

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

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* **OCT 07 1998**



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

F.980821000551

CERTIFICATE OF INCORPORATION  
OF  
THE DELAWARE COUNTY LOCAL DEVELOPMENT  
CORPORATION  
UNDER SECTION 402 OF THE NOT-FOR-PROFIT  
CORPORATION LAW

I, the undersigned, for the purpose of forming a local development corporation, do hereby certify:

1. The name of the corporation shall be The Delaware County Local Development Corporation.
2. The corporation is a corporation as defined in subparagraph(a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law and is a local development corporation pursuant to section 1411 of said law.
3. The purposes for which the corporation is formed are the exclusively charitable or public purposes of relieving and reducing adult unemployment, promoting and providing for additional and maximum adult employment, bettering and maintaining adult job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding Delaware County by attracting new industry to said County or by encouraging the development of, or retention of, industry in the said area, and lessening the burdens of government and acting in the public interest and all other lawful functions.
4. In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by Sections 202(a) and 1411(c) of the Not-for-Profit Corporation Law.

The corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Articles 5 and 14 of the Not-for-Profit Corporation Law and Article 8 of the Public Authorities Law.

Nothing herein contained shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in section 404 of the Not-for Profit Corporation Law or section 460-a of the Social Services Law.

Nothing herein contained shall authorize or empower the corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by New York General Business Law section 340 or any other New York anti-monopoly law, and the corporation is not authorized so to engage.

5. The corporation shall be a Type C corporation under section 201 of the Not-for-Profit Corporation Law.

6. The lawful public or quasi-public objectives which each business purpose will achieve are the following: the training of community residents in the development of their business skills; the reduction of adult unemployment; the promotion of maximum adult employment by bettering and maintaining adult job opportunities; the stimulation of the economic growth of the community.

7. Notwithstanding any other provisions of this certificate, the corporation is organized exclusively for one or more charitable purposes as specified in Section 501(c)3 of the internal Revenue Code of, 1986, as amended (the "Code") and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Code or corresponding provisions of any subsequent federal tax laws.

8. The corporation is not formed for pecuniary profit or for financial gain. All income and earnings of the corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority or its successors. No part of the income or earnings of such corporation shall inure to the benefit or profit of any member or private person, corporate, or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation). No member or private person, corporate or individual, shall be entitled to share in the distribution of any of the corporation's property or assets upon dissolution of the corporation; provided, however, that the corporation is hereby authorized pursuant to section 1411(e)(2) of the Not-For-Profit Corporation Law to repay loans and to repay contributions (other than dues) made to it, but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Code. If the corporation accepts a mortgage loan or loans from the New York Job Development Authority or its successors, the corporation shall be dissolved in accordance with the provision of section 1411(g) of the Not-For-Profit Corporation Law, subject, however, to the repayment or other discharge in full by the corporation of all such loans.

9. In the event of dissolution, all of the remaining assets and property of the corporation, after necessary expenses thereof and payment or adequate provision for all known liabilities as may be required by law, shall be distributed as determined by the Board of Directors in a manner consistent with the New York State Not-for-Profit Corporation Law, to the County and/or any one or more local governments within the County for a public purpose consistent with the purposes of the corporation, or to the New York Job Development Authority, subject to an order of a Justice of the Supreme Court of the State of New York pursuant to the Not-For-Profit Corporation Law.

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10. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

11. In the event that in any taxable year the corporation is a private foundation as defined in Section 509 of the Code:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under section 4942 of the Code.

(b) The corporation shall not engage in any act of self-dealing which is subject to tax under section 4941(d) of the Code.

(c) The corporation shall not retain any excess business holdings which are subject to tax under section 4943 of the Code.

(d) The corporation shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Code.

(e) The corporation shall not make any taxable expenditures which are subject to tax under section 4945 of the Code.

12. The office of the corporation shall be located in the Town of Delhi, County of Delaware, State of New York.

13. The names and addresses of the initial directors until the first annual meeting, each of whom is at least eighteen years of age, are as follows:

<u>Name</u>	<u>Address</u>
James Thompson	c/o Delaware Industrial Development Authority, Page Avenue Delhi, New York 13753
Robin Turner	(same)
Charles Turner	(same)
Arthur Rasmussen	(same)

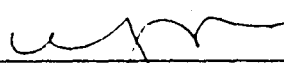
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Walter Rich (same)

George Bergleitner, Jr. (same)

14. 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 as agent of the corporation is Delaware County Local Development Corporation, Page Avenue, P.O. Box 367, Delhi, New York 13753.

IN WITNESS WHEREOF, I, the undersigned incorporator(s), being at least eighteen years of age, have subscribed this certificate and hereby affirm it as true under the penalties of perjury this 28<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
W. Andrew Hazelton, Esq.  
Sole Incorporator

Address: Young & Ritzenberg  
3 Atrium Drive  
Albany, NY 12205

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CERTIFICATE OF INCORPORATION  
OF  
DELAWARE COUNTY LOCAL DEVELOPMENT CORPORATION

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

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED AUG 21 1998  
TAX \$ 0  
BY: W  
DELAWARE

Filed By: W. Andrew Hazelton  
Young & Ritzberg  
Three Atrium Drive  
Albany, New York 12205

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