

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

DEC 29 1896



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a long horizontal line.

Special Deputy Secretary of State

CERTIFICATE OF INCORPORATION

OF THE

STEBEN AREA ECONOMIC DEVELOPMENT CORPORATION

**Under Section 402 of the Not for Profit
Corporation Law of the State of New York**

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The undersigned, being over the age of eighteen years, for the purposes of forming a Not-for-Profit Corporation pursuant to the Not-for-Profit Corporation Law of the State of New York, hereby certifies as follows:

1. The name of the Corporation is the "Steuben Area Economic Development Corporation".

2. The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

3. The Corporation is a Type C corporation the objective of which is to be formed for any lawful business purpose to achieve a lawful public or quasi public objective.

4. The Corporation shall be formed for the purposes as set forth in Section 1411 of the Not-for-Profit Corporation Law and shall be operated for the following charitable and public purposes: 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 capacities for employment; carrying on research for the purposes of aiding the Steuben County area by encouraging the development and retention of existing businesses and industries in the Steuben County area; carrying on research for the purposes of aiding the Steuben County area by attracting new industry to the Steuben County area; lessening the burdens of government; to otherwise act in the public interest.

5. The public objective of the corporate purposes enumerated above is to promote the general and public welfare of the residents of the Steuben County area. In furtherance of said corporate purposes, the corporation shall have the powers as set forth in Sections 202 and 1411 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

6. The office of the Corporation is to be located in the Village of Bath, Steuben County, New York.

7. The activities of the Corporation are to be principally conducted in Steuben County, State of New York.

8. The following persons shall be initial Directors of the Corporation until the corporation's organizational meeting

<u>NAME</u>	<u>ADDRESS</u>
Robert Hollands	55 North Main Street, Hornell, New York 14843
Donald Davidsen	58 West Main Street, Canisteo, New York 14823
Donald Searle	Main Street, Hammondsport, New York 14840
John Mälder	P.O. Box 118, Perkinsville, New York 14529
James Fagan	35 West Morris Street, Bath, New York 14810
Justin Lubold	1 Baron Steuben Place, Corning, New York 14831
E. Ted Devoe	7 North Main Street, Cohocton, New York 14826

9. The Secretary of State of the State of New York is designated as agent of the corporation and upon whom process may be served. Any such process served upon the Secretary of State shall be mailed by the Secretary of State to the Steuben Area Economic Development Corporation, 56 Liberty Street, Bath, New York 14810.

10. All income and earnings of such corporation shall be used exclusively for its corporate purposes or accrued and be paid to the New York State Job Development Authority.

11. No part of the income or earnings of such corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest. The corporation may pay the principal of and interest on any loan or advance to the corporation by whomsoever made, and repay contributions (other than dues) made to it, by only if and to the extent that such contributions may be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1954.

No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or investing in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature (including the payment of loans and contributions the payment of which has been authorized in this certificate of incorporation), shall be distributed in accordance with section 1411(g) of the Not-for-Profit Corporation Law in furtherance of the corporate purposes set forth hereinabove.

The corporation shall distribute its income for each year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not: (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investment in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

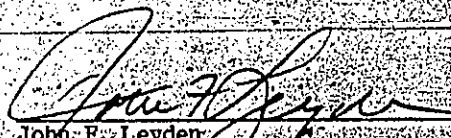
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12. If the corporation accepts a mortgage loan from the New York Job Development Authority, the corporation shall be dissolved in accordance with the provisions of Section 1411(g) of the Not-for-Profit Corporation Law upon the repayment or discharge of the loan in full.

13. All approvals required by section 404 of the Not-For-Profit Corporation Law of the State of New York will be annexed to the certificate.

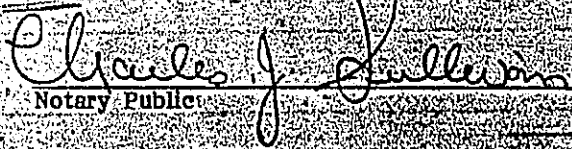
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged this certificate this 27 day of September, 1984.



John F. Leyden
13 North Main Street
Wayland, New York 14572

STATE OF NEW YORK)
COUNTY OF STEUBEN) SS....

On this 27th day of September, 1984, before me personally came JOHN F. LEYDEN, to me known to be the person described in and who executed the foregoing Certificate, and he duly acknowledged to me that he executed the same.




Notary Public

Charles J. Sullivan
Notary Public, State of N.Y.
Steuben County. My Commission
expires March 30, 1985

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The undersigned, being (acting) Justice of the Supreme Court of the State of New York, Seventh Judicial District, do hereby approve the foregoing Certificate of Incorporation of the Steuben Area Economic Development Corporation and consent that the same be filed.

DATED: Oct 11th 1984, 1984


(Acting) Justice of the Supreme Court

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DECEMBER 1991

ANTHONY J. ...
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COUNTY ...
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CERTIFICATE OF INCORPORATION
OF THE
STEPHEN AREA ECONOMIC DEVELOPMENT CORPORATION

P. ...
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10/16/84
11/16/84

cc

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SULLIVAN & LEYDEN, P.C.
ATTORNEYS AND COUNSELLORS AT LAW
WAYLAND, N.Y. 14572
AREA CODE 716
PHONE 754-5350

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