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EXECUTION VERSION

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CERTIFICATE OF INCORPORATION
OF
HUDSON HIGHLANDS FJORD TRAIL, INC.

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is Hudson Highlands Fjord Trail, Inc. (the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The purposes for which the Corporation is formed are as follows:

The Corporation is being organized exclusively for the benefit of, to perform the function of, or to carry out the purposes of, Scenic Hudson, Inc., specifically, the development and operation of a linear park located between Cold Spring, NY and Beacon, NY, currently known as the "Fjord Trail."

The Corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOURTH: The Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

FIFTH: The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the Corporation is to be located in Dutchess County, State of New York.

SEVENTH: The names and addresses of the three initial directors of the Corporation are:

Class A Directors

Name: Ned Sullivan

Address:

One Civic Center Plaza, Suite 200
Poughkeepsie, NY 12601-3157

Name: Steve Rosenberg

Address:

One Civic Center Plaza, Suite 200
Poughkeepsie, NY 12601-3157

Class B Director

Name: Chris Davis

Address:

c/o Shelby Cullom Davis Charitable Fund
501 Silverside Rd
Wilmington, DE 19809

EIGHTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is:

Hudson Highlands Fjord Trail, Inc.
c/o Scenic Hudson, Inc.
One Civic Center Plaza, Suite 200
Poughkeepsie, NY 12601-3157

NINTH: The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in paragraph THIRD.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

TENTH: Pursuant to Section 601 of the Not-for-Profit Corporation Law, the Corporation shall have a sole member, which shall be Scenic Hudson, Inc. Any successor to Scenic Hudson, Inc. as sole member must be a not-for-profit corporation, joint-stock association, unincorporated association, or partnership owned or controlled by three or more natural persons.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, a natural person at least eighteen years of age, has subscribed this Certificate this 6th day of January, 2020, and affirmed under penalties of perjury that the statements made herein are true.

Incorporator Name: Ned Sullivan

Incorporator Address:

One Civic Center Plaza, Suite 200
Poughkeepsie, NY 12601-3157

Signature: Ned Sullivan

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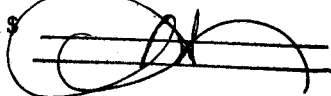
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OF
HUDSON HIGHLANDS FJORD TRAIL, INC.

Under Section 402 of the Not-for-Profit Corporation Law


STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 09 2020

TAX \$
BY: 

Filed by
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004-2498

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