

CERTIFICATE OF INCORPORATION

578130-7

OF

CHENANGO COUNTY AREA CORP.

Pursuant to the Membership
Corporations Law.

DATED: July 29, 1966.

F. PETER O'HARA
Attorney at Law
East Park Place
Norwich, New York

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 11 1966

TAX \$
FILING FEE \$

John P. Linn
Secretary of State
BY *JPL*
P-09 Chenango

SR
PK

7

I CERTIFY That I have compared the preceding
copy with the original Certificate of Incorporation of

CHENANGO COUNTY AREA CORP.,

filed in this department on the 11th day of August, 1966, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this eleventh day
of August, one thousand nine hundred
sixty-six.

John P. Lomenzo
Secretary of State

STATE OF NEW YORK)
COUNTY OF CHENANGO : SS.
CITY OF NORWICH)

F. PETER O'HARA, being duly sworn, deposes and says that he is the attorney for the subscribers to the annexed Certificate of Incorporation, and no previous application for the approval of said certificate by any Justice of the Supreme Court has ever been made.

F. Peter O'Hara

Subscribed and sworn to before me
this 29th day of July, 1966.

Helen R. Taranto
Notary Public

The undersigned, a Justice of the Supreme Court of the Sixth Judicial District in which the office of the Chenango County Area Corp. is to be located, does hereby approve the foregoing certificate of incorporation and does hereby endorse his approval upon such certificate of incorporation pursuant to Section 10 of the Membership Corporations Law of the State of New York.

Howard B. Jones
JUSTICE SUPREME COURT

Dated: Aug 10, 1966.

6

STATE OF NEW YORK)
COUNTY OF CHENANGO : SS.
CITY OF NORWICH)

On this 29th day of July, 1966, before me personally came
THOMAS S. MONCHO, LEN A. TYLER, HARRISON D. SAWYER, CLIFFORD
C. THOMAS and EDWIN F. ADWARDS,
to me known to be the persons described in and who executed the
foregoing certificate, and they severally duly acknowledged to me
that they executed the same.

Helen R. Saranto
Notary Public

STATE OF NEW YORK)
COUNTY OF CHENANGO : SS.
CITY OF NORWICH)

THOMAS S. MONCHO, LEN A. TYLER, HARRISON D.
SAWYER, CLIFFORD C. THOMAS and EDWIN F. ADWARDS,
each being severally duly sworn, depose and say, and each for
himself deposes and says, that he is one of the persons described
in and who executed the annexed certificate of incorporation, and
that he is of full age, a citizen of the United States and a
resident of the State of New York.

Thomas S. Moncho
Len A. Tyler
Harrison D. Sawyer
Clifford C. Thomas
Edwin F. Adwards

Subscribed and sworn to
before me this 29th day
of July, 1966.

Helen R. Saranto
Notary Public

5

ELEVENTH: The names and post office addresses of the directors until the first annual meeting of members are as follows:

<u>Names</u>	<u>Post Office Addresses</u>
Everett A. Gilmour	9 Ridgeland Road, Norwich, New York
Thomas S. Moneho	S.R. 332, Box 15, Norwich, New York
Len A. Tyler	R.D. #1, Norwich, New York
Harrison D. Sawyer	47 Sunset Drive, Norwich, New York
Clifford C. Thomas	25 N. Chenango Street, Greene, New York
Raymond W. Holman	11 Juliand Street, Bainbridge, New York
Edwin F. Adwards	5 N. Chapel Street, Sherburne, New York

TWELFTH: Of the subscribers to this Certificate, all are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York, and of the persons named as Directors at least one of them is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in duplicate this 29th day of July, 1966.

Thomas S. Moneho L.S.

Len A. Tyler L.S.

Harrison D. Sawyer L.S.

Clifford C. Thomas L.S.

Edwin F. Adwards L.S.

V

FOURTH: Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any acts or practices prohibited by Section 340 of the General Business Law or other antimonopoly statute of this state.

FIFTH: The corporation shall not attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: None of the directors, officers, members or employees of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof but may receive reasonable compensation for services rendered and property delivered in effecting one or more of its corporate purposes.

SEVENTH: 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 of Section 234 of the Membership Corporations Law upon repayment or other discharge in full by the corporation of all such loans.

EIGHTH: The territory in which the operations of the corporation are principally to be conducted is the County of Chenango, New York.

NINTH: The principal office of the corporation is to be located in the City of Norwich, County of Chenango, New York.

TENTH: The number of its directors shall be not less than five nor more than ten. A director need not be a member.

3

furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereof;

(b) To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein;

(c) To borrow money and to issue negotiable bonds, notes and other obligations therefor;

(d) Without leave of the court, to sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine;

(e) In connection with loans from the New York Job Development Authority, to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of industrial or manufacturing plants in the territory in which the operations of such corporation are principally to be conducted; and

(f) To do all and everything suitable for the accomplishment of any of the foregoing purposes.

THIRD: The corporation shall be a nonprofit corporation. 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. No part of the income or earnings of the 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, provided that, the corporation may repay loans and repay contributions (other than dues) made to it, but only if and to the extent that any contributions may not be allowable as a deduction in computing taxable income under the internal revenue code of 1954.

✓

CERTIFICATE OF INCORPORATION

OF

CHENANGO COUNTY AREA CORP.

Pursuant to the Membership Corporations Law.

We, the undersigned, being desirous of forming a membership corporation pursuant to Article XIX of the Membership Corporations Law of the State of New York, hereby make, subscribe, acknowledge and file this certificate, stating as follows:

FIRST: The name of the corporation shall be CHENANGO COUNTY AREA CORP.

SECOND: The corporation shall be a nonprofit local development corporation organized under Article XIX of the Membership Corporations Law and operated exclusively for the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing of training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding the territory in which its operations are principally to be conducted by attracting new industry to such territory or by encouraging the development of, or retention of, an industry in said territory, and lessening the burdens of government and acting in the public interest. In furtherance of said purposes, the corporation shall have the following powers:

(a) To construct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such s for others in such territory; to dis te information and

STATE OF NEW YORK _____ DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS
ALBANY

FILING RECEIPT - MISC.

jjm-iar

TYPE OF CERTIFICATE
INCORPORATION

CORPORATION NAME

CHENANGO COUNTY AREA CORP.

DATE

8/11/66

FILM NO.

573130-7

LOCATION OF PRIN. OFFICE
P-09 Chenango

Membership

FILER AND ADDRESS

F. Peter O'Hara
East Park Place
Norwich, N.Y.

6 DOLLAR FEE TO COUNTY

FEES AND/OR TAX PAID AS FOLLOWS:

CHK. M.O. CASH

\$ 55.50

\$ 50.00 FILING
\$ TAX

\$ 5.50 CERTIFIED COPY (photostat)
\$ CERTIFICATE

TOTAL \$ 55.50
REFUND \$