

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF THE
COOPER UNION ALUMNI ASSOCIATION, INC.
UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW

The undersigned, a natural person over the age of eighteen years, for the purpose of amending a certificate of incorporation of a corporation pursuant to Section 803 of the Not-for-Profit Corporation Law of the State of New York (the "Not-for-Profit Corporation Law"), hereby certifies as follows:

FIRST: The name of the corporation is Cooper Union Alumni Association, Inc. (the "Corporation").

SECOND: The Certificate of Incorporation was filed by the Department of State on February 1, 1943.

THIRD: The law the Corporation was formed under is the Membership Corporation Law.

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

FIFTH: The Certificate of Incorporation is amended as follows:

I. Paragraph 1 of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

The name of the Corporation is Cooper Union Alumni Association, Inc. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

II. Paragraph 2 of the Certificate of Incorporation, regarding the purposes of the Corporation, is hereby amended to read in its entirety as follows:

The Corporation is presently organized as a charitable corporation under Section 201 of the Not-for-Profit Corporation Law, organized exclusively for carrying out charitable and education purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to the following purposes:

(1) To promote The Cooper Union by coordinating activities on behalf of its alumni, former student and student members;

(2) To cooperate with the Trustees, the administration, the faculty and the students of The Cooper Union in all ways possible to increase its facilities and its power for good in the community;

(3) To advance the ideals of the Founder, Peter Cooper, in accordance with the Deed of Trust of The Cooper Union and the letter of Peter Cooper accompanying it;

(4) To receive, collect and hold title to monies, securities, choses in action and property of every nature, real, personal and mixed, situated in the United States and in all other parts of the world, whether by purchase, lease, mortgage, gift, bequest, devise or otherwise, for any of its purposes, without limitation as to the amount or value, except such limitations as shall be imposed by the laws of this State, and to expend, manage, invest, reinvest and deliver the same in furtherance of the Corporation, including but not limited to maintaining a fund or funds of such real and/or personal property and applying the whole or any part of the income and/or principal thereof exclusively for charitable purposes by such means as shall from time to

time be found appropriate in connection with the foregoing purposes and as are lawful for not-for-profit corporations;

(5) To render financial assistance to The Cooper Union and any other entity which is organized and operated exclusively for, and devoted to the realization of, charitable purposes, and is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Code, at such times and in such amounts and manner as the Corporation's Board of Directors shall in its discretion determine to be in furtherance of the Corporation's purposes;

(6) To do all of the things permitted by Section 202 of the Not-for Profit Corporation Law necessary and useful to fulfill and promote the purposes of the Corporation; provided, however, that notwithstanding any other provision of this Certificate of Amendment, the Corporation shall not engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body; or carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, Section 2055(a)(2) of the Code, or Section 2522(a)(2) of the Code; nor shall the Corporation engage in any activity which shall cause a tax to be imposed against the Corporation pursuant to sections 4941, 4942, 4943, 4944 and 4945 of the Code;

(7) To carry on and conduct its affairs in all manners as a non-profit entity consistent with the tax exempt status of organizations described in Section 501(c)(3) of the Code. However, nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Section 404 of the Not-for-Profit Corporation Law, and no part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office;

(8) To ensure that the Corporation shall not be conducted or operated for profit, no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation, and to ensure that pursuant to Section 501(c)(3) of the Code, the Corporation shall have a conflict of interest policy;

(9) To ensure that in the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and

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discharge of liabilities or obligations, shall be distributed entirely to any corporation, community chest, fund, foundation, agency, institution, or other entity which is (or between or among two or more of such entities), each of which is organized and operated exclusively for, and devoted to the realization of, charitable, scientific, religious, or educational purposes, and is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Code, subject to the order of the Supreme Court as and when provided by law. No individual shall have any right, title, or interest in or to any of the remaining assets of the Corporation; and

III. Paragraph 4 of the Certificate of Incorporation, regarding the number of directors, is hereby amended to read in its entirety as follows:

The number of directors shall be not less than three and no more than a hundred and twenty-five; the number within those limits to be fixed by the provisions of the by-laws of the Corporation.

SIXTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him:

Cooper Union Alumni Association, Inc.
2 South End Avenue 8P
New York, NY 10280

SEVENTH: The Certificate of Amendment of the Certificate of Incorporation was authorized by vote of a majority of the entire board of directors, the Corporation having no members entitled to vote thereon.

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate of Amendment of the Certificate of Incorporation this ___ day of _____, 2016.

(Signature)

Nils Folke Anderson

President of the Cooper Union Alumni Association, Inc.