

State of New York }
Department of State } ss.

42576

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 30T 5 1970

Brail G. Patterson

Secretary of State

CERTIFICATE OF INCORPORATION OF

BRYANT GARDENS CORP.

under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the proposed corporation is
BRYANT GARDENS CORP.

(2) The purpose or purposes for which this corporation
is formed are as follows, to wit:

(a) The primary purpose of this corporation is to provide residences for its shareholders by leasing to them, under proprietary leases, apartments in the building or buildings owned by the corporation, and each of its shareholders shall be entitled solely by reason of his ownership of shares in the corporation to a proprietary lease entitling him to occupy for dwelling purposes an apartment in the building under said lease.

(b) To acquire by purchase or otherwise the land and building or buildings erected thereon at Bryant and Mamaroneck Avenues, White Plains, New York, and any other real estate and rights or interests in real estate necessary for or appropriate to the possession and enjoyment or use of the aforesaid premises, together with the appurtenances thereto, and any and all personal property of whatsoever kind and nature located therein; to hold, operate, manage, sell, exchange, mortgage or otherwise encumber or dispose of, improve, alter, maintain, develop, repair and lease the same and the several parts and apartments in any buildings owned by the corporation and in any replacements thereof or incident to, necessary and suitable or advisable for, or in any way connected with, said purposes for which the corporation is formed.

(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 any of the said buildings 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) To do and perform every act required or permitted by law to be done or performed in the erection, maintenance and operation of such buildings; to acquire, construct, maintain and operate all necessary or customary conveniences such as elevators, lighting, heating and refrigeration in connection with the operation of any and all of the aforesaid buildings, and to manufacture or otherwise acquire and to sell, supply or otherwise furnish or dispose of other conveniences and services of every kind and description for tenants or occupants of property owned or operated by the corporation.

(e) To purchase, acquire, hold and dispose of shares or rights to subscribe thereto, bonds and other evidences of indebtedness of any corporation, foreign or domestic, and to issue in exchange therefor its shares, bonds or other obligations; to possess and exercise in respect thereto all the rights, powers and privileges of individual holders or owners thereof, and to exercise any and all voting power thereon.

(f) To purchase or otherwise acquire, hold, sell, transfer, reissue or cancel or otherwise dispose of its own shares, bonds, debentures, notes or other obligations or securities or evidences of interest therein in the manner and to the extent now or hereafter permitted to corporations organized under the laws of the State of New York; provided that the corporation shall not use its funds or other assets for the purchase of its own shares when such use would cause any impairment of the capital of the corporation, and provided further that shares belonging to the corporation shall not be voted upon directly or indirectly.

(g) To borrow or raise monies for any of the purposes of the corporation without limit as to amount; to issue bonds, debentures, notes or other obligations of any nature, or in any manner, for monies so borrowed and to secure the payment thereof and the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, provided the same be permitted by law.

(h) To compromise or settle any claims, debts, leases, tenancies or occupancies asserted by or against the corporation.

The corporation, in furtherance of its corporate purposes above set forth, shall have all of the powers

enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or any other statute of the State of New York.

(3) The office of the corporation is to be located in the City of New York, County of New York, State of New York.

(4) The aggregate number of shares which the corporation shall have the authority to issue is 120,000 shares of one class only of the par value of \$1.00 per share.

(5) All of the above shares shall be common, shall be fully paid and non-assessable, 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.

(6) No holder of any shares of the corporation shall be entitled as such, as a matter of right to subscribe for or receive additional shares of the corporation, whether now or hereafter authorized, or any bonds, debentures, or other securities convertible into shares or carrying any right to purchase shares, but any such additional shares or bonds, debentures, or other securities convertible into shares or carrying any right to purchase shares may be issued or disposed of by the Board of Directors to such persons and on such terms as it, in its discretion, may deem advisable.

(7) No shareholder shall be entitled (either conditionally or unconditionally) to receive any distribution not out of earnings and profits of the corporation, except upon a complete or partial liquidation of the corporation.

(8) If a shareholder shall be indebted to the corporation, the Board of 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 certificate representing the shares.

(9) The Secretary of State is designated as agent of the corporation upon whom process against it 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 Kurzman Karelsen & Frank
230 Park Avenue
New York, New York 10017

61

BRYANT GARDENS CORP.

OF

NOV 11 1979

[Handwritten signature]

98-60

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 5 - 1979

44447

AMT OF CHECK \$ 114.50
 FILING FEE \$ 50
 TAX \$ 60
 COPY \$ 4.50
 CERT \$ _____
 REFUND \$ _____
 BY: *[Signature]*

PHY

KURZMAN KAREISEN & FRANK, ESQS.
230 Park Avenue
New York, N.Y. 10017