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CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SOCIETY OF CORPORATE SECRETARIES AND GOVERNANCE  
PROFESSIONALS, INC.

Under Section 803 of the Not-for-Profit Corporation Law

2016 JUL 14 PM 12:45

FILER:

THE SHAPIRO FIRM, LLP  
500 FIFTH AVE.  
NEW YORK, NY 10110

CUST. REF. #: 63106

DRAWDOWN

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 14 2016

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BY: LAC

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CERTIFICATE OF AMENDMENT  
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CERTIFICATE OF INCORPORATION  
OF  
**SOCIETY OF CORPORATE SECRETARIES AND GOVERNANCE  
PROFESSIONALS, INC.**

Under Section 803 of the Not-for-Profit Corporation Law

The undersigned hereby certifies:

**FIRST:** The name of the corporation is:

**SOCIETY OF CORPORATE SECRETARIES AND GOVERNANCE  
PROFESSIONALS, INC**

**SECOND:** Its certificate of incorporation was filed by the Department of State on the 6th day of November, 1946 , under the original name of: American Society of Corporate Secretaries, Inc.

**THIRD:** The corporation was formed under the Membership Corporations Law.

**FOURTH:** The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

**FIFTH:** The certificate of incorporation is hereby amended as follows:

To amend the name of the corporation in paragraph 1, which shall now read in its entirety as follows:

1) The name of the corporation is:

**SOCIETY FOR CORPORATE GOVERNANCE, INC.**

**SIXTH:** The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 240 West 35th Street, Suite 400, New York, NY 10001.

**SEVENTH:** The above amendments to the certificate of incorporation were authorized by a majority vote of the members entitled to vote thereon at a meeting.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

**DATED:** July 13, 2016

S/Darla Stuckey

Darla Stuckey, President

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**SOCIETY OF CORPORATE SECRETARIES AND GOVERNANCE PROFESSIONALS, INC.**

**(formerly AMERICAN SOCIETY OF CORPORATE SECRETARIES, INC.)**

**(Includes All Amendments through December 9, 2004)**

**Pursuant to the Membership Corporations Law  
(Now Governed by the Not-for-Profit Corporation Law)**

We, the undersigned, for the purpose of forming a membership corporation pursuant to the Membership Corporations Law of the State of New York, do hereby certify:

1. The name of the corporation is **SOCIETY OF CORPORATE SECRETARIES AND GOVERNANCE PROFESSIONALS, INC.**

2. The purposes for which the Society is to be formed are as follows:

- (a) To encourage, promote, aid in and effect the voluntary interchange among members of the Society of data, information, experience, ideas, knowledge, methods and techniques relating to the corporate duties, and the problems and practices connected therewith, not only of secretaries and assistant secretaries, as such, of corporations or other entities engaged in any and all kinds of business or activity, but also of other officers and executives of any such corporations or other entities in analogous or equivalent positions or who perform the commonly accepted duties of a corporate secretary or assistant secretary, all such persons being hereinafter for convenience together referred to as (and included in the term) secretaries.
- (b) To provide a means for maintaining a representative and centralized body or organization to collect, collate, coordinate and distribute, by any means deemed advisable, data, information, experience, ideas, knowledge, methods and techniques above referred to, all with a view to improving the efficiency and, if deemed advisable, promoting uniformity in the work, of secretaries, as such, as to developing matters of mutual interest to them.
- (c) To establish ethical and professional standards of work and conduct for secretaries or for the commonly accepted duties of such office and to foster and encourage observance of the same.
- (d) To print, publish, distribute and circulate books, pamphlets, periodicals, papers and articles in connection with activities and in furtherance of the purposes of the Society; to compile and maintain lists, registers and records of secretaries of corporations and other entities and other corporate officers, and to print, publish and distribute the same, to the extent deemed advisable; to establish and conduct bureaus and offices necessary and incidental to the activities of the Society.
- (e) To make surveys and studies, hold conferences and forums and arrange for the giving of lectures and the reading of papers on matters and problems of interest to members of the Society; to foster, promote, encourage and facilitate discussion, study and research in matters and problems of corporate procedure and practice of interest to secretaries as such, and generally to collect and disseminate in any manner or by any means deemed appropriate information of service or interest to members of the Society or the public at large.
- (f) To conduct and carry on such other and related activities as may be necessary or desirable or incident to gaining recognition of the Society and the attainment of its purposes, including recognition of the accomplishments and usefulness of secretaries as such in corporations or other similar organizations.
- (g) To solicit, collect, raise and obtain money for any of the purposes of the Society, through entrance fees, membership dues and/or periodic assessments and/or by acceptance of gifts, legacies, bequests and endowments or otherwise, and to carry on activities for the purpose of raising funds, and to expend, contribute, disburse any funds and/or to invest and reinvest in any kind of property or securities (whether or not appropriate

for the investment of trust funds), and otherwise to handle and deal with or dispose of any funds collected or monies received and the income therefrom for any or all of the purposes of the Society.

- (h) To carry on all or any of the activities of the Society and in connection therewith to incur any indebtedness or liability deemed necessary or advisable, to issue notes, debentures or other similar obligations to evidence any such liability or indebtedness and to secure the same by pledge or other lien upon any property or assets of the Society and to purchase, lease or otherwise acquire in any manner, and to hold or sell, lease, exchange or otherwise dispose of and deal with such property, real, personal and mixed, as may be requisite for the transaction of its business or the conduct of its affairs in any of the states, districts, territories or colonies of the United States, subject to the laws of such state, district, territory or colony.
- (i) To exercise all powers that are or may hereafter be conferred upon corporations formed under the Membership Corporations Law and also under any other law applicable to such corporations, and to do any and all such other acts and things, including the making and performing of any contracts necessary, desirable or appropriate to carry out or accomplish any of the purposes of the Society; provided, however, that none of the provisions herein shall be deemed to authorize the Society directly to carry out any purposes specified in Section 11 of said Law.

The Society is a non-profit organization and no part of any net income which it may have shall inure to the benefit of any private party who might be deemed a shareholder, nor shall any member, officer or employee of the Society receive or be entitled to receive any pecuniary profit of any kind therefrom except reasonable compensation as approved by, or in the manner authorized by, the Board of Directors for services in effecting one or more of the purposes of the Society. In case of the dissolution of the Society, no distribution of any of its property or assets shall be made to any member, director or officer thereof, but all such property and assets shall be in such case applied to accomplish the general purposes for which the Society is organized as the proper court having jurisdiction may direct.

3. The territory in which the operations of the Society are principally to be conducted is in the United States of America, territories, possessions and dependencies thereof, and the District of Columbia, but the operations of the Society shall not be limited to such territory.

4. The office of the Society shall be located in the Borough of Manhattan, City, County and State of New York, with additional offices in such other places as may be deemed advisable.

5. The names and residences of the directors of the Society until the first annual meeting are as follows:

<i>Names</i>	<i>Residences</i>
Reed Hertel	6761 Colonial Avenue, Forest Hills, N.Y.
Jack D. Gunther	21 Division Avenue, Summit, N.J.
Bracebridge H. Young	10 Old Lane, Scarsdale, N.Y.
John H. Mathis	90 Morningside Drive, New York, N.Y.
Theodore L. Turney	980 Edgewood Avenue, Pelham Manor 65, N.Y.

6. All of the subscribers to this Certificate of Incorporation are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and at least one of the persons named as directors is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made and subscribed this Certificate this 30th day of October, 1946 and have acknowledged the same.

REED HARTEL  
JACK D. GUNTHER  
BRACEBRIDGE H. YOUNG  
JOHN H. MATHIS  
THEODORE L. TURNEY

[Amendments to October 30, 1946 Certificate through December 9, 2004, are incorporated above.]