

12/31/97

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WAYNE ECONOMIC
DEVELOPMENT CORPORATION

Pursuant to the
Membership Corporation Law

✓

CERTIFICATE
OF
INCORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 1 1968
TAX \$ *None*
FILING FEE \$ *50*

John P. Lomenzo

Secretary of State

M.H.
P-59 - Wayne

J. WILLIS BARRETT
ATTORNEY AND COUNSELOR AT LAW
WILLIAMSON, NEW YORK 14589

11





OFFICE OF THE CLERK OF THE SUPREME COURT

708139

STATE OF NEW YORK: : SS.
COUNTY OF ALBANY :

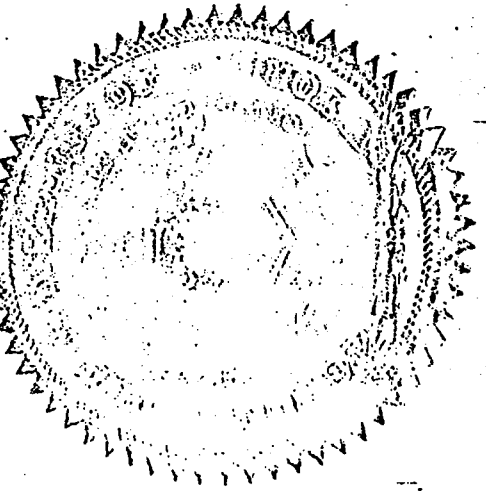
Pursuant to the provisions of Section 11, Article 2 of the Membership Corporations Law, consent is hereby given to the filing of the annexed certificate of incorporation of

WAYNE ECONOMIC DEVELOPMENT CORPORATION

as a membership corporation.

This consent, however, shall in no way be construed as an approval by the Board of Regents, Commissioner of Education or Education Department of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the Board of Regents, Commissioner of Education, University of the State of New York or Education Department in its publications and advertising matter.

IN WITNESS WHEREOF, I, James E. Allen, Jr.,



Commissioner of Education of the State of New York, for and on behalf of the State Education Department, do hereunto set my hand and affix the seal of the State Education Department, at the City of Albany, this 21st day of August 1968.

CERTIFICATE OF INCORPORATION

- of -

WAYNE ECONOMIC DEVELOPMENT CORPORATION

Pursuant to the Membership Corporation 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 Wayne Economic Development Corporation.

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 or 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,

- (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 contribu-

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 anti-monopoly 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 Wayne.

NINTH: The principal office of the corporation is to be located in the Village of Lyons, County of Wayne, New York

TENTH: The number of its directors shall be not less than twelve (12) nor more than fifteen (15). A director need not be a member.

ELEVENTH: The names and post office addresses of the directors

until the first annual meeting of members and of fall

Names

William J. Monahan
 Carl Pearson
 Ansel Stork
 Robert R. Peterson
 David L. Woods
 Ralph W. Coryell
 Robert F. Fanning
 Wesley R. Bourdette
 Robert J. Wykle
 Paul Pettingill
 Robert W. Kirchoff
 George R. Maloy
 William Herbert
 Frank DeRenzo

Post Office Addresses

Palmyra, New York
 Marion, New York
 Newark, New York
 Savannah, New York
 Ontario, New York
 Sodus, New York
 Newark, New York
 Newark, New York
 Lyons, New York
 Clyde, New York
 Palmyra, New York
 Clyde, New York
 Williamson, New York
 Clyde, New York

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

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in duplicate this; 16th day of July, 1968

William J. Monahan
 William J. Monahan

Carl Pearson
 Carl Pearson

Ansel Stork
 Ansel Stork

Robert R. Peterson
 Robert R. Peterson

David L. Woods
 David L. Woods

Ralph W. Coryell
 Ralph W. Coryell

Robert W. Kirchhoff

Robert W. Kirchhoff

George R. Maloy

George R. Maloy

William Herbert

William Herbert

Frank DeRenzo

Frank DeRenzo

STATE OF NEW YORK
COUNTY OF WAYNE

SS.

On this 16th day of July, 1968, before me personally came WILLIAM J. MONAHAN, CARL PEARSON, ANSEL STORK, ROBERT R. PETERSON, DAVID L. WOODS, RALPH W. CORYELL, ROBERT F. FANNING, WESLEY R. BOURDETTE, ROBERT J. WYKLE, PAUL PETTINGILLI ROBERT W. KIRCHHOFF, GEORGE R. MALOY, WILLIAM HERBERT AND FRANK ^{H.}DERENZO.

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.

J. Willis Barrett
Notary Public

J. WILLIS BARRETT
Notary Public, State of New York
Wayne County No. 50-5184763
Certificate filed in Monroe County
Expiring March 31, 1970

STATE OF NEW YORK
COUNTY OF WAYNE
SS.

William J. Monahan, Carl Pearson, Ansel Stork, Robert R. Peterson,
David L. Woods, Ralph W. Coryell, Robert F. Fanning, Wesley R.
Bourdette, Robert J. Wykle, Paul Pettingill, Robert W. Kirchhoff, George
R. Maloy, William Herbert and Frank DeRenzo.

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.

William J. Monahan
William J. Monahan

Ansel Stork
Ansel Stork

David L. Woods
David L. Woods

Ralph W. Coryell
Ralph W. Coryell

Robert J. Wykle
Robert J. Wykle

Robert W. Kirchhoff
Robert W. Kirchhoff

William Herbert
William Herbert

Carl Pearson
Carl Pearson

Robert R. Peterson
Robert R. Peterson

Robert F. Fanning
Robert F. Fanning

Wesley R. Bourdette
Wesley R. Bourdette

Paul Pettingill
Paul Pettingill

George R. Maloy
George R. Maloy

Frank DeRenzo
Frank DeRenzo

STATE OF NEW YORK
COUNTY OF WAYNE

SS.

J. Willis Barrett, Attorney at Law, being duly sworn, deposes and says that he is the duly appointed County Attorney for the County of Wayne, State of New York, and 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.

J. Willis Barrett
J. Willis Barrett

Subscribed and sworn to before me

this 17th day of July, 1968

Bladys M. Mall
Notary Public

GLADYS M. MALL
ATTORNEY PUBLIC, State of N. Y., Wayne Co., No. 521
Commission Expires March 30, 1970

The undersigned, a Justice of the Supreme Court of the Judicial District in which the office of the Wayne Economic Development Corporation 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.

Robert R. B.



HUGH R. JONES
CHAIRMAN

STATE BOARD OF SOCIAL WELFARE

STATE OF NEW YORK

DEPARTMENT OF SOCIAL SERVICES

GEORGE K. WYMAN
COMMISSIONER

112 STATE STREET
ALBANY, NEW YORK 12201

FELIX INFAUSTO
COUNSEL AND BOARD SECRETARY

September 23, 1968

J. Willis Barrett
Wayne County Attorney
Williamson, New York 14589

Re: Wayne Economic Development Corporation

Dear Mr. Barrett:

Returned herewith is the executed original proposed certificate of incorporation of the above. This certificate has been given careful consideration and I am of the opinion that, with purposes as stated therein, the approval of the State Board of Social Welfare is not required under the provisions of the statutes. If otherwise in proper form it will undoubtedly be received for filing by the Secretary of State. The statement of purposes appears in the certificate as follows:

"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 or 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 plants for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;
- (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;

J. Willis Barrett, Esq.

-2-

September 23, 1968

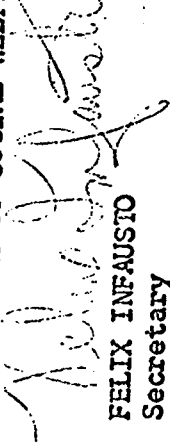
- (d) Without leave of the court, to sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine;
- (e) In connection with loans from the New York Job Development Authority, to enter into 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."

This letter is not to be construed as an approval by the State Board of Social Welfare, the State Department of Social Services, the Commissioner of Social Services or any officer of the Board or of the Department, but as a statement that the approval of the State Board of Social Welfare would not be required for a certificate of incorporation containing the foregoing statement of purposes. When it is apparent on the face of a certificate that approval of the Board is not required under the statutes, it has been the policy of the Board to have the Department indicate neither approval nor disapproval. You may send the executed original certificate of incorporation to the Secretary of State together with this letter.

After you have filed the certificate with the Secretary of State, you can expect to hear from the Charities Registration Bureau of this Department concerning the need of the organization to register pursuant to the provisions of Article 10-A of the Social Services Law, which deals with the solicitation of funds for charitable purposes.

Sincerely yours,

STATE BOARD OF SOCIAL WELFARE



FELIX INFAUSTO
Secretary