

State of New York }  
Department of State }

ss.:

20398

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

APR 19 1983



*Secretary of State*

## CERTIFICATE OF INCORPORATION

of

PATRICIA GARDENS OWNERS, INC.

Under Section 402 of the Business Corporation  
Law of the State of New York

I, the undersigned, for the purpose of forming a business corporation pursuant to the provisions of the Business Corporation Law of the State of New York, do hereby certify:

1. Name. The name of the Corporation shall be PATRICIA GARDENS OWNERS, INC.. (the "Corporation").

2. Purposes. The purposes for which the Corporation is to be formed are:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided, however, that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without first obtaining the consent of such body.

3. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue shall be 35,000 shares, of the par value of \$1 each. All of such shares shall be common shares of the same class and shall be issued only in connection with the execution and delivery by the purchaser and the Corporation of a proprietary lease of an apartment or apartments in a building owned or leased by the Corporation.

17.50

4. Office. The office of the Corporation shall be located in ~~the City, and~~ State of New York, County of Westchester, ~~Village of Larchmont,~~ Town of Mamaroneck.

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5. Agent for Service of Process. The Secretary of State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding

against it may be served. and the address within the State to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him is c/o Hall, Dickler, Lawler, Kent & Howley, 460 Park Avenue, New York, New York 10022.

6. Restriction on Transfer of Shares. If a shareholder shall be indebted to the Corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this section or the substance thereof is written or printed upon the share certificate.

7. Salaries. No salary or other compensation shall be paid to any director or officer of the Corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two-thirds of the then outstanding shares of the Corporation.

8. Contracts and Transactions of the Corporation. No contract or other transaction between the Corporation and any one or more of its directors or any other corporation, firm, association or other entity in which one or more of the Corporation's directors are directors or officers, or are financially interested, shall be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors, or of a Committee thereof, which approves such contract or transaction, or that he or their votes are counted for such purpose, provided that the provisions of Section 713 of the Business Corporation Law are complied with.

9. Subscription for Unissued Shares. No holder of any of the shares now or hereafter issued by the Corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of this Corporation or to subscribe for or purchase any additional shares, to be issued by reason of any increase in the authorized shares of the Corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the Corporation. Any and all such unissued shares and such additional authorized issuance of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporation, or associations and for such lawful consideration, and upon such terms, as the Board of

Directors may deem advisable and for the best interests of the Corporation.

10. Cumulative Voting. At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions) he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

11. Removal of Directors. No director may be removed when the votes cast against his removal would be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire Board of Directors, or the entire class of directors of which he is a member, were then being elected.

12. No Preemptive Rights. No holder of any shares of the Corporation shall, as such holder, have any preemptive right to purchase any shares or securities which at any time may be sold or offered for sale by the Corporation.

13. No Distributions. No holder of any shares of the Corporation shall, as such holder, be entitled (either conditionally or unconditionally) to receive any distribution not out of earnings and profits of the Corporation except on a complete or partial liquidation of the Corporation.


14. Executive Committee. The Board of Directors may by resolution appoint an Executive Committee to consist of three or more directors of the Corporation. Such Committee, to the extent provided in the by-laws of the Corporation, shall have and may exercise all the powers of the Board of Directors in the management of the business affairs of the Corporation during the intervals between the meetings of the Board of Directors insofar as may be permitted by law, except that such Committee shall not have the power to determine the cash requirements of the Corporation to which reference is made in the proprietary leases to be entered into by the Corporation with its shareholders, or to fix the amount of rent (maintenance charges) to be paid under said proprietary leases, or to vary the terms of payment thereof as fixed by the Board of Directors.

15. Indemnification. This Corporation may indemnify its officers and directors to the extent permitted, and in the manner provided by law.

16. Amendments. This Certificate of Incorporation may be amended only by the affirmative vote of the holders of two-thirds of the shares of the Corporation issued and outstanding. The by-laws of the Corporation may be amended by the affirmative vote of the holders of two-thirds of the shares represented at any shareholders' meeting provided consent of holders of Unsold Shares has been granted where such amendment would materially affect their rights; or by the affirmative vote of a majority of the total number of directors of the corporation, other than Art. I, § 3; Art. II, § 5; Art. III, §§ 8 and 9; Art. IV, § 7; Art. V, §§ 1 and 6.

17. I, the Incorporator of this Corporation, am a natural person over the age of 18 years, and a resident of the State of New York.

IN WITNESS WHEREOF, I have hereunto signed this certificate the 14th day of April, 1983, and I affirm that the statements made herein are true under penalty of perjury.

  
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Angela Stultz  
Hally Dickler, Lawler, Kent & Howley  
460 Park Avenue  
New York, New York 10022

STATE OF NEW YORK  
DEPARTMENT OF STATE

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100 PARK AVENUE  
NEW YORK, N.Y. 10022