

**CERTIFICATE OF MERGER
OF
THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY
AND
UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC.
INTO
THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY

UNDER SECTION 904 OF THE NOT-FOR-PROFIT
CORPORATION LAW**

The undersigned, Christine Tarbrake, being the President of THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY and Kelly Dimitri, being the Treasurer of UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC., each being persons authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law, and said corporations both being Not-for-Profit Corporations organized and existing under and by virtue of the Laws of the State of New York, hereby, certify:

FIRST: The names of the Constituent Corporations are: THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY and UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC. THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY shall be the Surviving Corporation.

SECOND: The CERTIFICATE OF INCORPORATION of the Constituent Corporation, THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY was filed by the Department of State on the on the 30th day of March, 1954, under the name Jamestown Area Community Chest.

THIRD: The CERTIFICATE OF INCORPORATION of the Constituent Corporation, UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC. was filed by the Department of State on the on the 10th day of February, 1966, under the name United Community Fund of Dunkirk and Fredonia, Inc.

FOURTH: Amendments to be rendered to the CERTIFICATE OF INCORPORATION of the Surviving Corporation, THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY, are set forth as follows:

Paragraph "1" of the CERTIFICATE OF INCORPORATION, confirming the identity of the Corporation, is, hereby, amended in its entirety to read as follows:

"The name of the Corporation is United Way of Chautauqua County, Inc."

Paragraph "2" of the CERTIFICATE OF INCORPORATION, identifying the charitable purposes of the Corporation, is, hereby, amended in its entirety to read as follows:

"The Corporation exists for charitable purposes for which a corporation may be organized under the Not-for-Profit Corporation Law, as a Charitable Corporation, and qualified as exempt from income taxation, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2017, as may be amended, by virtue of advancing the charitable, philanthropic and benevolent interests of those individuals and entities committed to the betterment of the entire County of Chautauqua, State of New York, and its environs, through the solicitation, management and expenditure of associated funds and the promotion, coordination and sponsorship of corresponding programs, services and other efforts."

Paragraph "3" of the CERTIFICATE OF INCORPORATION, identifying the territory of the Corporation, is, hereby, amended in its entirety to read as follows:

"The primary service are of the Corporation shall be the County of Chautauqua, State of New York, and its environs."

Paragraph “4” of the CERTIFICATE OF INCORPORATION, stipulating the location of the primary office of the Corporation, is, hereby, amended in its entirety to read as follows:

“The principal office of the Corporation shall be located in the County of Chautauqua, State of New York.”

Paragraph “7” of the CERTIFICATE OF INCORPORATION, an outdated provision addressing permissible locations for meetings of the Board of Directors is, hereby, amended in its entirety to, instead confirm the designation of the Secretary of State as agent of the Corporation for purposes of service of process and the specific addresses of the Corporation, as follows:

“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 shall mail a copy of any process against the Corporation served upon said Secretary is: 208 Pine Street, Jamestown, New York 14701. The email address to which the Secretary of State shall email a notice of the fact that process against the Corporation has been served electronically upon the Secretary of State is: info@uwayscc.org.”

FIFTH: This Merger was authorized with respect to THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY as follows: The Members of THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY approved this Merger by adopting a PLAN OF MERGER and authorizing the filing of this CERTIFICATE OF MERGER, at a duly authorized meeting of said Membership, convened on the 30th day of July, 2024 by, at least, a two-thirds majority vote of the Members present, a valid quorum being present at such time.

SIXTH: This Merger was authorized with respect to UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC., as follows: UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC., having no Members, approved this Merger by having its Board of Directors adopt a PLAN OF MERGER and authorize the filing of this CERTIFICATE OF MERGER, at a duly authorized meeting of said Board, convened on the 17th day of June, 2024 by, at least, a two-thirds majority vote of the Directors present at the time of the vote, a quorum being present at such time.

SEVENTH: There are no holders of certificates evidencing capital contributions or subventions in either THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY or UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC.

EIGHTH: The Merger shall become effective on 1st day of January, 2025.

IN WITNESS WHEREOF, this CERTIFICATE OF MERGER has been subscribed on behalf of THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY by its President, Christine Tarbrake, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law, on the date, and at the location, designated herein.

THE UNITED WAY OF SOUTHERN
CHAUTAUQUA COUNTY

By: _____
Christine Tarbrake, *President*

Dated: 30th day of July, 2024
Jamestown, New York

IN WITNESS WHEREOF, this CERTIFICATE OF MERGER has been subscribed on behalf of UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC., by its Treasurer, Kelly Dimitri, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law, on the date, and at the location, designated herein.

UNITED WAY OF NORTHERN CHAUTAUQUA
COUNTY, INC.

By: _____
Kelly Dimitri, *Treasurer*

Dated: 17th day of June, 2024
Dunkirk, New York

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AND

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INTO

THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY

UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

Filed by:

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