

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372675

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New York Road Runners Club, Inc.		08/31/2007	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	New York Road Runners, Inc.		
Street Address:	156 West 56th Street, 3rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	non-profit corporation: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2199899	NEW YORK RUNNER	
CORRESPONDENCE DATA			
Fax Number:	2125939175		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-980-0120		
Email:	pto@fkks.com		
Correspondent Name:	Frankfurt Kurnit Klein & Selz PC		
Address Line 1:	488 Madison Avenue		
Address Line 2:	Attn.: Trademark Department		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	023431.0300		
NAME OF SUBMITTER:	Matthew Bart		
SIGNATURE:	/Matthew Bart/		
DATE SIGNED:	02/10/2016		
Total Attachments: 10			
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RESTATED CERTIFICATE OF INCORPORATION

OF

NEW YORK ROADRUNNERS CLUB, INC.

Under § 805 of the New York Not-for-Profit Corporation Law

The undersigned, being the Chairperson of New York Roadrunners Club, Inc., (hereinafter the "Corporation") does hereby certify:

1. The name of the Corporation is: New York Roadrunners Club, Inc.
2. A certificate of incorporation forming New York Roadrunners Club, Inc. was filed on the 17th day of December, 1979 in the State of New York Department of State under the provisions of the New York Not-for-Profit Corporation Law (the "N-PCL").
3. The Certificate of Incorporation of the Corporation is amended to affect the following amendments authorized by the N-PCL:

- a. Article I, which sets forth the name of the Corporation is deleted and replaced by the following language:

"Article I

The name of the Corporation is: New York Road Runners, Inc."

- b. Article II, which sets forth certain provisions concerning the not-for-profit nature of the Corporation and distributions of the Corporation is deleted and replaced by the following language to read in its entirety:

"Article II

The Corporation is a corporation as defined in subparagraph (a)(5) of § 102 of the N-PCL"

- c. Article III, which sets forth the charitable purposes of the Corporation is deleted and replaced by the following language to read in its entirety:

"Article III

The exclusively charitable and educational purposes for which the Corporation is formed and shall be operated are (a) to promote and enhance health and fitness for persons of all ages, and respond to community health and fitness needs by organizing, sponsoring and providing programs consisting of long distance running, race-walking, road races and other related fitness

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programs, as well as, sponsoring clinics, workshops, and seminars and/or publishing materials on running, training, injury prevention, nutrition and healthy life-styles and (b) to engage in any and all other lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein; provided however, that the Corporation shall not grant or confer degrees or operate a school, college, university or similar organization; and provided further that nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law of the State of New York.

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in N-PCL § 202, together with the power to solicit grants and contributions for corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or may hereafter be, conferred by law upon a corporation organized for the purposes set forth in this Article THIRD hereof or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in N-PCL § 404(a)-(v). Nothing herein contained shall authorize the Corporation to establish, operate or maintain a hospital or to provide hospital services or health-related services, a certified home health agency, a hospice, a health maintenance organization or a comprehensive health services plan, as provided for by Articles 28, 36, 40, and 44, respectively, of the New York State Public Health Law, or to solicit, collect or otherwise raise or obtain any funds, contributions or grants from any source for the establishment or operation of any hospital without first obtaining the requisite consents and approvals required under said Articles of the New York State Public Health Law.

Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under §501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as "I.R.C." or the "Code"), as an organization described in I.R.C. § 501(c)(3) and (ii) contributions to which are deductible under I.R.C. §§ 170(c)(2), 2055(a)(2) and 2522(a)(2)."

- d. Article IV which sets forth the Type of the Corporation under N-PCL § 201 is deleted and replaced by the following language to read in its entirety:

"Article IV

The Corporation will hereafter be a Type B Corporation under N-PCL § 201."

- e. Article V which sets forth the principal area wherein the Corporation's activities will be conducted; Article VIII which sets forth the Corporation's address for service of process; Article IX which sets forth the duration of the Corporation; Article X which sets forth the registered agent of the Corporation; Article XI which sets forth the statement that no approvals or consents are required before filing the Corporation's Certificate of Incorporation and Article XII which sets forth certain powers of the Corporation, are all deleted in their entirety.

- f. The following new Article, setting forth the designated agent of the Corporation and the name/address of the Corporation's agent, is added to read in its entirety as follows:

"Article VI

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:

Robert Laufer, Esq.
Vice President, Legal
New York Road Runners, Inc.
9 E. 89th Street
New York, N.Y. 10128

- g. Article VII, which sets forth the names and addresses of the initial Board of Trustees of the Corporation and their number is hereby omitted in its entirety and the subsequent Articles are hereby renumbered.
- h. The following renumbered Article VII, setting forth the requirements for an organization which is exempt from Federal income taxation under § 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as "I.R.C."), as an organization described in I.R.C. § 501(c)(3) and (ii) contributions to which are deductible under I.R.C. §§ 170(c)(2), 2055(a)(2) and 2522(a)(2), is added to read in its entirety as follows:

"Article VII

Notwithstanding any other provision herein the Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under § 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as "I.R.C."), as an organization described in I.R.C. § 501(c)(3) and (ii) contributions to which are deductible under I.R.C. §§ 170(c)(2), 2055(a)(2) and 2522(a)(2),

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article III hereof, and no member, trustee, director or officer of the Corporation, nor any private individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Upon the dissolution of the Corporation, its Board of Trustees, after making provision for the payment of all of the liabilities of the Corporation shall arrange for either the direct distribution of all of the assets of the Corporation for the tax-exempt purposes of the

Corporation; of distribution to one or more organizations that (i) then qualify for exemption under the provisions of I.R.C. § 501(a) as an organization described in I.R.C. § 501(c)(3) and (ii) contributions to which are deductible under I.R.C. §§ 170(c)(2), 2055(a)(2) and 2522(a)(2).

The Corporation is organized and operated exclusively for charitable purposes qualifying it for exemption from taxation under I.R.C. § 501(c)(3). Except as may otherwise be permitted by I.R.C. § 501(h) or any other provision of the Code, as amended, and the corresponding laws of the State of New York, no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of the Corporation shall be participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).

In any year in which the Corporation is a private foundation as defined in Code § 509, (i) it will distribute such amounts for such taxable year at such time and in such manner as not to be subject to the excise tax on undistributed income under Code § 4942, (ii) it will not engage in any act of self-dealing that is subject to the excise tax under Code § 4941, (iii) it will not retain any excess business holdings that subject to the excise tax under Code § 4941, (iii) it will not retain any excess business holdings that are subject to tax under the Code § 4943, (iv) it will not make any investments that subject it to tax under Code § 4944 and (v) it will not make any taxable expenditures that are subject to the tax under the Code § 4945.

All references herein to "I.R.C." shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e.; the corresponding provisions of future United States Internal Revenue Laws.)"

- i. The following renumbered Article VIII, authorizing subventions, is added to read in its entirety as follows:

"Article VIII

The Corporation is hereby authorized, by resolution of the Board of Trustees, to accept subventions from members or non-members on terms and conditions not inconsistent with the N-PCL, and to issue certificates therefor. Such subventions shall consist of money or other property, tangible or intangible, actually received by the Corporation or expended for its benefit or for its formation or reorganization, or a combination thereof, and shall be evidenced by the issuance of subvention certificates in accordance with the provisions of N-PCL § 505.

4. The text of the Certificate of Incorporation is hereby restated, as amended to read as herein set forth in full

"Article I

The name of the Corporation is: New York Road Runners, Inc.

“Article II

The Corporation is a corporation as defined in subparagraph (a)(5) of § 102 of the New York Not-For-Profit Corporation Law (the “N-PCL”)

Article III

The exclusively charitable and educational purposes for which the Corporation is formed and shall be operated are (a) to promote and enhance health and fitness for persons of all ages, and respond to community health and fitness needs by organizing, sponsoring and providing programs consisting of long distance running, race-walking, road races and other related fitness programs, as well as, sponsoring clinics, workshops, and seminars and/or publishing materials on running, training, injury prevention, nutrition and healthy life-styles and (b) to engage in any and all other lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein; provided however, that the Corporation shall not grant or confer degrees or operate a school, college, university or similar organization; and provided further that nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law of the State of New York.

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in N-PCL § 202, together with the power to solicit grants and contributions for corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or may hereafter be, conferred by law upon a corporation organized for the purposes set forth in this Article THIRD hereof or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in N-PCL § 404(a)-(v). Nothing herein contained shall authorize the Corporation to establish, operate or maintain a hospital or to provide hospital services or health-related services, a certified home health agency, a hospice, a health maintenance organization or a comprehensive health services plan, as provided for by Articles 28, 36, 40, and 44, respectively, of the New York State Public Health Law, or to solicit, collect or otherwise raise or obtain any funds, contributions or grants from any source for the establishment or operation of any hospital without first obtaining the requisite consents and approvals required under said Articles of the New York State Public Health Law.

Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under § 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as “I.R.C.”), as an organization described in I.R.C. § 501(c)(3) and (ii) contributions to which are deductible under I.R.C. §§ 170(c)(2), 2055(a)(2) and 2522(a)(2).

Article IV

The Corporation will hereafter be a Type B Corporation under N-PCL § 201.

Article V

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

Article VI

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.

Robert Laufer, Esq.
Vice President, Legal
New York Road Runners, Inc.
9 E. 89th Street
New York, NY 10128

Article VII

Notwithstanding any or provision herein the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under § 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as "I.R.C."), as an organization described in I.R.C. § 501(c)(3) and (ii) contributions to which are deductible under I.R.C. §§ 170(c)(2), 2055(a)(2) and 2522(a)(2).

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article III hereof, subject to the policies and procedures of the Corporation, and no member, trustee, director or officer of the Corporation, nor any private individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Upon the dissolution of the Corporation, its Board of Trustees, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for either the direct distribution of all of the assets of the Corporation for the tax-exempt purposes of the Corporation, or distribution to one or more organizations that (i) then qualify for exemption under the provisions of I.R.C. § 501(a) as an organization described in I.R.C. § 501(c)(3) and (ii) contributions to which are deductible under I.R.C. §§ 170(c)(2), 2055(a) and 2522(a)(2).

The Corporation is organized and operated exclusively for charitable purposes qualifying it for exemption from taxation under I.R.C. 501(c)(3). Except as may otherwise be permitted by I.R.C. § 501(h) or any other provision of the Code, as amended, and the corresponding laws of the State of New York, no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of

the Corporation shall be participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).

In any year in which the Corporation is a private foundation as defined in Code § 509, (i) it will distribute such amounts for such taxable year at such time and in such manner as not to be subject to the excise tax on undistributed income under Code § 4942, (ii) it will not engage in any act of self-dealing that is subject to the excise tax under Code § 4941, (iii) it will not retain any excess business holdings that are subject to tax under the Code Section 4943, (iv) it will not make any investments subject to tax under Code § 4944 and (v) it will not make any taxable expenditures that are subject to the tax under the Code § 4945.

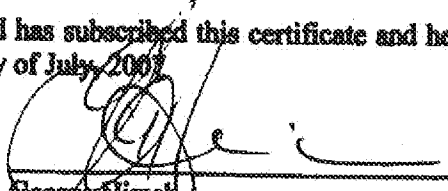
All references herein to "I.R.C." shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws.)

Article VIII

The Corporation is hereby authorized, by resolution of the Board of Trustees, to accept subventions from members or non-members on terms and conditions not inconsistent with the N-PCL, and to issue certificates therefor. Such subventions shall consist of money or other property, tangible or intangible, actually received by the Corporation or expended for its benefit or for its formation or reorganization, or a combination thereof; and shall be evidenced by the issuance of subvention certificates in accordance with the provisions of N-PCL § 505.

5. The amendments and restatement of this Certificate of Incorporation of the Corporation was authorized by the affirmative vote of a majority of the Members of the Corporation at a special meeting duly called and held for that purpose, the affirmative vote being at least equal to the quorum.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate and hereby affirms it
as true under penalties of perjury this 14 day of July, 2007



George Hirsch

Chairperson

New York Roadrunners Club Inc.

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

ANDREW M. CUOMO

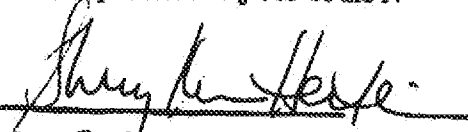
ATTORNEY GENERAL
STATE OF NEW YORK

By: _____

SHERRY KLEIN HEITLER

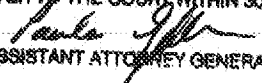
I, _____, the undersigned Justice of the Supreme Court of the State of New York,
County of New York, do hereby approve the foregoing Restated Certificate of Incorporation and
amendments thereto of NEW YORK ROADRUNNERS CLUB, INC. pursuant to § 805 of the N-
PCL and consent that the same be filed:

JUL 27 2007



JUSTICE
SHERRY KLEIN HEITLER

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.


ASSISTANT ATTORNEY GENERAL

7-24-07
DATE

