

SOCIETY CERTIFICATE OF
INCORPORATION
AND
AMENDMENTS

CERTIFICATE OF INCORPORATION

STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.

We, the undersigned certified public accountants of the State of New York, do hereby certify that we have associated together as a membership corporation, for the purpose of cultivating and promoting the science of public accounting and maintaining the standard of integrity, honor, and character, and protecting the interests of expert public accountants and social intercourse among its members.

That the corporate name of said corporation is "THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS."

That the operations of the corporation are to be principally conducted in the State of New York.

That the principal office of the corporation is to be located in the City of New York.

That the number of directors of said corporation is five.

And that the names and places of residence of the persons who are to be its directors until its first annual meeting are as follows:

Henry Harney, who resides at No. 1966 Seventh Avenue, New York City; S. Eugene Sargent, who resides at No. 1971 Seventh Avenue, New York City; Francis Gottsberger, who resides at No. 187 South Oxford Street, in the City of Brooklyn, State of New York, and Farquhar J. MacRae, who resides at New Dorp, Richmond County, State of New York, and John Hourigan, of the City of Albany, and State of New York.

That the time for holding the meeting of said corporation shall be the second Monday of February in each year.

And we do further certify that we are of full age, citizens of the United States, and residents of the State of New York.

(Signed) JOHN HOURIGAN
do S. EUGENE SARGENT
do FRANCIS GOTTSBERGER
do FARQUHAR J. MACRAE
do HENRY HARNEY

Dated, January 25, 1897.

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STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.

On this 25th day of January, 1897, before me personally came S. Eugene Sargent, Farquhar J. MacRae and Henry Harney, and on the 26th day of January Francis Gottsberger, to me known to be the persons mentioned and described in and who executed the foregoing instrument, and they personally acknowledged the execution of same.

(Signed) FREDERICK GUBLIN,
Notary Public Kings County,
Certificate filed in New York.

[SEAL.]

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STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.

On this 23rd day of January, 1897, before me personally came John Hourigan, of the City of Albany, to me known to be the person mentioned and described in, and who executed the foregoing instrument, and acknowledged the execution of the same.

(Signed) D. G. CURTISS,
Notary Public,
Albany County.

[SEAL.]

AMENDMENT OF CERTIFICATE

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Certificate of The New York State Society of Certified Public Accountants to extend or otherwise change the purposes and powers or other provisions of its Certificate of Incorporation, and to increase the number of directors, and to change the time of holding its annual meeting, pursuant to Section Thirty of the Membership Corporations Law.

1. The name of the corporation is THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS, which is the name under which it was originally incorporated, and it has not been changed.

2. The date of filing the Certificate of Incorporation in each state office where filed was as follows: in the office of the Secretary of State on January 28, 1897; and in the office of the Clerk of New York County on January 30, 1897.

3. The purposes, powers or provisions to be amended are as follows:

“ . . . cultivating and promoting the science of public accounting and maintaining the standard of integrity, honor and character, and protecting the interests of expert public accountants and social intercourse among its members.”

The purposes, powers or provisions to be added or substituted are as follows:

To cultivate, promote and disseminate knowledge and information concerning accountancy and subjects related thereto; to establish and maintain high standards of integrity, honor and character among certified public accountants; to furnish information regarding accountancy and the practice and methods thereof to its members, and to other persons interested therein, and to the general public; to protect the interests of its members and of the general public with respect to the practice of accountancy; to promote reforms in the law; to provide lectures, and to cause the publication of articles, relating to accountancy and the practice and methods thereof; to correspond

and hold relations with other organizations of accountants, both within and without the United States of America; to establish and maintain a library, and reading rooms, meeting rooms and social rooms for the use of its members; to promote social intercourse among its own members and between its own members and the members of other organizations of accountants and other persons interested in accountancy or related subjects; and to do any and all things which shall be lawful and appropriate in furtherance of any of the purposes hereinbefore expressed.

4. The territory wherein the operations of the corporation are principally to be conducted is not to be changed, and the territory in which its operations are hereafter to be principally conducted is the State of New York.

5. The number of directors is to be changed. The number previously authorized was five (5). The number as increased shall be seventeen (17).

6. The time of the annual meeting is to be changed. The time previously fixed was the second Monday of February in each year. The time when it is hereafter to be held shall be the second Monday of May in each year.

7. The location of the office is not to be changed, and the same is to be located in the Borough of Manhattan, in the City and County of New York.

IN WITNESS WHEREOF, this Certificate has been subscribed and acknowledged in duplicate by the President and Secretary of the said THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS, in the Borough of Manhattan, in the City, County and State of New York, this 14th day of January, 1929.

(Signed) PATRICK W. R. GLOVER
President
do MARTIN KORTJOHN
Secretary

STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.

On this 14th day of January, 1929, before me personally came PATRICK W. R. GLOVER and MARTIN KORTJOHN, to me known and known to me to be the persons described in and who executed the foregoing certificate and severally duly acknowledged to me that they executed the same.

(Signed) MARTIN F. KORTJOHN

Notary Public, Bronx Co., No. 95

(SEAL) Certificate filed New York Co., No. 606

My commission expires March 30, 1930

STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.

PATRICK W. R. GLOVER and MARTIN KORTJOHN, being severally duly sworn, do depose and say, and each for himself deposes and says, that he, the said PATRICK W. R. GLOVER, is the President, and that he, the said MARTIN KORTJOHN, is the Secretary, of The New York State Society of Certified Public Accountants, which is the corporation named in the foregoing certificate, and that they have been authorized to execute and file the foregoing certificate by the concurring vote of a majority of the members of the said corporation present at a special meeting thereof held upon notice pursuant to Section 43 of the Membership Corporations Law, and the date of such special meeting was January 14th, 1929.

(Signed) PATRICK W. R. GLOVER

do MARTIN KORTJOHN

(SEAL) SWORN to before me this
14th day of January, 1929.

(Signed) MARTIN F. KORTJOHN

Notary Public, Bronx Co., No. 95

Certificate filed New York Co., No. 606

My commission expires March 30, 1930

The annexed and foregoing certificate of THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS is hereby approved.

DATED, at the County Court House in the Borough of Manhattan, in the City, County and State of New York this 15th day of January, 1929.

(Signed) T. W. CHURCHILL
Justice of the Supreme Court,
First Judicial District.

STATE OF NEW YORK, }
COUNTY OF ALBANY, } ss. +

Consent is hereby given to the filing of the annexed certificate of the change and extension of the purposes and powers of the "THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS" pursuant to the provisions of Section 30 of the Membership Corporations Law.

This consent, however, shall in no way be construed as an approval by the Education Department, Board of Regents or Commissioner of Education of the purposes and objects of this corporation, nor shall it be construed as giving the officers and agents of this corporation the right to use the name of the Education Department, Board of Regents or Commissioner of Education in its publication and advertising matter.

IN WITNESS WHEREOF, I, George M. Wiley, Acting Commissioner of Education of the State of New York, for and on behalf of the State Education Department, do hereunto set my hand and affix the seal of the State Education Department, at the City of Albany, this 16th day of January, 1929.

(SEAL)

(Signed) GEO. M. WILEY
Acting Commissioner of Education
The University of the State of New York

STATE OF NEW YORK, }
DEPARTMENT OF STATE, } ss.

I CERTIFY THAT I have compared the preceding copy with the original Certificate of Amendment of Certificate of Incorporation and Increase of Number of Directors of THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS, filed in this department on the 16th day of January, 1929, and that such copy is a correct transcript therefrom and of the whole of such original.

WITNESS my hand and the official seal of the Department of State, at the City of Albany, this sixteenth day of January, one thousand nine hundred and twenty-nine.

(SEAL) . (Signed) FRANK S. SHARP
Deputy Secretary of State.

Filed in the office of the Clerk of
New York County, January 17, 1929.

AMENDMENT OF CERTIFICATE



Certificate of change in the number of the directors of The New York State Society of Certified Public Accountants pursuant to Section Thirty of the Membership Corporations Law.

1. The name of the Corporation is THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS, which is the name under which it was originally incorporated, and it has not been changed.

2. The date of filing the Certificate of Incorporation in each State office where filed was as follows: In the office of the Secretary of State on January 28, 1897; and in the office of the Clerk of New York County on January 30, 1897.

A certificate of said THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS to extend or otherwise change the purposes and powers or other provisions of its Certificate of Incorporation, and to increase the number of directors, and to change the time of holding its annual meeting, pursuant to Section Thirty of the Membership Corporations Law, was filed in the office of the Secretary of State on January 16, 1929, and in the office of the Clerk of New York County on January 17, 1929.

3. The purposes, powers or provisions are not to be amended.

4. The territory wherein the operations of the corporation are principally to be conducted is not to be changed.

5. The number of directors is to be changed. The number previously authorized was seventeen (17). The number as increased shall be twenty (20).

6. The time of the annual meeting is not to be changed.

7. The location of the office is not to be changed.

IN WITNESS WHEREOF, this Certificate has been subscribed and acknowledged in duplicate by the President and Secretary of the said THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS, in the Borough of Manhattan, in the City, County and State of New York, this 14th day of December, 1931.

(Signed) ARTHUR H. CARTER
President

do FRED L. MAIN
Secretary

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STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.

On this 14th day of December, 1931, before me personally came ARTHUR H. CARTER and FRED L. MAIN, to me known and known to me to be the persons described in and who executed the foregoing certificate and severally duly acknowledged to me that they executed the same.

(Signed) MARTIN F. KORTJOHN

Notary Public, Bronx Co. No. 99

(SEAL) Certificate filed New York Co. No. 820
My commission expires March 30, 1932

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STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.

ARTHUR H. CARTER and FRED L. MAIN, being severally duly sworn, do depose and say, and each for himself deposes and says, that he, the said ARTHUR H. CARTER, is the President, and that he the said FRED L. MAIN, is the Secretary, of THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS, which is the corporation named in the foregoing certificate, and that they have been authorized to execute

and file the foregoing certificate by the concurring vote of a majority of the members of the said corporation present at a special meeting thereof held upon notice pursuant to Section 43 of the Membership Corporations Law, and the date of such special meeting was December 14, 1931.

(Signed) ARTHUR H. CARTER

do FRED L. MAIN

(SEAL) Sworn to before me this
14th day of December, 1931.

(Signed) MARTIN F. KORTJOHN

Notary Public, Bronx Co., No. 99

Certificate filed New York Co., No. 820

My commission expires March 30, 1932

STATE OF NEW YORK, }
DEPARTMENT OF STATE, } ss.

I certify that I have compared the preceding copy with the original Certificate to increase the number of directors of THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS, filed in this department on the 17th day of December, 1931, and that such copy is a correct transcript therefrom and of the whole of such original.

WITNESS my hand and the official seal of the Department of State at the City of Albany, this seventeenth day of December, one thousand nine hundred and thirty-one.

(SEAL)

(Signed) FRANK S. SHARP
Deputy Secretary of State.

Filed in the office of the Clerk of
New York County, December 21, 1931.