws of the Corporation.
- (6) The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against it may be served and the post office address to which said Secretary of State shall mail a copy of any process against the Corporation served upon said Secretary of State is:

14 East 60th Street
Suite 605
New York, NY 10022

IN WITNESS WHEREOF, I said George J. Martin, Jr., have made this Certificate of Amendment, have signed the same as Assistant Secretary and Director of Friends of V.M.F., Inc., and have acknowledged the same this 28th day of December, 2001.


George J. Martin, Jr.

F 020102000123

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FRIENDS OF V.M.F., INC.

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

MT

DRAWDOWN
CONTINENTAL - 04

FILED BY:
COUNDETT BROTHERS
1114 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 02 2002

TAX \$ -
BY: 246

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FILED

2002 JAN -2 10:09:21

80:1114 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036

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020102000124

**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 JUN 09 1998



A handwritten signature in black ink, appearing to read "J. Clark", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

THE UNIVERSITY OF THE STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
ALBANY, NEW YORK 12234

OFFICE OF THE COUNSEL

October 14, 1981

TO: Department of State
Division of Corporations

FROM: Office of Counsel and
Deputy Commissioner for Legal Affairs

By: Mary L. Gammon
Legal Assistant

Mary L. Gammon
- Jw -

SUBJECT: FRIENDS OF V.M.F., INC.

REFERENCE: Proposed Certificate of Incorporation

The attached document was submitted to this Office for review to determine whether the provisions of section 216 of the Education Law require the consent of the Commissioner of Education to its filing with the Department of State, or whether the Education Department would have any objections to its filing.

After review it is the opinion of this Office that there is no necessity for the Commissioner to consent to filing, and that we have no objection to such filing.

This waiver of consent to filing is granted with the understanding and upon the conditions set forth on the reverse side of this memorandum.

Att.

This waiver of consent to filing is granted with the understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 5 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This waiver of consent to filing is granted with the further understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This waiver of consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

CERTIFICATE OF INCORPORATION

of

FRIENDS OF V.M.F., INC.

I, the undersigned, for the purpose of forming a not-for-profit corporation pursuant to section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certify as follows:

FIRST: The name of the proposed corporation shall be Friends of V.M.F., Inc. (hereinafter referred to as the "Corporation").

SECOND: The Corporation will be a Corporation as defined in subparagraph (a) (5) of section 102 of the Not-for-Profit Corporation Law of the State of New York and will be Type B Corporation as defined in section 201 of the Not-for-Profit Corporation Law.

THIRD: The object and purposes of the Corporation shall be to serve the public interest by endeavoring to foster, cultivate, develop and support cultural exchanges between the United States and France with emphasis on developing an appreciation of and support for the preservation of French cultural heritage as reflected in ancient buildings of architectural significance located in France, and for other similar or related scientific, literary or educational purposes. Without limiting the generality of the foregoing, the objects and purposes of the

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Corporation shall include support, to the extent the directors deem advisable, of the programs and activities of Vieilles Maisons Francais in the Republic of France.

FOURTH: In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes. Without limiting the generality of the foregoing, the Corporation shall have the power to own, operate, print, publish, manage and distribute such books, magazines, papers and other literature for the dissemination and exchange of information as will further the objects and purposes of the Corporation; to purchase, lease or otherwise acquire, and hold, own, use and operate, or mortgage or otherwise encumber, or sell, real and personal property as may be necessary to carry out the objects and purposes of the Corporation, 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 in furtherance of the objects and purposes of the Corporation by supporting its charitable, scientific, literary and educational purposes either by direct expenditures or by contributions to organizations that qualify as organizations described in Section 501 (c) (3),

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or successor Section, of the Internal Revenue Code and the

Regulations thereunder as they now exist or as they may hereafter be amended including support of the programs and activities of VIEILLES MAISONS FRANCAISES in its similar or related activities in the Republic of France. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include

among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, section 404 (b) through (t) or Social Services Law, Section 460-a, or to operate any health facility or clinic as these terms are defined in Public Health Law, Article 28. Nothing herein shall authorize the Corporation to engage in the practice of the profession medicine or any other profession required to be licensed by Title VIII of the Education Law.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, director or 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). No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

SIXTH: Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed, subject to the order of the Supreme Court of the State of New York as provided by law, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3), or successor Section, of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended. No member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution or division of any of the corporate assets on dissolution of the Corporation.

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 Section 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 Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended. In addition, the Corporation shall have the power to, and shall, conduct and carry on any activities required to be conducted or carried on in order to acquire and maintain a determination that it is an

organization exempt under Section 501 (c)(3), or successor Section, of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended. To that end, if the Corporation shall be a "private foundation," as that term is defined in Section 509, or successor Section, of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended, the Corporation shall distribute its income for each taxable year at such time, and in such manner, as not to subject the Corporation to the tax imposed under Section 4942, or successor Section, of the Internal Revenue Code, and the Regulations thereunder as they now exist or as they may hereafter be amended; and, the Corporation shall not engage in any act of "self-dealing," retain any "excess business holdings," invest any amount in such a manner as to "jeopardize the carrying out of any of its exempt purposes," or make any "taxable expenditure," as those respective terms and phrases are defined in Sections 4941(d), 4943(c), 4944 and 4945(b), respectively, or successor Sections, of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

SEVENTH: The City and County in which the principal office of the Corporation is to be located are the City of New York and County of New York in the State of New York.

EIGHTH: The territory in which the activities of the Corporation are principally to be conducted is the United States of America, and its territories and possessions; but the Corporation may do any one or more of the acts herein set forth as its purposes within or without the United States of America or in any part of the world.

NINTH: The names and addresses of the initial Directors of the Corporation are as follows:

Names	Addresses
Dana W. Hiscock, Esq.	8 East Elbrook Drive Allendale, New Jersey 07401
Richard J. Carter, Jr., Esq.	132 Bay Road Huntington, New York 11743
Elaine M. Reich, Esq.	201 East 66th Street, Apt. 19N New York, New York 10021

TENTH: The post office address to which the Secretary of State shall mail a copy ~~of such process~~ ^{whenever it is designated as agent for service of process} is 20 Broad Street, New York, New York 10005.

ELEVENTH: Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this Certificate.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Certificate this 17th day of July, 1981.

Dana W. Hiscock
Dana W. Hiscock
8 East Elbrook Drive
Allendale, New Jersey 07401

STATE OF NEW YORK)

ss. *D*

COUNTY OF NEW YORK)

On this *17th* day of *July*, 1981, before me personally came DANA W. HISCOCK, to me known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and he thereupon acknowledged to me that he executed the same, and that the same is true to his own knowledge, except as to matters therein stated to be alleged upon information and belief and as to those matters he believes it to be true.

Karen Walters Mallen
Notary Public

KAREN WALTERS MALLEN
Notary Public, State of New York
No. 30-9523716
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1983

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STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.:

I, **SIDNEY H. ASCH**

, a Justice of the

Supreme Court of the State of New York, of the First
Judicial District, do hereby approve the foregoing
Certificate of Incorporation of FRIENDS OF V.M.F., INC.,
consent that the same be filed.

Dated: *NEW YORK, N.Y.*

OCT 2 1981

Sidney H. Asch
Justice of the Supreme Court of
the State of New York

SIDNEY H. ASCH

Dated: Sept. 2, 1981

**ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK**

Jerome K. Karver

**JEROME K. KARVER
ASSISTANT ATTORNEY GENERAL**

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

DANA W. HISCOCK, being duly sworn, deposes and

says:

That he is the subscriber to the foregoing Certificate of Incorporation; and, that no previous application has been made to any Justice of the Supreme Court for an order approving said Certificate of Incorporation and consenting that the same be filed.

Dana W. Hiscock
Dana W. Hiscock

Sworn to before me this

17th day of *July*, 1981.

Karen Walters Mullen
Notary Public

KAREN WALTERS MULLEN
Notary Public, State of New York
No. 30-9523715
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1978

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CT

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RECEIVED

OCT 22 2 PM '81

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FILED

BILLED

CERTIFICATE OF INCORPORATION

OF

FRIENDS OF V.M.F., INC.

[Handwritten signature]
10/6 P/30

Dated:

[Handwritten signature]
10/12

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 23 1981

AMT. OF CHECK	\$ 5.00
MAILING FEE	
TAX	
COUNTY FEE	
COPY	
CERT.	
REFUND	
STATE HANDLE	

BY: *[Handwritten signature]*
Type B

MUDGE ROSE GUTHRIE & ALEXANDER
20 BROAD STREET, NEW YORK, N.Y.