

FILING RECEIPT

ENTITY NAME: ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC  
DEVELOPMENT CORPORATION

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: STLA

FILED: 04/13/2010 DURATION: PERPETUAL CASH#: 100413000701 FILM #: 100413000645

FILER:

EXIST DATE

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UNDERBERG & KESSLER LLP  
300 BAUSCH & LOMB PLACE

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04/13/2010

ROCHESTER, NY 14604

ADDRESS FOR PROCESS:

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THE CORPORATION  
80 STATE HIGHWAY 310  
CANTON, NY 13617

SUITE 6

REGISTERED AGENT:



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SERVICE COMPANY: ACCELERATED INFORMATION & DOCUMENT FIL

SERVICE CODE: 24

FEEs                    100.00  
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FILING                   75.00  
TAX                       0.00  
CERT                     0.00  
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HANDLING                25.00

PAYMENTS               100.00  
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CASH                     0.00  
CHECK                    0.00  
CHARGE                   0.00  
DRAWDOWN               100.00  
OPAL                     0.00  
REFUND                   0.00

# **CERTIFICATE OF INCORPORATION**

**OF**

## **ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION**

### **UNDER SECTION 402 AND SECTION 1411 OF THE NOT-FOR-PROFIT CORPORATION LAW**

The undersigned, for the purpose of forming a local development corporation, hereby certifies that:

1. The name of the Corporation is the St. Lawrence County Industrial Development Agency Civic Development Corporation (hereinafter referred to as the "Corporation").

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("N-PCL") and is a local development corporation pursuant to Section 1411 of the N-PCL. The Corporation is a Type C Corporation under Section 201 of the Not-for-Profit Corporation Law.

3. The Corporation is formed and shall be operated exclusively for the charitable and public purposes of benefiting and furthering the activities of the County of St. Lawrence (the "Municipality"). More specifically, the Corporation shall act as a local development corporation for the Municipality by conducting activities that will relieve and reduce unemployment; promote and provide for additional and maximum employment; better and maintain job opportunities; carry on scientific research for the purpose of aiding the Municipality by attracting new industry to the Municipality; or by encouraging the development of, or retention of, an industry in the Municipality; and lessening the burdens of government and acting in the public interest.

In furtherance of the foregoing purposes, the Corporation shall have all the powers conferred by Section 1411(c) of the N-PCL.

The lawful public or quasi-public objectives which each business purpose will achieve are the following: the reduction of unemployment; the promotion of maximum employment by bettering and maintaining job opportunities; the stimulation of the economic growth of the Municipality.

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Section 404(a)-(v) of the N-PCL.

Nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees. 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. Nothing herein shall authorize the Corporation to provide professional training in the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

4. (a) All income and earnings of such corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority. No part of the net earnings of the Corporation shall inure to the benefit of any director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid, other than to a director, for services rendered to or for the Corporation. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) 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 Internal Revenue Code, as amended (the "Code"). The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, it shall be dissolved in accordance with the provisions provided below upon the repayment or other discharge in full by the Corporation of all such loans.

(d) Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable and public purposes and is intended to qualify as an entity the income of which is excludable under Code Section 115.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to the Municipality for furtherance of the purposes set forth above or as otherwise provided under Section 1411(g) of the N-PCL.

5. The office of the Corporation in the State of New York shall be located in St. Lawrence County.

6. The types and classes, the rights and powers of Membership in the Corporation and the number of Members of the Corporation shall be described in the By-laws. The initial Member of the Corporation shall be the Municipality.

7. The Corporation shall be managed by a Board of Directors.

8. The name and address of the initial Board of Directors of the Corporation are

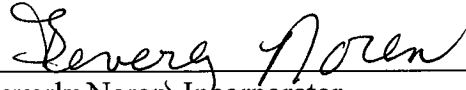
<u>NAME</u>	<u>ADDRESS</u>
Lynn Blevins	Blevins Brothers 5914 State Highway 812 Ogdensburg NY 13669
Mark C. Hall	Town of Fine 4078 State Highway 3 PO Box 238 Star Lake NY 13690
Ernest LaBaff	6975 State Highway 56 Potsdam NY 13676
Andrew J. McMahon	Massena Electric Department 71 East Hatfield Street Massena NY 13662
Frederick S. Morrill	2347 County Route 19 DeKalb Junction NY 13630
Brian W. Staples	Brian W. Staples, CPA 30 Court Street Canton NY 13617
R. Joseph Weekes, Jr.	Weekes Agency 9 East Main Street PO Box 426 Gouverneur NY 13642

9. The duration of the Corporation shall be perpetual.

10. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

St. Lawrence County Industrial Development Agency  
Civic Development Corporation  
80 State Highway 310, Suite 6  
Canton, New York 13617

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 12<sup>th</sup> day of April, 2010, and hereby affirms the truth of the statements contained herein under penalty of perjury.

A handwritten signature in cursive script that reads "Beverly Noren". The signature is written in black ink and is positioned above a horizontal line.

Beverly Noren, Incorporator  
300 Bausch & Lomb Place  
Rochester, New York 14604

**CERTIFICATE OF INCORPORATION**

**OF**

**ST LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC  
DEVELOPMENT CORPORATION**

**Under Section 402 and Section 1411 of the Not-for-Profit Corporation Law**

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**UNDERBERG & KESSLER LLP**

**300 Bausch & Lomb Place  
Rochester, New York 14604**