

CERTIFICATE OF INCORPORATION

OF

THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT
AGENCY 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 pursuant to Sections 402 and 1411 of the Not-for-Profit Corporation Law the State of New York, do hereby certify:

1. The name of the proposed corporation shall be: THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY LOCAL DEVELOPMENT CORPORATION. The corporation shall be in accord with the definition set forth in N-PCL Section 102 (a) (5).

2. The charitable and public purposes for which it is to be formed are to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better and maintain job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding the community of St. Lawrence County, New York by attracting industry to the community and by encouraging the development of, or retention of, an industry in the community, and to lessen the burdens of government and to act in the public interest, thus performing an essential governmental function. This local development corporation is a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

3. 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.

4. 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 except for the repayment of loans and except for the repayment of contributions (other than dues) to such corporation but only if and to the extent that any such contributions may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1954.

5. If the corporation accepts a mortgage loan from the New York job development authority, the corporation shall be dissolved in accordance with the provision of N-PCL Section 1411(g) upon the repayment or discharge of such loan in full.

6. The office of the corporation is to be located in St. Lawrence County, New York.

7. The number of directors of the corporation shall be seven.

8. The names and residences of the initial directors until the organization meeting are:

Kenneth R. McDonald - 112 Franklin Street, Ogdensburg,
New York 13669

Joseph Tracy - 608 Greene Street, Ogdensburg, N.Y. 13669

Ernest LaBaff - Route #4, Box 112, Potsdam, N.Y. 13676

Ralph Greco - Star Lake, New York 13690

Walter Basmajian - 10 Sherwood Dr., Massena, N.Y. 13662

Brian W. Staples - 25 Farmer St., Canton, New York 13617

Merton L. Van Sant - 72 Cambray St., RD #1 Box 10B,
Gouverneur, N.Y. 13642

9. The St. Lawrence County Industrial Development Agency Local Development Corporation designates the Secretary of State of the State of New York as its agent 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 served upon him is as follows: The Emergency Operating Center Building, Court Street, Canton, New York.

10. Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by the General Business Law Section 340, or other anti-monopoly statute of the State of New York.

11. No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member trustee, 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.

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

13. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

14. In every taxable year in which the corporation is a private foundation as defined in Section 509 of the Internal Revenue Code of 1954 (code):

(a) The corporation shall distribute such amounts 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 or self-dealing which is subject to tax under section 4941 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.

IN WITNESS WHEREOF, I have made, signed and acknowledged this certificate, this 18th day of April, 1986.

Edmund J. Russell

Edmund J. Russell
49 Goodrich Street
Canton, New York 13617

STATE OF NEW YORK)
) SS.:
COUNTY OF ST. LAWRENCE)

On this 18th day of April, 1986, before me personally came EDMUND J. RUSSELL, to me known and known to me to be the person described in and who executed the foregoing certificate of incorporation and he acknowledged to me that he executed the same.

PHYLLIS W. McCALL
NOTARY PUBLIC, State of New York
No. 468367B
Qualified in St. Lawrence County.
My Commission Expires 04-30-88

Phyllis W. McCall
Notary Public

Part III.—Activities and Operational Information (Continued)

5 List the names, titles and addresses of the officers, directors and trustees of your organization for the current year.

| | | |
|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Merton Van Sant, Chairman 72 Cambray Street RD #1, Box 10B Gouverneur, NY 13642</p> | <p>Kenneth McDonald, V. Sec. 112 Franklin Street Ogdensburg, NY 13669</p> | <p>Thomas A. Plastino Asst. Administrative Director St. Lawrence County Industrial Development Agency Court Street Canton, NY 13617</p> |
| <p>Joseph Tracy, Jr., V. Chairman Norstar Bank of Upstate NY 320 Ford Street Ogdensburg, NY 13669</p> | <p>Brian Staples, V. Treas. 25 Farmer Street Canton, NY 13617</p> | <p>Thomas E. DuPre', Esq. Agency Counsel DuPre' and Small 314 Ford Street Ogdensburg, NY 13669</p> |
| <p>Walter Basmajian, Secretary Basmajian Real Estate 182 Main Street Massena, NY 13662</p> | <p>Robert L. Snider Route #1, Box 24 Star Lake, NY 13690</p> | |
| <p>Ralph Greco, Treasurer Star Lake, NY 13690</p> | <p>Edmund J. Russell, Jr. Administrative Director St. Lawrence County Industrial Development Agency Court Street Canton, NY 13617</p> | |

6 If you have capital stock issued and outstanding, state (1) class or classes of the stock, (2) number and par value of the shares, (3) consideration for which they were issued, and (4) whether any dividends have been paid or whether your creating instrument authorizes dividend payments on any class of capital stock.

7 State the qualifications necessary for membership in the organization, the classes of membership (with the number of members in each class) and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Posts or organizations applying under section 501(c)(19) and completing Schedule J, item 1d, enter "N/A" here. Attach sample copies of all types of membership certificates issued.

Seven ex officio members drawn from the St. Lawrence County Industrial Development Agency. Up to 18 additional members may be appointed by the St. Lawrence County Industrial Development Agency. One class of membership with each member having one vote.

8 Explain how your assets will be distributed on dissolution. (If State statutes, court decisions, organizing instruments, etc., determine the manner of distribution, state this and identify the statute, court decision, etc.) Posts or organizations applying under section 501(c)(19) and completing Schedule J, item 3b, enter "N/A" here.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

9 Have you made or do you plan to make any distribution of your property or surplus funds to shareholders or members? Yes No

If "Yes," state the full details, including (1) amounts or value, (2) source of funds or property distributed or to be distributed, and (3) basis of and authority for distribution or planned distribution.

Part III.—Activities and Operational Information (Continued)

10 Does, or will, any part of your receipts represent payments for services performed or to be performed? Yes No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.

11 Have you made, or do you plan to make, any payments to members or shareholders for services performed or to be performed? Yes No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be made.

12 State the purpose(s), other than payment for services performed or supplies furnished, for which your funds are, or will be spent.

The purpose of the organization is to make secured loans or provide equity participation to small businesses within the county.

13 Does, or will, any part of your net income inure to the benefit of any private shareholder or individual? Yes No
If "Yes," explain in detail.

14 Do you have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions or annuities)? Yes No
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

15 Are you under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? Yes No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision as well as copies of applications or requests for the opinions or decisions.

16 Are you now or do you plan to be the lessee of any property, or the lessor of property in which you own an interest? Yes No
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between your organization and the other party. Also, attach a copy of any rental or lease agreement.

17 Have you spent or do you plan to spend any money attempting to influence the selection, nomination, election or appointment of any person to any Federal, State, or local public office or to an office in a political organization? Yes No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.

Part IV.—Financial Data (See instructions)

Note: Complete separate financial statements for the current year and for each of the three immediately preceding years. If the organization has been in existence for less than four years, complete the statements only for those years in existence. If the organization has been in existence for less than one year, also provide proposed budgets for the two years following the current year.

Statement of Support, Revenue, and Expenses for the period beginning January 1, 19 86, and ending June 30, 19 86.

(If you prepare a statement of support, revenue, and expenses which is more descriptive and detailed than the statement below, you may submit that statement in place of this one.)

| Support and Revenue | | | |
|---------------------|--------------------------------------------------------------------------------------------------------|----|--------------|
| 1 | Gross dues and assessments of members | 1 | |
| 2 | Gross contributions, gifts, etc. | 2 | \$29,239.51* |
| 3 | a Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) | | |
| | b Minus cost of sales | 3c | |
| 4 | a Gross amounts from unrelated business activities (attach schedule) | | |
| | b Minus cost of sales | 4c | |
| 5 | a Gross amount received from sale of assets, excluding inventory items (attach schedule) | | |
| | b Minus cost or other basis and sales expense of assets sold (attach schedule) | 5c | |
| 6 | Investment income (see instructions) | 6 | |
| 7 | Other revenue (attach schedule) | 7 | |
| 8 | Total support and revenue | 8 | 29,239.51 |
| Expenses | | | |
| 9 | Contributions, gifts, grants, and similar amounts paid (attach schedule) | 9 | |
| 10 | Disbursements to or for the benefit of members (attach schedule) | 10 | |
| 11 | Compensation of officers, directors, and trustees (attach schedule) | 11 | |
| 12 | Other salaries and wages | 12 | |
| 13 | Interest | 13 | |
| 14 | Rent | 14 | |
| 15 | Depreciation and depletion | 15 | |
| 16 | Other expenses (attach schedule) | 16 | |
| 17 | Total expenses | 17 | |
| 18 | Excess of support and revenue over expenses (line 8 minus line 17) | 18 | 29,239.51 |

Balance Sheet
(at the end of the period shown above)

| Assets | | | |
|----------------------------|-------------------------------------------------------------------------|-----|--------------|
| 19 | Cash a Interest bearing accounts | 19a | 29,239.51 |
| | b Other | 19b | |
| 20 | Accounts receivable, net | 20 | |
| 21 | Inventories | 21 | |
| 22 | Bonds and notes (attach schedule) | 22 | |
| 23 | Corporate stocks (attach schedule) | 23 | |
| 24 | Mortgage loans (attach schedule) | 24 | 141,666.03 |
| 25 | Other investments (attach schedule) | 25 | 28,827.60 |
| 26 | Depreciable and depletable assets (attach schedule) | 26 | |
| 27 | Land | 27 | |
| 28 | Other assets (attach schedule) | 28 | |
| 29 | Total assets | 29 | 199,733.14 |
| Liabilities | | | |
| 30 | Accounts payable | 30 | |
| 31 | Contributions, gifts, grants, etc., payable | 31 | |
| 32 | Mortgages and notes payable (attach schedule) | 32 | |
| 33 | Other liabilities (attach schedule) | 33 | |
| 34 | Total liabilities | 34 | |
| Fund Balances or Net Worth | | | |
| 35 | Total fund balances or net worth | 35 | 199,733.14 |
| 36 | Total liabilities and fund balances or net worth (line 34 plus line 35) | 36 | \$199,733.14 |

If there has been any substantial change in any aspect of your financial activities since the period shown above ended, check the box and attach a detailed explanation.

*Refer to attached schedule for details

Part III Organizations described in section 501(c)(2) (Title holding corporations)

1 State below the complete name, address and employer identification number of each organization for which title to property is held and the number and class(es) of shares of your stock held by each organization.

N/A

2 If within the past five years shares of stock in your organization have been held by persons other than organizations listed in 1 above, list below the names and addresses of these persons. Also, show the number and class(es) of shares of capital stock held by each person, the years held, the dividends payable in each year and the dates paid.

N/A

3 State whether the net annual income is or will be turned over to the organization for which title to property is held and, if not, the purpose for which the income is or will be held.

N/A

4 State the purpose(s) of each organization for which title to property is held as shown in its governing instrument and the Code section(s) under which each is classified as exempt from Federal income tax.

N/A

Part III Organizations described in section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc. of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

1 Have you engaged in or do you plan to engage in any activities on behalf of, or in opposition to, any candidate for public office? Yes No
If "Yes," describe in detail the nature and extent of the activities.

2 Has the Service previously issued a ruling or determination letter recognizing you (or any predecessor organization listed in item 1 of Part III) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that you (or your predecessor) were carrying on propaganda or otherwise attempting to influence legislation? Yes No
If "Yes," indicate the earliest tax year for which recognition of exemption under Section 501(c)(3) was revoked and the IRS district office that issued the revocation.

3 Do you perform or do you plan to perform (for members, shareholders, or others) particular services, such as maintaining the common areas of a condominium, buying food or other items on a cooperative basis, providing recreational facilities or transportation services, job placement, or other similar undertakings? Yes No
If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part III (pages 2, 3, and 4), enter the page and item number here.)