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**Certificate of Merger  
of  
Wayne Economic Development Corporation  
and  
Wayne Industrial Sustainability Development Corporation  
into  
Wayne Economic Development Corporation**

Under Section 904 of the Not-for-Profit Corporation Law

1. The names of the constituent corporations participating in the merger are Wayne Economic Development Corporation and Wayne Industrial Sustainability Development Corporation, being a 501(c)(3) not-for-profit local development corporations formed under Article 19 of the former Membership Corporation Law and Sections 201 and 1411 of the Not-for-Profit Corporation Law, respectively, and are charitable corporations. The name of the surviving corporation is Wayne Economic Development Corporation.

2. The sole member of each of the constituent corporations is the Wayne County Industrial Development Agency. The Wayne Economic Development Corporation is governed by no less than three but no more than seven voting directors serving ex officio by virtue of being duly appointed members of the Wayne County Industrial Development Agency. The Wayne Industrial Sustainability Development Corporation is governed by no less than three but no more than seven self-appointing directors. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

3. The Certificate of Incorporation of the surviving corporation will not be amended or changed.

4. The Certificate of Incorporation of Wayne Economic Development Corporation was filed by the New York Department of State on October 1, 1968 and the Certificate of Incorporation of Wayne Industrial Sustainability Development Corporation was filed by the New York Department of State on October 5, 2005.

5. The merger was authorized by the Wayne Economic Development Corporation by resolution of its Board of Directors dated May 19, 2017 and by a resolution of its members dated May 19, 2017. The merger was authorized by Wayne Industrial Sustainability Development Corporation by resolution of its Board of Directors dated May 19, 2017 and by a resolution of its members dated May 19, 2017.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Merger as of the 19<sup>th</sup> day of May, 2017.

**Wayne Economic Development Corporation**

By: Margaret Churchill  
Margaret Churchill, Executive Director

**Wayne Industrial Sustainability Development Corporation**

By: Margaret Churchill  
Margaret Churchill, Executive Director

ATTORNEY GENERAL OF THE STATE OF NEW YORK  
COUNTY OF WAYNE

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In the Matter of the Application of :

Wayne Economic Development Corporation :  
and Wayne Industrial Sustainability  
Development Corporation

ATTORNEY GENERAL  
APPROVAL

For Approval of their Plan of Merger under Section :  
907-b of the Not-for-Profit Corporation Law and  
Authorizing the Filing of a Certificate of Merger under  
Section 904 of the Not-for-Profit Corporation Law

OAG No. ROC-2017-31

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1. By Petition verified on June 9, 2017, Wayne Economic Development Corporation and Wayne Industrial Sustainability Development Corporation applied to the Attorney General pursuant to Article 9 of the Not-for-Profit Corporation Law for approval of an application to Merge.
2. The name of the surviving corporation is Wayne Economic Development Corporation.

Based on a review of the Petition and the exhibits thereto (and the additional documents and information requested by the Attorney General), and the verifications of Margaret Churchill, the Attorney General has determined that the petitioners have complied with the provisions of Article 9 of the Not-for-Profit Corporation Law applicable to the merger of not-for-profit corporations, and neither the Petitioners nor any third party having raised with the Attorney General any objections to the proposed merger, and it appearing to the satisfaction of the Attorney General that the interests of the constituent corporations and the public interest will not be adversely affected by the merger, the Plan of Merger is approved and the Certificate of Merger is authorized to be filed with the Department of State with copy served on the Attorney General.

Eric T. Schneiderman  
Attorney General of the State of New York

By: [Signature]  
Assistant Attorney General

Date: August 14, 2017

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**CERTIFICATE OF MERGER**

of

**WAYNE ECONOMIC DEVELOPMENT CORPORATION**

and

**WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION**

into

**WAYNE ECONOMIC DEVELOPMENT CORPORATION**

Pursuant to Section 904 of the Not-for-Profit Corporation Law

Filed by:

Harris Beach PLLC  
677 Broadway, Suite 1101  
Albany, New York, 12207

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED AUG 22 2017  
TAXS  
BY: *[Signature]*  
*Wayne Co*  
FILED

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