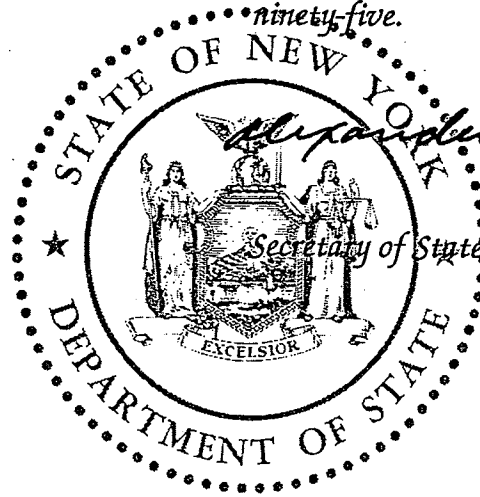


State of New York } SS:
Department of State

I hereby certify, that the certificate of incorporation of AMERICAN YOUTH HOSTELS, INC. was filed on 10/27/1949, as a Not-for-Profit corporation and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of April
one thousand nine hundred and

~~ninety five.~~



Alexander F. Treadwell

199504140120

CERTIFICATE OF INCORPORATION

OF

AMERICAN YOUTH HOSTELS, INC.

Pursuant to the Membership Corporations Law

We, the undersigned, desiring to form a corporation pursuant to the Membership Corporations Law of the State of New York, do hereby make, subscribe and acknowledge this certificate for that purpose, as follows:

1. The name of the Corporation shall be

AMERICAN YOUTH HOSTELS, INC.

2. The purposes for which the Corporation is to be formed are exclusively charitable and educational and are to provide, especially for young people, recreational and educational opportunities through hosteling - that is, through simple modes of travel such as on foot or bicycle, and thereby: To aid in the acquisition of a greater knowledge and appreciation of the out-of-doors and of the life, culture, and history of the peoples of the United States and of other countries, and to develop self-reliant, community-minded and world-minded citizens, and thus to further good will, mutual understanding and respect among peoples of different backgrounds, points of view and environs.

Without limiting the generality of the foregoing, it shall also be among the purposes of the Corporation:

- (a) To promote the establishment of local units, to further the program of hosteling within their respective geographical jurisdictions and to establish and maintain standards for such local units.

- (b) To promote and assist in the establishment of hostels to provide simple and inexpensive accommodations for use by individuals or groups who are participating in the program of the Corporation and to establish and maintain standards for such hostels.

- (c) To establish and maintain standards for individuals or groups participating in the program of the Corporation, and, without regard to race, creed or color, to issue passes or other certificates of participation to qualified individuals or groups.

- (d) To sponsor hosteling trips in the United States and abroad to carry out the general purposes of the Corporation and to provide and train leaders for such sponsored trips.

- (e) To cooperate with schools, colleges and other educational, recreational and civic organizations in the development of

programs of mutual interest and advantage.

(f) To cooperate with youth hostel associations or organizations in other countries for the promotion of international hosteling.

(g) To supply information of a nature which will further the purposes of the Corporation to interested persons by means of publications, speakers, radio, television, motion pictures and other media.

3. The Corporation is not organized for profit and no part of its income shall inure to the benefit of any member, director, officer or individual, and no member, director, officer or employee of the Corporation shall receive or be lawfully entitled to receive any income of any kind therefrom, except reasonable compensation for services in effecting one or more of its purposes.

4. The territory in which the operations of the Corporation are principally to be conducted is the United States of America, but the operations of the Corporation shall not be limited to such territory and may be conducted abroad.

5. The office of the Corporation is to be located in the City and County of New York.

6. The number of directors of the Corporation shall be not less than five (5) and not more than thirty (30).

7. The names and residences of the directors of the Corporation until its first annual meeting are as follows:

<u>Names</u>	<u>Residence</u>
John D. Rockefeller, 3rd	Sleepy Hollow Road (No road or street number) Town of Mt. Pleasant, New York
Horace M. Albright	Wykagyl Gardens New Rochelle, New York
Lloyd K. Garrison	133 East 64th Street New York, New York
Edwin A. Locke, Jr.	1150 Fifth Avenue New York, New York
Matilda D. Straus	895 Park Avenue New York, New York

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

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 4th day of October, 1949.

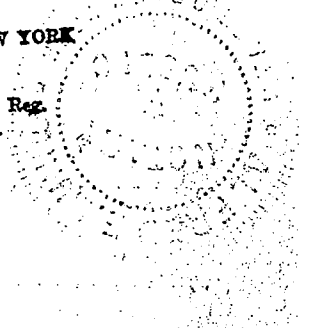
John D. Rockefeller 3rd
Samuel W. Aldrich
Leon S. Gurnea
Edwin O. Locke, Jr.
Matilda J. Stearns

STATE OF NEW YORK)
COUNTY OF *New York* ; ss.:

On this *4th* day of October, 1949, before me a Notary Public of the State of New York, personally came JOHN D. ROCKEFELLER 3rd to me known and known to me to be the individual described in and who executed the foregoing certificate of incorporation, and he acknowledged to me that he executed the same.

Alfred E. Munro
Notary Public

ALFRED E. MUNRO
NOTARY PUBLIC, STATE OF NEW YORK
No. 41-2818000
Qual. in Queens County
Cert. Filed with N. Y. Co. Clerk & Reg.
Term expires March 30, 1951



STATE OF NEW YORK)
COUNTY OF *New York* ; ss.:

On this *5th* day of October, 1949, before me a Notary Public of the State of New York, personally came HORACE M. ALBRIGHT to me known and known to me to be the individual described in and who executed the foregoing certificate of incorporation, and he acknowledged to me that he executed the same.

Gertrude B. Stiehler

Notary Public
GERTRUDE B. STIEHLER
Notary Public in the State of New York
Residing in Westchester County
Cert. filed N.Y.Co. No.692, Reg. No.227-S-0
Commission expires March 30, 1950

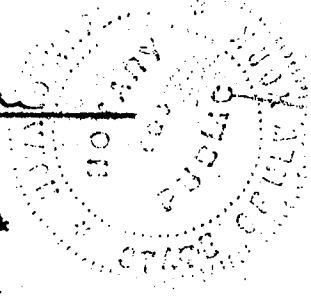


STATE OF NEW YORK)
COUNTY OF *Orange* ; ss.:

On this *11th* day of October, 1949, before me a Notary Public of the State of New York, personally came LLOYD K. GARRISON to me known and known to me to be the individual described in and who executed the foregoing certificate of incorporation, and he acknowledged to me that he executed the same.

Howard Kaplan
Notary Public

HOWARD KAPLAN
Notary Public for the State of New York
Qualified In New York County
No. 31-2031700
Cert. filed with City Reg., N. Y. County

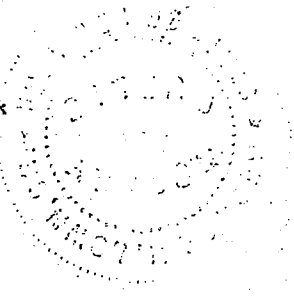


STATE OF NEW YORK)
COUNTY OF *New York*) ss.:

On this *10th* day of October, 1949, before me a Notary Public of the State of New York, personally came EDWIN A. LOCKE, Jr. to me known and known to me to be the individual described in and who executed the foregoing certificate of incorporation, and he acknowledged to me that he executed the same.

George H. Lown Sr.
Notary Public

GEORGE H. LOWN, Sr.
Notary Public, State of New York
No. 30-2414200
Qualified in Nassau County
Certificate filed with New York
County Clerk and Register
Term Expires March 30, 1951

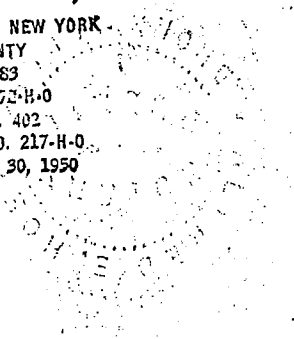


STATE OF NEW YORK)
COUNTY OF *New York*) ss.:

On this *1st* day of October, 1949, before me a Notary Public of the State of New York, personally came MATILDA D. STRAUS to me known and known to me to be the individual described in and who executed the foregoing certificate of incorporation, and she acknowledged to me that she executed the same.

Alfred E. Hoey
Notary Public

ALFRED E. HOEY
NOTARY PUBLIC IN THE STATE OF NEW YORK
RESIDING IN BRONX COUNTY
BRONX CO. CLERKS NO. 83
BRONX CO. REGISTER'S NO. 72-H-0
NEW YORK CO. CLERKS NO. 402
NEW YORK CO. REGISTER'S NO. 217-H-0
COMMISSION EXPIRES MARCH 30, 1950



STATE OF NEW YORK)
COUNTY OF *New York*) ss.:

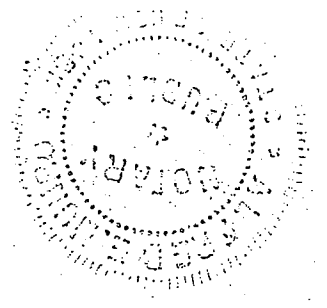
JOHN D. ROCKEFELLER, 3rd, being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New York.

John D. Rockefeller 3rd

Sworn to before me this
4th day of October, 1949.

Alfred E. Munro

ALFRED E. MUNRO
NOTARY PUBLIC, STATE OF NEW YORK
No. 41-2816900
Qual. in Queens County
Cert. Filed with N. Y. Co. Clerk & Reg.
Term expires March 30, 1951



STATE OF NEW YORK)
COUNTY OF *New York*) ss.:

HORACE M. ALBRIGHT, being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New York.

Horace M. Albright

Sworn to before me this
5th day of October, 1949.

Gertrude B. Stiehler

GERTRUDE B. STIEHLER
Notary Public in the State of New York
Residing in Westchester County
Cert. filed N.Y.Co. No.692, Reg. No.227-S-0
Commission expires March 30, 1950



STATE OF NEW YORK)
) : ss.:
COUNTY OF New York)

LLOYD K. GARRISON , being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New York.

Lloyd Garrison

Sworn to before me this
11th day of October, 1949.

Howard Kaplan

HOWARD KAPLAN
Notary Public for the State of New York
Qualified in New York County
No. 31-2081700
Cert. filed with City Reg., N. Y. County
Commission Expires March 30, 1951



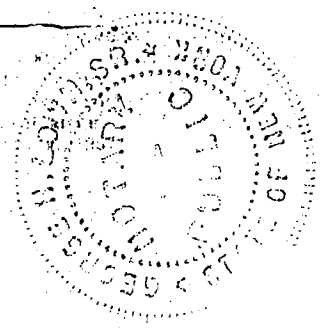
STATE OF NEW YORK)
) : ss.:
COUNTY OF New York)

EDWIN A. LOCKE, Jr. , being duly sworn, deposes and says that he is one of the persons who signed the above certificate of incorporation and that he is a citizen of the United States and a resident of the State of New York.

Edwin A. Locke, Jr.

Sworn to before me this
10th day of October, 1949.

George A. Rowan, Jr.



STATE OF NEW YORK)
COUNTY OF *New York* ss.:

MATILDA D. STRAUS, being duly sworn, deposes and says that she is one of the persons who signed the above certificate of incorporation and that she is a citizen of the United States and a resident of the State of New York.

Matilda D. Straus

Sworn to before me this
18 day of October, 1949.

Alfred E. Hoey

ALFRED E. HOEY
NOTARY PUBLIC IN THE STATE OF NEW YORK
RESIDING IN BRONX COUNTY
BRONX CO. CLERKS NO. 83
BRONX CO. REGISTER'S NO. 78-H-0
NEW YORK CO. CLERKS NO. 402
NEW YORK CO. REGISTER'S NO. 217-H-0
COMMISSION EXPIRES MARCH 30, 1950

STATE OF NEW YORK)
COUNTY OF *New York* : ss.:

JOHN V. DUNCAN, being duly sworn, deposes and says that he is an attorney at law and a member of the firm of Patterson, Belknap & Webb, counsel for the incorporators above named in the foregoing Certificate of Incorporation; that no previous application for the approval of this certificate or of any certificate of incorporation of AMERICAN YOUTH HOSTELS, INC. has been made to any Court or Judge by said incorporators or any of them.

JOHN V. DUNCAN

Sworn to before me this
25th day of October, 1949.

Harry Pearlman
HARRY PEARLMAN
Notary Public in the State of New York
Qualified in Kings County
Kings Co. Clk's No. 311, Reg. No. 511-P-0
N. Y. Co. Clk's No. 820, Reg. No. 724-P-0
Queens Co. Clk's No. 1514, Reg. No. 286-P-0
Bronx Co. Clk's No. 41, Reg. No. 266-P-0
Certificate filed in Westchester County
Commission Expires March 30, 1950

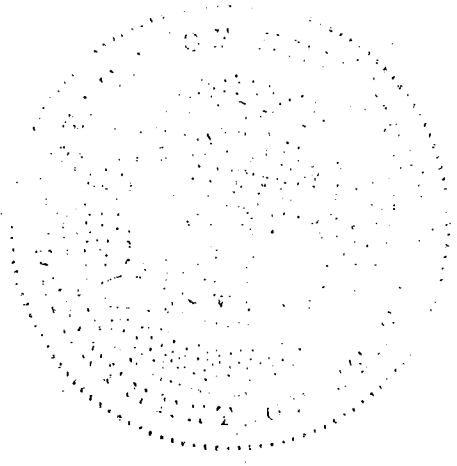
(SEAL)

I, *JULIUS MILLER*, a Justice of the Supreme Court of the State of New York in the First Judicial District, hereby approve the foregoing Certificate of Incorporation of AMERICAN YOUTH HOSTELS, INC.

Dated, New York, October 26th, 1949

JULIUS MILLER

JUSTICE OF THE SUPREME COURT
OF THE STATE OF NEW YORK



22559

State of New York }
DEPARTMENT OF STATE } ss.:

I CERTIFY That I have compared the preceding copy with the original Certificate

of Incorporation of

AMERICAN YOUTH HOSTELS, INC.,

filed in this department on the 27th day of October, 1949, and that such copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the City of Albany, this twenty-seventh day of October, one thousand nine hundred and forty-nine.

Reuben M. Menez

Deputy Secretary of State.

CERTIFICATE OF AMENDMENT

79106280002bb

OF THE

CERTIFICATE OF INCORPORATION

OF

AMERICAN YOUTH HOSTELS, INC.

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

WE, THE UNDERSIGNED, being the President and Secretary of American Youth Hostels, Inc., do hereby certify:

1. The name of the corporation is "American Youth Hostels, Inc." (the "Corporation"). The name under which the Corporation was formed was American Youth Hostels, Inc.

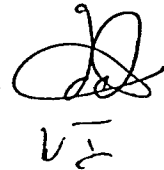
2. The certificate of incorporation of the Corporation was filed by the Department of State on the 27th day of October, 1949. The Corporation was formed under the Membership Corporation Law of the State of New York.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under Section 201 of said law. The Corporation shall continue to be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law upon filing of this Certificate of Amendment.

4. Section 3(d) of the Certificate of Incorporation, which sets forth the distribution of assets of the Corporation in the event of dissolution, is hereby amended to read as follows:

"(3)(d) In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be


1



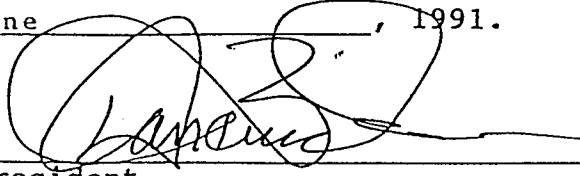
distributed to another organization or organizations for use for substantially similar purposes, subject to the approval of a court of competent jurisdiction upon application of the Board of Directors, provided that: (i) no such distribution shall be made to a proposed distributee unless the proposed distributee shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended; and (ii) the proposed distributee is organized and operated exclusively for charitable purposes. Any of such assets not so distributed shall be distributed to such other organization or organizations as shall, at that time, qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Code and which shall be organized and operated exclusively for charitable purposes, subject to the approval of a Justice of the Supreme Court of the State of New York or such other Court having jurisdiction over the Corporation. On dissolution or winding up of the affairs of the Corporation, the use and disposition of real or personal property owned or used by this Corporation in states other than New York shall be limited to the purposes stated in the foregoing paragraphs in such manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states."

5. The above amendments to the Certificate of Incorporation of the Corporation were authorized by vote of a majority of all members entitled to vote thereon at a meeting of the members.

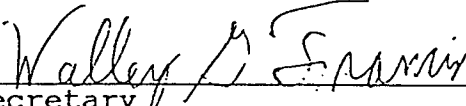
6. The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her as agent of the Corporation is as follows: c/o American Youth Hostels, Inc., 724 9th Street, N.W., Seventh Floor, Washington, D.C. 20001.


KJ

IN WITNESS WHEREOF, this Certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 1st day of June, 1991.



President
Daniel Burden



Secretary
Wally G. Francis

ATTORNEY GENERAL

The undersigned has no objection to the granting of Judicial approval hereon and waives statutory notice.

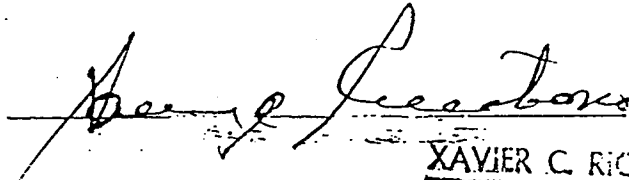
ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

By: _____

Dated: _____

SUPREME COURT

I, XAVIER C. RICCOBONO, a Justice of the Supreme Court of the State of New York for the First Judicial District do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of American Youth Hostels, Inc. and consent that the same be filed.



XAVIER C. RICCOBONO

JUSTICE

SUPREME COURT OF THE STATE OF NY
FIRST JUDICIAL DISTRICT

Dated: JUNE 19, 1991

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by Laura Weiner
June 11, 1991
ASSISTANT ATTORNEY GENERAL

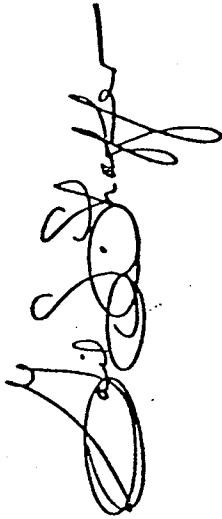
State of New York }
Department of State }
SS:

043169

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.

JUN 28 1991

Witness my hand and seal of the Department of State on



Secretary of State

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE
ALBANY, NY 12231

FILING RECEIPT

CORPORATION NAME: AMERICAN YOUTH HOSTELS, INC.

DOCUMENT TYPE : AMENDMENT (DOM. NFP)
PROVISIONS

COUNTY: NEWY

SERVICE COMPANY : EMPIRE CORPORATE & INFORMATION SERVICES

FILED: 06/28/1991 DURATION: ***** CASH #: 910628000299 FILM #: 910628000266

ADDRESS FOR PROCESS



REGISTERED AGENT

FILER	65.00	PAYMENTS	65.00
GARFUNKEL WILD & TRAVIS, P.C.		CASH	0.00
175 GREAT NECK ROAD		CHECK	0.00
GREAT NECK, NY 11021		BILLED	65.00
		COPIES	10.00
		HANDLING	25.00
		REFUND	0.00

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FILED

JUN 20 2 23 PM '91

BY: ms
TAXS

FILED
JUN 28 1991
DEPARTMENT OF STATE
STATE OF NEW YORK

RECEIVED
JUN 21 2 00 PM '91

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
AMERICAN YOUTH HOSTELS, INC.

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

BILLED

GARFUNKEL WILD & TRAVIS, P.C.
ATTORNEYS AT LAW
175 GREAT NECK ROAD
GREAT NECK, N. Y. 11021
(516) 466-3090

HA

910628000269