

*State of New York*  
*Department of State* }<sup>ss:</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* JUN 29 1998



A handwritten signature in cursive script, appearing to read "J. Leub", followed by a long horizontal line extending to the right.

*Special Deputy Secretary of State*

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CERTIFICATE OF INCORPORATION

OF

Hartsdale Gardens Owners Corp.

UNDER SECTION 402 OF THE BUSINESS CORPORATION  
LAW OF THE STATE OF NEW YORK

The undersigned, being of the age of eighteen  
years or over, for the purpose of forming a corporation  
pursuant to Section 402 of the Business Corporation Law  
of the State of New York does hereby certify:

FIRST: The name of the corporation (hereinafter  
referred to as the "Corporation") shall be Hartsdale Gardens  
Owners Corp.

SECOND: The purposes for which the Corporation  
is formed are:

(a) To acquire by purchase, lease or other  
wise the land and building located at 27, 37 and  
47 North Central Avenue, Hartsdale, New York (hereinafter  
referred to as the "Building") to hold, operate,  
manage, sell or exchange and lease the same and  
the several parts and apartments in the Building,  
and in any replacement thereof, or additions or  
improvements thereto; to do and transact all other  
lawful business incident to, necessary and suitable  
or advisable for, or in any way connected with,  
said purposes for which the Corporation is formed  
as above set forth. The primary purpose of the  
Corporation is to provide homes for its stock-  
holders by leasing to them, under leases now  
commonly known as proprietary leases, apartments in  
the Building; and all of its stockholders shall  
be entitled solely by reason of their ownership of  
stock in the Corporation to proprietary leases,  
entitling them to occupy for dwelling purposes.

(b) To acquire by purchase, lease or other  
wise and to own and possess any interest or rights  
thereto appertaining incidental to the Building,  
to rent and lease apartments to its stockholders,  
to procure the necessary permits or licenses from  
municipal authorities for the operation of the  
Building and to do and perform every act required

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by law to be done or performed in the maintenance and operation of the Building, to maintain and operate the necessary conveniences, such as lighting and heating, as may be required in the proper operation of the Building; to mortgage or otherwise encumber the Building and improvements thereon and equipment thereof; to sell, exchange or otherwise transfer, convey or dispose of the Building, in whole or in part, or lease the same in whole or in part, for cash or by taking purchase money bonds and mortgages in payment therefor or for valuable consideration of any character; to demolish the Building and to erect any building or buildings; and generally to deal with and act in relation to the Building and any and every part thereof and to the fullest extent that a corporation organized under the Business Corporation Law is lawfully empowered to do.

(c) To acquire by purchase, or lease, or upon conditional sale or chattel mortgage or otherwise, any personal property necessary or proper or useful in the equipment, furnishing, improvement, development, operation or management of the Building and to trade and deal in any personal property being beneficial to the Corporation and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the Corporation.

(d) In carrying on its business and for the purpose of attaining or furthering any of its purposes to make and perform contracts of any kind and description, and to do each and every thing necessary, suitable, conducive, convenient or proper for or in connection with or incidental to the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects herein enumerated, and to have, in furtherance of the corporate purposes herein set forth, all of the powers which a corporation now or hereafter organized under the Business Corporation Law and any and all acts amendatory thereof, supplemental thereto or substituted therefor, may possess.

THIRD: The office of the Corporation shall be located in the City of White Plains, County of Westchester and State of New York.

FOURTH: The tax year for the Corporation shall end on December 31.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is Thirty-Six Thousand (36,000) shares of the par value of One Dollar (\$1.00) each, all of which shall be of one class.

SIXTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in every action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is c/o Seymour Orlofsky, Inc. 199 Main Street, White Plains, New York 10601

SEVENTH: Except as the Board of Directors in its discretion may otherwise determine from time to time, no holder of any shares of stock of the Corporation of any class shall as such holder have any preemptive or other right to purchase or subscribe for any shares of stock or any securities of the Corporation of any kind or class whatsoever (whether or not convertible into, or exchangeable for, or carrying options, warrants, or other rights to purchase or subscribe for, any shares of stock of the Corporation of any class), which at any time may be issued or sold or offered for sale by the Corporation or with respect to which there may be granted or sold or offered for sale by the Corporation options, warrants, or other rights to purchase or subscribe for any shares of stock or any securities of the Corporation of any kind or class whatsoever. The term "shares of stock" and "securities" as used in this Article "SEVENTH" shall include all shares of stock and all securities, respectively, of the Corporation whether the same shall hereby be, or shall thereafter become, authorized.

EIGHTH: Holders of shares of stock of the Corporation shall be entitled to a special lease ("Proprietary Lease") of the apartment in the Building to which such shares are allocated. All the Proprietary Leases of apartments in the Building may be amended only upon the approval of shareholders owning at least two-thirds in amount of the Corporation's capital stock then issued and outstanding.



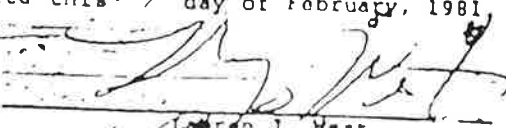
NINTH: All the Proprietary Leases of apartments in the Building may be terminated, and the Building may be sold only (i) upon the affirmative vote of two-thirds of the total number of directors who are members of the Board of Directors of the Corporation at the time that such termination and such sale is voted upon, and (ii) upon the approval of shareholders owning at least two-thirds in amount of the Corporation's capital stock then issued and outstanding.

TENTH: The Proprietary Lease of a shareholder may be terminated by the Corporation if said shareholder's conduct is reasonably deemed objectionable only (i) upon the affirmative vote of four-fifths of the total number of directors who are members of the Board of Directors of the Corporation at the time that such termination is voted upon, and (ii) upon the approval of shareholders owning at least two-thirds in amount of the Corporation's capital stock then issued and outstanding.

ELEVENTH: The number of directors of the Corporation may be increased or decreased only (i) upon the affirmative vote of two-thirds of the total number of directors who are members of the Board of Directors of the Corporation at the time such increase or decrease is voted upon, and (ii) upon the approval of shareholders owning a majority in amount of the Corporation's capital stock then issued and outstanding.

TWELFTH: No holder of any shares of stock of the Corporation shall be entitled to receive any distributions out of earnings or profits of the Corporation except in the event of a complete or partial liquidation of the Corporation.

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate this 19<sup>th</sup> day of February, 1981.

  
Gordon J. West  
c/o Gordon Hurwitz Butovsky Baker Weitzan  
6 Shalov  
229 Park Avenue  
New York, New York 10171

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STATE OF NEW YORK )

COUNTY OF NEW YORK ) S.S.C.

On the 19<sup>th</sup> day of February, 1981, before me personally came Lauren J. West, to me known and known to me to be the individual described in and who signed the foregoing instrument, and acknowledged to me that she executed the same.

*[Signature]*  
Notary Public

CHERYL G. WEDNER  
Notary Public, State of New York  
No. 24-8648229  
Qualified in Kings County  
Commission Expires March 30, 1982

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CERTIFICATE OF INCORPORATION

OF

Hartsdale Gardens Owners Corp.

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STATE OF NEW YORK  
DEPARTMENT OF STATE

RD FEB 28 1981

AMT OF CHECK \$ 98  
PAYING FEE \$ 98  
TAX \$

COPIES 3  
CERT 3  
REQUID 3  
BY: PD

GORDON HURWITZ BUTOWSKY  
BAKER WEITZEN & SHALOV

NEW YORK, N. Y. 10011  
229 PARK AVENUE

Attention: HARVARD R. ULLMANN

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