

RESTATED CERTIFICATE OF INCORPORATION
OF
YOUNG MEN’S CHRISTIAN ASSOCIATION BUFFALO NIAGARA
Under Section 805 of the Not-for-Profit Corporation Law

FIRST. The name of the corporation is YOUNG MEN’S CHRISTIAN ASSOCIATION BUFFALO NIAGARA (the “Corporation”).

SECOND. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York (the “N-PCL”).

THIRD. The Corporation is a charitable corporation under Sections 201 and 1404 of the N-PCL.

FOURTH. The purposes for which the Corporation is formed are:

The Corporation, originally founded as a worldwide fellowship united by a common loyalty to Jesus Christ for the purpose of developing Christian personality and building a Christian society, is a charitable, community-based organization committed to providing programs designed to build a healthy, spirit, mind and body for all. The Corporation welcomes all people regardless of age, ability, ethnicity/race, faith, gender, gender identity, or sexual orientation and seeks to create positive community impact in the areas of youth development, healthy living, and social responsibility.

The Corporation shall have the further purpose to establish, maintain and operate a School Age Child Care program; provided, however, that nothing herein shall authorize the Corporation, directly or indirectly, to establish, maintain or operate a Day Care Center, as defined in Section 390 of the New York Social Services Law, and provided further, that before any such Day Care

Center shall be established or opened, the prior written approval of the New York State Office of Children and Family Services must be obtained.

FIFTH. As a means of accomplishing its purposes, the Corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the N-PCL may now or hereafter have or exercise by law; provided, however, that:

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any non-charitable member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no non-charitable member, trustee, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(B) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(C) The following statement related to the Corporation's tax exempt status is not a statement of purposes or powers and, consequently, does not expand or alter the Corporation's purpose or powers set forth in Paragraph FOURTH. The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific or education purposes, or for the prevention of cruelty to children or animals as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(D) Upon termination, dissolution, liquidation of the Corporation, or the winding up of its affairs, whether voluntary, involuntary or by operation of law, its remaining assets, if any, shall be distributed only to one or more organizations described in Section 501(c)(3) of the Code. None of the income, property or assets of the Corporation shall ever be distributed to or divided among any non-charitable member, officer, director, trustee, creator, organizer of or contributor to the corporation, nor ever be used for or inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

(E) Notwithstanding any other provision of this Restated Certificate of Incorporation, if at any time or times the Corporation is a private foundation

within the meaning of Section 509 of the Code, then during such time or times:

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income imposed under Section 4942 of the Code;
- (2) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
- (3) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;
- (4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(F) Any reference herein to any provision of the Code shall be deemed to mean such provision as now or hereafter existing, amended or superseded, as the case may be.

SIXTH. The office of the Corporation shall be located in Erie County in the State of New York.

SEVENTH. The Corporation shall have one (1) class of voting members which shall have all voting rights of members under applicable law. The voting members shall consist of the following individuals: (a) all members of the Board of Directors of the Corporation (the "Board"); and (b) all members of the Board of Trustees of the Corporation (the "Trustees"). The Corporation may, by By-Laws, provide for the mode and manner of admitting members and for the transaction of its business. The By-Laws may be amended by two-thirds vote of the members of the Board present at any regular or special meeting of the Board, provided ten (10) days' notice in writing specifying the proposed changes has been mailed to each Director at his address of record with the Secretary. All such changes shall be subject to the approval of the members of the Corporation.

EIGHTH. The Corporation shall be managed by a Board of not less than twelve (12), nor more than forty (40) directors.

NINTH. The Trustees shall consist of no less than six (6), or more than twelve (12), voting members-at-large plus the current Chairperson of the Board of Directors. The Trustees shall be divided into no less than three (3) classes of Trustees members with one class expiring each year upon completing one three (3) year term. The Trustees members of the expiring class shall again be eligible for election to another term of three (3) years with no term limits. A service year shall be July 1 to June 30 of the following year. A member may remain as a Trustee until their successor is elected. All Trustees shall serve without compensation.

The real property of the Corporation, together with any gift, devise, or bequest for capital purposes heretofore made or hereafter to be made, shall be managed under the general control of the Trustees. The Trustees, shall receive and acknowledge all gifts and bequests and shall invest and reinvest all funds held for investment. On recommendation of the Board, the Trustees shall also be authorized to mortgage, sell, or pledge any such real property where permissible under the terms of the gift, or to lease any such property for a term of more than one (1) year or for a consideration in excess of One Thousand Dollars (\$1,000) per annum. All other leases shall be made by the Board alone. The income from such capital assets shall be used by the Trustees for operating expenses, taxes, interest on loans, and also for such other disbursements, either similar or different, as may be recommended by the Board and approved by the Trustees.

The Trustees shall also act as Trustees of all trusts established for the benefit of the Corporation as required or desirable, and they shall have the power to authorize and execute all necessary and proper legal documents in connection with the mortgage, lease, sale or pledge of real estate or any capital assets or also in connection with any devise or bequest.

If any gift, devise or bequest shall be made for any specific object or purpose, or shall be made in trust, the Trustees shall use and expend the same for the purpose and in accordance with the requirements of the gift, devise, bequest or trust.

TENTH. Subject to subparagraph (d) of section 1404 of the N-PCL, in the event of dissolution, if the Corporation shall cease to carry out the objects set forth in this Restated Certificate of Incorporation, according to the general rules and regulations of the National Board of Young Men's Christian Associations (the "National Board"), or shall abandon or discontinue for one (1) year the use of any of its property for such objects, then upon the verified petition of a majority of the Board upon fourteen (14) days' notice to the National Board by service thereof upon its chairperson and secretary or in the event of the failure of the Board to act, upon the verified petition of the National Board, upon fourteen (14) days' notice to the Corporation by service thereof upon the chairperson or any director thereof, and upon one of the Trustees thereof, and upon notice to the attorney general, the supreme court, upon satisfactory proof by affidavit or otherwise of such failure or abandonment, must make a final order dissolving the Corporation. Upon the entry of such order, the Corporation shall be dissolved, and thereupon the National Board may take possession of the property of the Corporation and manage the same, or if authorized by the concurring vote of two-thirds of the members of the National Board may sell or lease the same and apply the proceeds thereof after the payment of the debts, if any, of the Corporation solely to such purposes as those for which the Corporation was organized.

ELEVENTH. The Secretary of State of the State of New York is hereby the designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail any process against it served upon them is 301 Cayuga Road, Suite 100, Buffalo, NY 14225.

1. The amendments and restatement of the Certificate of Incorporation were authorized by resolution and required vote of the members of the Corporation.

IN WITNESS WHEREOF, This certificate has been signed this 13th day of December, 2023 by the undersigned.

Breeann N. Wilson

Signature
Dr. Breeann Wilson
Chairperson