

BY - LAWS

of

CONCEPTS OF INDEPENDENCE, INC.

ARTICLE I - OFFICES

The principal office of the Corporation shall be in the City of New York, County of New York, State of New York.

The Corporation may also have offices at such other places with-in or without this state as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II - PURPOSES

The purposes for which this Corporation has been organized are as follows: Those purposes set forth in the Certificate of Incorporation.

ARTICLE III - MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

GENERAL MEMBERSHIP:

A general member is a recipient of service.

BOARD MEMBERSHIP:

A prospective Board Member must be interested in the activities of the Corporation. No more than two seats are available for occupancy by non-disabled individuals.

Only those Members who are Functionally Handicapped persons will be eligible for the services of the Corporation.

2. MEMBERSHIP MEETINGS

There shall be one annual meeting of the Corporation with no fewer than two (2) ancillary meetings.

Any Board Member who is absent from more than three consecutive meetings of the Board of Directors, shall be considered to have vacated His or Her seat on the Board.

3. SPECIAL MEETINGS

The Secretary shall cause a notice of such meeting to be mailed to all Members at their addresses as they appear in the membership roll book, at least seven but not more than ten days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

The Executive Committee is empowered to act in a manner that will permit policy and statements of procedures to be enacted, decisions affecting Corporate policies, revision of existing staff and consideration of office functions.

The Executive Committee may call a special meeting to make necessary revisions in Corporate policy and-or By Laws.

The President of the Corporation must be present whenever a special meeting is called and business is conducted. Reports of these meetings shall be referred back to the Board of Directors at the next scheduled meeting.

4. PROXIES

Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person to act as proxy.

Every proxy must be signed by the Member or His Attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

5. ORDER OF BUSINESS

The order of business at all meetings of Members shall be as follows:

1. Roll call.
2. Reading of the minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and unfinished business.
6. New business.
7. Adjournments.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The Corporation shall be managed by the Board of Directors which shall consist of eleven (11) Members, and an Executive Committee comprised of the President, Vice President, and one (1) other Board Member.

2. ELECTION AND TERM OF DIRECTORS

The Officers of the Corporation are elected by the Board of Directors to to serve until such time as such Officers resign or two-thirds plus one (1) Members of the Board shall vote such Officer or Officers out of office.

3. NUMBER OF DIRECTORS

The Corporation shall have eleven (11) Directors comprised of President, Vice President, and nine (9) Members.

9. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days' notice to each Director either personally or by mail or by wire; special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors.

10. CHAIRPERSON

At all meetings of the Board the President, or in the President's absence, a Chairperson chosen by the Board shall preside.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a President, one Vice President, a Secretary and a Treasurer, and such other Officers as it may determine, who shall have such duties, powers and functions as here-in-after provided. All Officers shall be elected or appointed.

2. PRESIDENT

The President shall be the Chief Executive Officer of the Corporation; the President shall preside at all meetings of the Members and of the Board, and shall have the General Management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

3. VICE-PRESIDENT

During the absence of the President, the Vice-President, or the third Member at the Executive Committee shall have all the powers and functions of the President.

4. TREASURER

The Treasurer shall have the care and responsibility of reviewing and reporting to the Board an analysis of the year-end audit.

5. SECRETARY

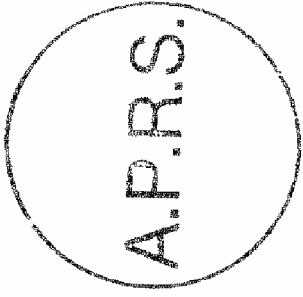
The Secretary shall keep the minutes of the Board of Directors; shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the President; shall attend to the giving and serving of all notices of the Corporation; shall have charge of such books and papers as the Board of Directors may direct; shall attend to such correspondence as and may be assigned and shall perform all the duties incidental to the office, and shall keep a membership roll containing the names, alphabetically arranged, of all persons who are Directors of the Corporation, showing their places of residence and the time when they became Members.

ARTICLE VI - SEAL

1. The seal of the Corporation shall be as follows:

5-
002001

234250



STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 14 1983

AMT. OF CHECK \$ 30
FILING FEE \$ 70
TAX \$
COUNTY FEE \$
COPY \$
CERT \$
REFUND \$
SPEC HANDLE \$

BY: *[Signature]*

[Handwritten initials]

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CONCEPTS OF INDEPENDENCE
FOR THE DISABLED, INC.

2/10/83

15/15/83

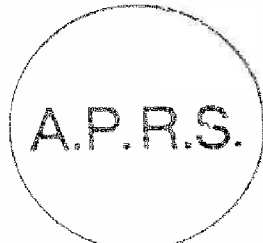
1/2

[Handwritten initials]

FILED BY: Ralph P. Casella, Esq.
14 First Street
Staten Island, N.Y.
10306

2/10/77 - 8997506-2
KFP - Type E
515 - Edw. J. ...
NY Co.

[Handwritten mark]



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

CONCEPTS OF INDEPENDENCE FOR THE DISABLED, INC.

Under Section 303/of the Not-for-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is
CONCEPTS OF INDEPENDENCE FOR THE DISABLED, INC.

(2) The certificate of incorporation was filed by the
Department of State on the 12th day of December
1977. The corporation was formed under section 402 of the
Not-for-Profit Corporation Law.

(3) The corporation is a corporation as defined in
subparagraph (a)(3) of section 102 (Definitions): the type of
corporation it is, under section 201 (Purposes), Type B.

(4) The certificate of incorporation of this corpora-
tion is hereby amended to effect the following change(s):

To change the name of the Corporation from:
CONCEPTS OF INDEPENDENCE FOR THE DISABLED, INC.

-to-



CONCEPTS OF INDEPENDENCE, INC.

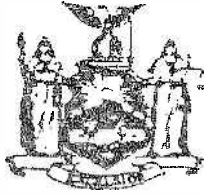
8020001

(5) There being no officers or members, the Certificate of Amendment is approved by the unanimous vote of the Directors of the Corporation by affixing their seals hereto.

(6) The Secretary of State is designated as agent of the corporation upon whom process against it may be served and the post-office address to which the Secretary of State shall mail a copy of any process against it served upon him is: 14 First Street
Staten Island, NY 10306

IN WITNESS WHEREOF, this certificate has been subscribed this 29th day of July, 1983 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

<u>Type Name</u>	<u>Capacity in Which Signed</u>	<u>Signature</u>
SANDRA SCHNUR	President	
IRA E. HOLLAND	Vice President / Secretary	
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STATE OF NEW YORK
DEPARTMENT OF LAW

ROBERT ABRAMS
ATTORNEY GENERAL

ALBANY, N.Y. 12224

JAMES G. MCSPARRON
ASSISTANT ATTORNEY GENERAL
IN CHARGE
LITIGATION BUREAU

Telephone: (518) 474-7206

September 2, 1983

Victoria Fiorino
Paralegal
Attorney's Process & Research Service, Inc.
One Columbia Place
P.O. Box 7022
Albany, New York 12225

Dear Ms. Fiorino:

RE: CONCEPTS OF INDEPENDENCE FOR THE DISABLED, INC.

Due and timely service of the notice of application for the approval of the proposed certificate of amendment of the certificate of incorporation of the above-entitled organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS
Attorney General

By:

A handwritten signature in cursive script, appearing to read "Richard S. Redlo", written over a circular stamp or seal.

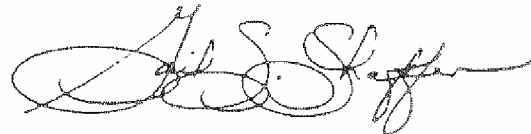
RICHARD S. REDLO
Assistant Attorney General

State of New York }
Department of State } ss.:

52181

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.

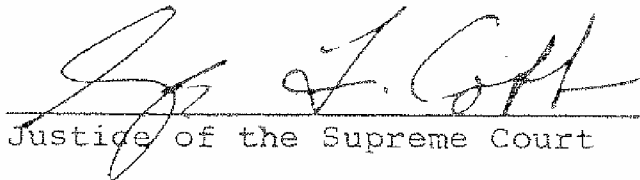
Witness my hand and seal of the Department of State on



Secretary of State

I, George L. Cobb, a Justice of the Supreme Court of the State of New York, ~~First~~^{Third} Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of CONCEPTS OF INDEPENDENCE FOR THE DISABLED, INC. and consent that the same be filed.

DATED: September 7, 1983


Justice of the Supreme Court

FILING RECEIPT

CH NAME & ADDRESS

CORPORATION NAME

CONCEPTS OF INDEPENDENCE, INC.

DATE FILED 09/14/83	DURATION & COUNTY CODE NEW	FILM NUMBER B020001-5	CASH NUMBER 23429J
NUMBER AND KIND OF SHARES		LOCATION OF PRINCIPAL OFFICE	

COMMENTS

TYPE: B
6APRS

ADDRESS FOR PROCESS

S/S: THE CORP.
14 FIRST ST.

STATEN ISLAND NY 10306

REGISTERED AGENT

FEES AND, OR TAX PAID AS FOLLOWS.

00030.00

AMOUNT OF CHECK \$ AMOUNT OF MONEY ORDER \$ AMOUNT OF CASH \$

\$ 5.00 DOLLAR FEE TO COUNTY

\$ 030.00 FILING

\$ TAX

\$ CERTIFIED COPY

\$ CERTIFICATE

FILER NAME AND ADDRESS

RALPH P. CASELLA, ESQ.
14 FIRST ST.

TOTAL PAYMENT \$ 000030.00

STATEN ISLAND NY 10306

REFUND OF \$

TO FOLLOW /-5