

CERTIFICATE OF INCORPORATION  
OF  
ALL-COUNTY TAXPAYERS ASSOCIATION, INC.

under section 402 of the Not-for-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is

All-County Taxpayers Association, Inc.

- (2) The corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law.

- (3) The purpose or purposes for which the corporation is formed are as follows:

1. To study public expenditures from an objective non-partisan viewpoint.
2. To provide and plan an organized and constructive approach in dealing with tax problems.
3. To work with local officials in effecting improvements in local government.
4. To focus the spotlight of public attention upon the increasingly serious tax problem.
5. To attack the ever mounting burden of taxes at its source -- public expenditures.
6. To scrutinize public expenditures so that waste, inefficiency and duplication shall be eliminated. Thus, more worthwhile governmental services may be augmented without increasing the already heavy tax load, and citizens may be assured of a full dollar's value for every dollar of tax outlay.
7. To adhere at all times to proven facts, without prejudice, partisanship or politics.
8. To foster economy and efficiency in public administration in the interest of improving the economic status and standard of living of citizens of the community.
9. To help simplify public procedure and program to such a degree that it is made more efficient as well as more easily and widely understood.
10. To stimulate and lead into action for better government all citizens, and to cooperate with existing organizations in promoting such action.
11. To aid all public officials, to do a progressively better job, by offering definite constructive suggestions.

The All-County Taxpayers Association, Inc. (ACTA) expects to participate vigorously in practical politics. Although it will have a continuing "issue" orientation, it will express that orientation in electoral politics, by seeking a line on the ballot in state and local elections, by supporting candidates for public office, by lobbying for issues it favors as part of its program of taxpayer advocacy, by preparing and lobbying for legislation that will embody the principles enunciated by

ACTA's Board of Directors by resolution or by adopting propositions prepared for its action by other taxpayer groups, and by serving as a conduit for the presentation of the taxpayer's voice in the arena of public policy and electoral or legislative politics. Because of this active political orientation, ACTA will not apply for tax-exempt status under state or federal law.

The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in section 202 of the Not-for-Profit Corporation Law, subject to any limitations provided in the Not-for-Profit Corporation Law or any other statute of the State of New York.

The corporation shall be a Type *A* corporation pursuant to section 201 of the Not-for-Profit Corporation Law.

Robert L. Schulz  
Box 177 Star Route  
Glens Falls, New York 12801

John Salvador, Jr.  
RR1 Box 1179  
Lake George, New York 12845

Andrea Vecchio  
11 The Keel  
East Islip, New York 11730

Judith A. Schulz  
Box 177 Star Route  
Glens Falls, New York 12801

(5) The office of the corporation is to be located in the ~~Town of Port Ann~~,  
County of Washington, State of New York.

(6) ~~The territory in which the activities of the corporation are principally  
to be conducted is~~

~~comprised of all the Counties of the State of New York~~  
*60. THE SECRETARY OF STATE IS DESIGNATED AS AGENT OF THE CORPORATION BY WHOM*  
~~The post office address to which the Secretary of State shall mail a~~ *PROCESS*  
*MAY*  
*BE*  
*SERVED.*  
*SUCH PROCESS*  
~~copy of any notice required by law is~~

Box 177 Star Route  
Glens Falls, New York 12801

(8) ~~Approval and consents required by law.~~

No part of the income of the corporation shall inure to the benefit of any 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 affecting one of more of its purposes), and no member, trustee, 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.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954; as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 (d) of the Code.

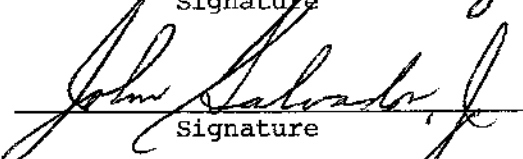
IN WITNESS WHEREOF, the undersigned incorporator, or each of them if there are more than one, being at least eighteen years of age, affirm(s) that the statements made herein are true under the penalties of perjury.

SIGNED THIS DATE: February 21, 1992

Robert L. Schulz  
Box 177 Star Route  
Glens Falls, NY 12801

  
Signature

John Salvador, Jr.  
RR1 Box 1179  
Lake George, NY 12845

  
Signature

Andrea Vecchio  
11 The Keel  
East Islip, NY 11730

  
Signature

Judith A. Schulz  
Box 177 Star Route  
Glens Falls, NY 12801

  
Signature

I, the undersigned Justice of the Supreme Court of the State of New York  
Judicial District, do hereby approve the foregoing Certificate of  
Incorporation of

All-County Taxpayers Association, Inc.

Dated:

J.S.C.

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OF

ALL-COUNTY TAXPAYERS ASSOCIATION, INC.

under Section 402 of the Not-For-Profit Corporation Law

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Filed by: Robert L. Schulz  
Box 177 Star Route  
Glens Falls, NY 12801