

State of New York }
Department of State } ss.:

85256

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



Secretary of State

NYS DEPARTMENT OF STATE

FILING RECEIPT INCORPORATION (BUSINESS)

CORPORATION NAME

WESTCHESTER GARDENS OWNERS, INC.

DATE FILED

01/16/86

DURATION & COUNTY CODE

F WEST

FILM NUMBER

B311422-5

CASH NUMBER

657566

NUMBER AND KIND OF SHARES

50.885 PV \$1.00

LOCATION OF PRINCIPAL OFFICE

*E

ADDRESS FOR PROCESS

HALL DICKLER LAWLER KENT &
FRIEDMAN
460 PARK AVENUE
NEW YORK NY 10022

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ _____

AMOUNT OF MONEY ORDER \$ 00139.94

AMOUNT OF CASH \$ _____

\$ 6.00 DOLLAR FEE TO COUNTY

\$ 100.00 FILING
\$ 00025.44 TAX
\$ 04.50 CERTIFIED COPY
\$ CERTIFICATE
010.00 MISCELLANEOUS
TOTAL PAYMENT \$ 0000139.94

FILER NAME AND ADDRESS

HALL DICKLER LAWLER KENT &
FRIEDMAN
460 PARK AVENUE
NEW YORK NY 10022

REFUND OF \$

TO FOLLOW

2

6485736

APR 17 11 - AM '07

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 20 1907

AMT. OF CHECK \$	83.50
FILING FEE \$	6.00
TAX \$	7.00
COUNTY FEE \$	
COPY \$	3.50
CERT \$	
REFUND \$	
SPEC HANDLES \$	

BY: *West*

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
WESTCHESTER GARDEN OWNERS, INC.

Under Section 305 of the Business Corporation Law

Handwritten notes and scribbles

FILED

HALL, DICKLER, LAWLER, KENT & FRIEDMAN
ATTORNEYS AT LAW
460 PARK AVENUE
NEW YORK, N.Y. 10022

Vertical stamp: FILED APR 20 1907

FILED
APR 20 6 53 AM '07

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
WESTCHESTER GARDEN OWNERS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being all of the members of the Board of Directors of Westchester Garden Owners, Inc., do hereby certify:

1. The name of the corporation is Westchester Gardens Owners, Inc.

2. The Certificate of Incorporation was filed by the Department of State on January 16, 1986.

3. The Certificate of Incorporation is hereby amended to increase the number of shares from 50,885 with a par value of \$1.00 per share, all of one class, to 60,000 shares with a par value of \$1.00 per share, all of one class.

4. To accomplish the foregoing amendments, Article 3 of the Certificate of Incorporation is hereby amended to read, in its entirety, as follows:

"3. Authorized Shares. The aggregate number of shares which the Corporation shall have the authority to issue shall be 60,000 shares, of the par value of \$1.00 each. All of such shares shall be common shares of the same class and shall be issued only in connection with

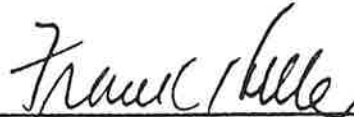
B485736

D 485736

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."

5. The foregoing amendment of the Certificate of Incorporation of the Corporation was recommended to the sole incorporator by the affirmative vote of the Board of Directors and was authorized by the written consent of the sole incorporator of the Corporation.

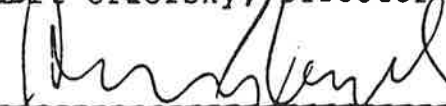
IN WITNESS WHEREOF, the undersigned have hereunto signed this Certificate of Amendment this 28th day of February, 1987, and affirm that the statements made herein are true under penalty of perjury.



Frank Heller, Director



Robert Orlofsky, Director



Andrew Orlofsky, Director

State of New York }
Department of State } ss.:

28634

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 20 1987



Secretary of State

NYS DEPARTMENT OF STATE

FILING RECEIPT

AMENDMENT-CHANGE OF SHARES

CORPORATION NAME

WESTCHESTER GARDEN OWNERS, INC.

DATE FILED

04/20/87

DURATION & COUNTY CODE

WEST

FILM NUMBER

8485736-3

CASH NUMBER

929293

NUMBER AND KIND OF SHARES

60,000PV\$1.00

LOCATION OF PRINCIPAL OFFICE

*E

ADDRESS FOR PROCESS

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ _____

AMOUNT OF MONEY ORDER \$ _____

00083.50

AMOUNT OF CASH \$ _____

\$ 6.00

DOLLAR FEE TO COUNTY

\$ 060.00 FILING

\$ 00010.00 TAX

\$ 03.50 CERTIFIED COPY

\$ 010.00 CERTIFICATE

TOTAL PAYMENT \$ 000083.50

FILER NAME AND ADDRESS

HALL DICKLER LAWLER KENT &
FRIEDMAN
460 PARK AVE
NEW YORK NY 10022

REFUND OF \$

TO FOLLOW

CERTIFICATE OF INCORPORATION

of

WESTCHESTER 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
WESTCHESTER 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
50,885 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.

4. Office. The office of the Corporation shall be
located in the City of Mount Vernon, County of Westchester, and
State of New York.

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 & Friedman, 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. 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.

12. 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.

13. 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.

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

15. Amendments. This Certificate of Incorporation may be amended only by the affirmative vote of the Board of Directors followed by the affirmative vote of the holders of two-thirds of the shares of the Corporation issued and outstanding.

16. 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 13th day of January, 1986 and I affirm that the statements made herein are true under penalty of perjury.

Catherine Hathaway
Catherine Hathaway, Incorporator
Hall, Dickler, Lawler, Kent &
Friedman
460 Park Avenue
New York, New York 10022