

**CERTIFICATE OF INCORPORATION OF
THE HUDSON-MOHAWK ROAD RUNNERS CLUB, INC.
(Under Section 402 of the Not-For-Profit Corporation Law)**

WE THE UNDERSIGNED, for the purpose of forming a non-profit corporation pursuant to the Not-For-Profit Corporation Law of New York do hereby certify:

1. The name of the corporation is THE HUDSON-MOHAWK ROAD RUNNERS CLUB, INC.
2. The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law as it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to or inures to the benefit of its members, directors or officers except to the extent permitted under Article 5 of the Not-for-Profit Corporation Law.
3. The purpose for which the corporation is formed are:
 - (a) To receive and maintain a fund or funds or real or personal property, or both, and, subject to the restrictions and limitations hereinafter stated, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for scientific or educational purposes as hereinafter set forth, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
 - (b) To accept, receive, solicit and administer gifts, legacies, bequests, devices, funds, money or property of any sort or nature including property without limitation as to amount or value; to hold, control, manage, invest, reinvest, and sell and exchange the same, and to collect, receive, use and apply the income and profits therefrom for the corporate purposes.
 - (c) To promote and encourage the practice, study and development of physical conditioning and of all matters in any way related thereto.
 - (d) To make practical application of such principles for the improvement of all athletic skills and techniques.
 - (e) To encourage and foster communication among and on behalf of those individuals, groups, corporations or other entities engaged in or interested in the study or development of physical conditioning and long distance running.
 - (f) To sponsor conferences, publish writings, papers, books, pamphlets, periodicals and other publications in its field of interest, and to serve as a general clearinghouse of information on physical conditioning and running.
 - (g) To promote and foster research, instruction and training in safe and proper ways of athletic competition and especially running.
 - (h) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the corporate purposes or the attainment of any of the objects or in furtherance of any of the powers herein set forth and to every other act and thing incidental both within and without the United States, provided that the same be not forbidden by the laws of the State of New York.
4. (a) The corporation shall not be conducted or operated for profit and no part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or private individual other than those individuals qualifying for such distributions in accordance with the purposes of the corporation as defined in Paragraph 3 herein or such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York, nor shall any such net earnings nor any of the property or assets

of the corporation be used other than for the purposes of the corporation set forth in Paragraph 3 hereof.

- (b) No part of the activities of the corporation shall be carrying on propoganda, or otherwise attempting to influence legislation, or intervening in (by publishing or distribution of statements) or otherwise participating in any political campaign on behalf of any candidate for public office.
 - (c) The corporation shall distribute its income for each taxable year at such a time and in such a manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954 as amended, and the corporation shall not (1) engage in any act of self-dealing as defined in Section 4041 (d) of the Code; (2) retain any exces business holdings as defined in Section 4943 (c) of the Code; (3) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (4) make any taxable expenditures as defined in Section 4945 (d) of the Code.
 - (d) All references to provisions of the Internal Revenue Code of 1954 contained herein shall be deemed to include statutes amending or superseding such provisions.
 - (e) In the event of dissolution, all the remaining assets and property of the corporation shall, as the board of directors determine after paying or making provision for the payment of all the liabilities of the corporation, be distributed to such organizations formed and operated exclusively for scientific, charitable or educational purposes as shall at the same time qualify as organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.
5. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-for-Profit Corporation Law, Section 404 (b) (q) or the Executive Law, Section 757.
 6. The corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
 7. The principal offices of the corporation shall be located in the City of Albany, County of Albany, State of New York.
 8. The post office address to which the Secretary of State shall mail a copy of any notice required by law is:
 - Paul Rosenberg
 - 124 Daytona Avenue
 - Albany, New York 12203
 9. The territory in which the corporation's activities are principally to be conducted is the State of New York, but not limited thereto.
 10. The condition of membership in the corporation, the rights and obligations of its members, if any, shall be provided in the by-laws.

I, Edward S. Conway, a Justice of the Supreme Court of the State of New York, Third Judicial District, do hereby approve the foregoing Certificate of Incorporation of the Hudson-Mohawk Road Runners Club, Inc., and consent that the same be filed.

DATED: June 7, 1977