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**CERTIFICATE OF INCORPORATION**

**OF**

**THE WATERSHED AGRICULTURAL COUNCIL  
FOR THE NEW YORK CITY WATERSHED, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation pursuant to the Not-for-Profit Corporations Law of the State of New York, hereby certifies:

1. The name of the corporation shall be the **WATERSHED AGRICULTURAL COUNCIL FOR THE NEW YORK CITY WATERSHED, INC.** ("Watershed Agricultural Council").

2. The Watershed Agricultural Council is a corporation as defined in Section 102(a)(5) of the Not-for Profit Corporations Law.

3. The general purpose of the corporation is to control and prevent contamination of the watershed of New York City's drinking water supplies from point and non-point sources of agricultural pollution by promoting best management practices while maintaining the economic vitality of agriculture.

4. The Watershed Agricultural Council is being formed to administer the Whole Farm Planning/Best Management Practices Program as outlined in the Ad Hoc Task Force on Agriculture and the New York City Watershed Regulations Policy Group Recommendations, (December 1991). This program promotes a voluntary "whole farm approach" to drinking water quality source protection and encourages the integration of selected agricultural best management practices with farm business planning and promotes the economic vitality of agriculture.

Without limiting the purposes set forth above, the corporation shall be permitted to:

a) Enter into arrangements by formal contract or otherwise with the City of New York, the Federal government, the State of New York, county governments, or other governmental agencies, and/or individuals to develop, test, demonstrate, implement, evaluate, and/or promote individual farm plans and other measures to control and prevent point and nonpoint sources of pollution originating on farms located within the New York City watershed region;

b) Enter into arrangements by formal contract or otherwise with farmers in the watershed region to secure participation in the Whole Farm Planning/Best Management Practices Program;

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c) Coordinate the efforts of government agencies and private participants to reduce potential pollution of the City of New York's drinking water supplies from farms in the region;

d) Act as liaison between participants in the Whole Farm Planning/Best Management Practices Program and the agricultural community;

e) Solicit, receive, and accept funds from federal, state and local governmental agencies and from private foundations, organizations, and individuals, and expend or authorize the expenditure of such funds in furtherance of the purposes of the corporation; and

f) Do everything necessary, incidental and proper for the complete accomplishment of the foregoing purposes, including specifically, but without exclusion, the acquisition by grant, lease or otherwise of real property and the maintenance, improvement, development, employment, leasing, and sale of other dispositions thereof.

5. The corporation shall be a "Type B" corporation pursuant to Section 201(b) of the New York State Not-for-Profit Corporation Law.

6. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary, or educational purposes as specified in Section 501(c)(3) of the federal Internal Revenue Code of 1986, and it shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under such section, as it may be amended and, in connection therewith;

a) the Corporation shall not, directly or indirectly, engage or include among its purposes any of the activities mentioned in subparagraphs (b)-(v) of section 404 of the Not-for-Profit Corporation Law; and

b) 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 federal Internal Revenue Code, as it may be amended.

7. The principal office of the corporation shall be located at 129 North Street in the Town of Walton, County of Delaware, State of New York unless otherwise designated by the corporation.

8. The Secretary of State for the State of New York is designated as agent of the corporation upon whom process may be served. A copy of any ~~PROCESS~~ that is received by the Secretary of State shall be mailed to the Watershed Agricultural Council For The New York City Watershed, Inc., 129 North Street, Walton, New York 13858, or as otherwise designated by the corporation.

9. The territory in which the operations of the corporation are principally to be conducted is the New York City watershed region located in portions of Delaware, Dutchess, Greene, Putnam, Schoharie, Sullivan, Ulster, and Westchester counties in New York State.

10. The names and addresses of the initial directors are as follows:

1. Peter Clark  
RD #2, Box 230  
Elk Creek Road  
Delhi, New York 13753
2. William Coleman  
National Bank of Stamford  
P.O. Box 279, Churchill Avenue  
Stamford, New York 12167
3. John Cook  
McDowell & Walker, Inc.  
4 Depot Street  
Delhi, New York 13753
4. Richard Coombe  
393 Old Brodhead Road  
Grahamsville, New York 12740
5. Gail Dale  
The Green Thumb  
RD #1, Box 11B  
Hamden, New York 13782
6. Sandra Dawson  
The Chocolate Barn  
RD#2, Box 125A  
Delhi, New York 13753
7. Raymond Denman  
Flintlock Farm  
RD #1, Box 73  
Grahamsville, New York 12740

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8. Thomas Donnelly  
Hawley's Station  
RD#1, Box 49  
Walton, New York 13856
9. Steven Fleming  
RR#1, Box 534  
Delhi, New York 13753
10. Dennis Hill  
HC 83, Box 197  
Harpersfield, New York 13788
11. David Holley, Jr.  
RD#3, Box 496  
Walton, New York 13856
12. Fred Huneke  
RD#2, Box 232  
Elk Creek Road  
Delhi, New York 13753
13. Floyd B. Many  
Township Road  
Hobart, New York 13788
14. William Murphy  
99 Pondfield Road  
Bronxville, New York 10708
15. Howard Nichols  
Chairman, Delaware County  
Board of Supervisors  
County Office Building  
111 Main Street  
Delhi, New York 13753
16. David Post  
RD#1, Box 164  
Hobart, New York 13788
17. David Taylor  
HCR#2, Box 74  
New Kingston Road  
Margaretville, New York 12455

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18. Howard Tuttle  
P.O. Box 39  
Windham, New York 12496
19. Barbara Wilkens  
1313 White Hall Road  
Yorktown Heights, New York 10598
20. Albert F. Appleton  
Commissioner  
New York City Department of Environmental Protection  
59-17 Junction Blvd.  
Corona, New York 11368

11. 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 New York State Not-for-Profit Corporation Law, as it may be amended, to further the not-for-profit purposes of the corporation and/or to such charitable, scientific and educational organizations as shall qualify under Section 501(c)(3) of the federal Internal Revenue Code.

12. All approvals and consents required by the Not-for-Profit Corporation Law or any other statute are endorsed upon this certificate.

The undersigned, the incorporator of the Watershed Agricultural Council for the New York City Watershed, Inc. certifies:

That the corporation has no officers as set forth in Section 104(d)(2) for the Not-for-Profit Corporation Law to execute this certificate.

IN WITNESS THEREOF, I have made, subscribed and acknowledge  
this 16 day of September, 1993

Richard Coombe  
Richard Coombe, Incorporator  
393 Old-Brodhead Road  
Grahamsville, New York 12740

9/16/93  
Date

STATE OF NEW YORK  
County of Delaware

Richard Coombe, being sworn, states: he (or she) is one of the persons described in and who executed the foregoing certificate, that he (or she) has read the same, knows the contents thereof, and that the statements contained therein are true.

(Signature)

Richard Coombe

(Printed name)

Sworn to before me this

16<sup>th</sup> day of September, 1993  
(Notary Public)

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Peggy A. Pilch  
PEGGY A. PILCH  
Notary Public, State of New York  
Delaware County Reg. No. 472389  
Commission Expires Nov. 22, 1994

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WATERSHED AGRICULTURAL COUNCIL FOR THE  
NEW YORK CITY WATERSHED, INC.

PURSUANT TO 102 OF THE NOT -  
FOR PROFIT CORPORATION LAW.

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 23 1993

TAX \$

BY:

JPB  
Delaware

FILED BY: FRANK R. PAUJA  
NEW YORK CITY DEPARTMENT  
OF ENVIRONMENTAL PROTECTION  
59-17 JUNCTION BLVD.  
CORONA, NY 11368-5107  
1975 Floor

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