

CERTIFICATE AS TO RESOLUTIONS
(Resolution #2015.1 Date 02/08/2015)

I, CAROLYN STERN, Secretary of PHILMONT BEAUTIFICATION, INC (hereinafter called the Organization), hereby certify, as follows:

1. The Certificate of Incorporation of the Organization was filed in the office of the Secretary of State of New York on October 24, 2006, and the Organization is validly existing and in good standing under the laws of the State of New York on the date of this Certificate.

2. At the Annual Meeting of the Board of Directors of the Organization, duly held in accordance with the Organization's By-laws on 02/08/2015 at which a quorum as prescribed by law and the by-laws of the Organization was present and voting throughout and the following recitals and resolutions were unanimously adopted and the same have not been revoked, canceled, annulled or amended in any manner and are in full force and effect on the date of this Certificate:

"WHEREAS the Organization has the **Philmont Beautification, Inc., Conflict of Interest Policy** to be executed by the Organization as an Amendment of the existing Conflict of Interest policy dated 09/03/2008 as a part of the Organization Bylaws.

"NOW, THEREFORE, be it

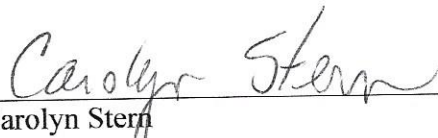
"RESOLVED that any and all acts of the officers of the Organization to the date of this meeting in connection with the transactions referred to in the preceding recitals are hereby in each and every respect ratified, confirmed, adopted and approved as the acts of the Organization;

"RESOLVED that the Executive Director, the President, or any Chair, or any Secretary of the Organization be, and each of them hereby is, authorized to attest or witness the execution of any document authorized by the foregoing resolutions and to sign and affix the Organization seal (if any) to certificates and such other documents and instruments as may be necessary or appropriate."

3. The following persons have been duly elected to the offices set opposite their respective names and are the incumbents in such offices on the date of this Certificate:

<u>Name</u>	<u>Office</u>
John Gourlay	President
Sally Baker	Executive Director
Kate Martino	Treasurer
Carolyn Stern	Secretary

IN WITNESS WHEREOF, this Certificate has been signed this 8th day of February, 2015.



Carolyn Stern
Secretary

Philmont Beautification, Inc.
Board of Directors Conflict of Interest Policy

In their capacity as directors, the members of the Board of Directors (the Board) of Philmont Beautification, Inc., (the organization) must act at all times in the best interests of the Organization. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

Conflict of Interest Policy

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of the Organization. In their capacity as Board members, they must subordinate personal, individual business, third party, and other interests to the welfare and best interests of the Organization.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the Organization and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to the Organization. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interest shall be disclosed by Board members to the Organization Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate, if any. The Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form attached. All completed forms shall be provided to and reviewed by the Executive Committee, as well as all other conflict information provided by the Board members.

**Philmont Beautification, Inc.
Board of Directors Conflict of Interest Policy**

Acknowledgment and Disclosure Form

I have read the Philmont Beautification, Inc., Board Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times during my service as an Organization Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate, I will promptly notify the Organization President in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Board Member Signature: _____

Board Member Printed Name: _____

Date: _____

ARTICLE 7

Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, neither the corporation nor any director, officer, employee, agent, or any other representative of the corporation shall 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 8

Dissolution

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the State of New York.

ARTICLE 9

Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 10

Personal Liability

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit