

PLAN OF MERGER
OF
CANANDAIGUA LAKE ASSOCIATION INC.
INTO
CANANDAIGUA LAKE WATERSHED ALLIANCE, INC.

The Boards of Directors of Canandaigua Lake Association Inc. and Canandaigua Lake Watershed Alliance, Inc. have adopted the following plan of merger:

1. The names of the constituent corporations are Canandaigua Lake Association Inc. (the "Association") and Canandaigua Lake Watershed Alliance, Inc. (the "Alliance"). The name under which the Alliance was formed is Canandaigua Lake Pure Waters Association, Inc. The surviving corporation is Canandaigua Lake Watershed Alliance, Inc., which upon filing the certificate of merger with the Department of State shall change its name to Canandaigua Lake Watershed Association, Inc.

2. The Association has 344 members, all of whom are voting members. The Alliance has 422 members, all of whom are voting members.

3. The terms and conditions of the merger are as follows:

a. The membership interest of the members of the Association in the Association shall be cancelled and converted into membership interest in the Alliance. No cash or other consideration shall be paid or delivered for the membership interest of the members in the Association. The membership interests in the Alliance shall remain unchanged.

b. The amended and restated by-laws of the Alliance in the form annexed hereto as Exhibit A shall be effective upon filing of the certificate or merger with the Department of State.

c. Effective upon filing of the certificate of merger, in the form attached hereto as Exhibit B, with the Department of State, the directors and officers of the Alliance shall be as follows:

Directors:

<u>Name</u>	<u>Address</u>
Ted Carman	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Jack Dailey	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
John Fayko	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Nadia Harvieux	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Eugene Hermenet	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Brenda Keith	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Karyn Quinlan	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Rod Smith	c/o CLWA P.O. Box 323 Canandaigua, NY 14424

Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Robert Brancato	President	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Lynn Thurston	President-Elect	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Frank Kerwin	Treasurer	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Tom Harradine	Secretary	c/o CLWA P.O. Box 323 Canandaigua, NY 14424
Martin DeVinney	Past-President	c/o CLWA P.O. Box 323 Canandaigua, NY 14424

4. a. All property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of the Association, including any amounts receivable from the Alliance, shall be transferred to, vest in, and devolve upon the Alliance, the surviving corporation, without further act or deed as effectively as if they were of the Alliance.

b. The Alliance shall assume and be liable for all the liabilities, obligations and penalties of the Association.

5. The certificate of incorporation of the Alliance shall be amended as follows:

a. Paragraph FIRST shall be amended to change the name of the Alliance and shall read in full as follows:

FIRST: The name of the Corporation shall be Canandaigua Lake Watershed Association, Inc.

b. Paragraph SECOND concerning the purposes of the Association shall be amended to read in full as follows:

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

1. To study and to inform the members, local town officials and the public concerning means and methods to conserve, improve and protect the natural resources and environment of the Watershed at Canandaigua Lake (the "Watershed"); to work to control water, land and air pollution in order to enhance the health, safety and welfare of the people who reside and seek recreation in that Watershed; and to foster, promote, create and maintain conditions under which man and nature can thrive in harmony with each other and achieve social, economic and technological progress for present and future generations by assuring surroundings which are helpful and aesthetically pleasing, guaranteeing the widest range of beneficial uses of this environment without risk to health or safety, degradation or other undesirable consequences, promoting patterns of development and technology which do not have an adverse impact on the environment and preserving the unique qualities of special resources now or formerly found in the Watershed.

2. To sponsor and support educational activities, events and other efforts aimed at preserving local Native American folklore and the pioneer history of the Watershed area.

3. To work with town governments, state agencies and other municipal entities to help secure and implement policies and regulations that protect the Watershed and its resources.

4. To support and partner with other organizations whose missions are the education and/or scientific documentation of issues affecting the Watershed, including history of the area.

5. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit, or financial gain of its members, directors or officers, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

Nothing herein shall authorize the Corporation to operate or maintain a library, museum, archive or historical society or to own or hold collections.

c. Paragraph THIRD relating to restrictions on the activities of the Corporation is hereby amended to read in full as follows:

THIRD: The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its members, directors or officers except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1986, as now enforced or afterward amended (the "Code") during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision. The Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for political office.

Notwithstanding any other provision in this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

d. Paragraph FOURTH relating to dissolution of the Corporation shall be amended to read in full as follows:

FOURTH: Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated for purposes substantially similar to those of the dissolved corporation, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

Dated: August 22, 2009