

656096
State of New York
Department of State
Division of Corporations
and State Records

CERTIFICATE OF AMENDMENT
of the
Certificate of Incorporation
of

AMERICAN MENSA LTD.
Under Section 603 of the
Not-For-Profit
Corporation Law

THE FIRM OF KARL F. ROSS,
P.C.

299 Broadway

New York, N.Y. 10007

485525
STATE OF NEW YORK
DEPARTMENT OF STATE

MAY 5 1980

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TAX \$
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REFUND \$

BY

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

AMERICAN MENSA, LTD.

UNDER SECTION 603 OF THE NOT-FOR-PROFIT CORPORATION LAW

4656096

We, the undersigned, being respectively the Chairman of the Board and Secretary of AMERICAN MENSA, LTD., do hereby certify:

FIRST: The name of the corporation is: AMERICAN MENSA, LTD., and the Notice Address is: Suite 1-R, 1701 West Third Street, Brooklyn NY 11223.

SECOND: The Certificate of Incorporation was filed by the Department of State on the 10th day of February 1971. The said corporation was formed under the Not-For-Profit Corporation Law of the State of New York.

THIRD: AMERICAN MENSA, LTD. 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.

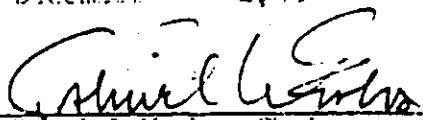
FOURTH: The Certificate of Incorporation is hereby amended to set forth that Article EIGHT of the Certificate be amended to read as follows:

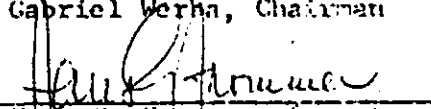
"The number of directors of the corporation is to be not less than five nor greater than thirty."

FIFTH: The manner in which this amendment to the Certificate of Incorporation was authorized was by vote of the membership, 5,710 for to 414 against, in May 1979.

SIXTH: No appeals or consents are required by the Not-For-Profit Corporation Law or by any other statute of the State of New York.

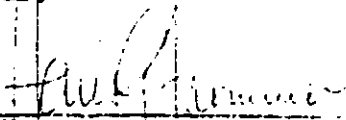
IN WITNESS WHEREOF, the undersigned have executed this certificate this 17th day of December 1979


Gabriel Verha, Chairman


Hans G. Frommer, Secretary

STATE OF
COUNTY OF

I, Hans G. Frommer, being duly sworn, depose and say that I am the Secretary of AMERICAN MENSA, LTD., that I have read the foregoing Certificate of Amendment and that the same is true as to my own knowledge, except as to matters therein stated to be alleged upon information and belief, and as to those matters I believe it to be true.



Hans G. Frommer, Secretary
AMERICAN MENSA, LTD.

Sworn to before me
this day of