

**PLAN OF MERGER
OF
WAYNE ECONOMIC DEVELOPMENT CORPORATION
AND
WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION
INTO
WAYNE ECONOMIC DEVELOPMENT CORPORATION**

1. The names of the constituent corporations participating in the merger are Wayne Economic Development Corporation, a not-for-profit local development corporation formed under Article 19 of the former Membership Corporation Law and Wayne Industrial Sustainability Development Corporation, a not-for-profit local development corporation formed pursuant to sections 201 and 1411 of the Not-for-Profit Corporations Law.

2. The surviving corporation shall be Wayne Economic Development Corporation.

3. 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 Agency. The Wayne Industrial Sustainability Development Corporation is governed by no less than three but no more than seven self-appointing board of directors. Neither of the constituent corporations has any holders of certificates evidencing capital contributions or subventions.

4. The merger shall be effective immediately upon the filing of a Certificate of Merger with the New York State Department of State. When the merger becomes effective, the separate existences of Wayne Economic Development Corporation and Wayne Industrial Sustainability Development Corporation shall cease and be merged into Wayne Economic Development Corporation, which, as the surviving corporation, shall possess all the assets,

rights, privileges, immunities, powers and purpose of each of the constituent corporations and shall assume and be liable for all of their debts, liabilities, obligations and penalties.

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

6. After the merger becomes effective, the Bylaws of Wayne Economic Development Corporation will remain in effect, the current sole member of Wayne Economic Development Corporation shall remain the sole member of Wayne Economic Development Corporation and the Board of Directors and corporate officers of Wayne Economic Development Corporation will continue to serve as such.

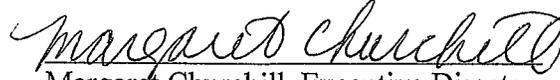
7. As the surviving corporation, Wayne Economic Development Corporation shall pay all expenses of carrying out this Plan of Merger, provided that if the merger is abandoned in accordance with paragraph 8 below, Wayne Industrial Sustainability Development Corporation shall reimburse Wayne Economic Development Corporation for one-half (1/2) of all such expenses.

8. At any time prior to the effective date of the merger, any of the constituent corporations may abandon this Plan of Merger if abandonment is authorized by its Board of Directors. The filing of the Certificate of Merger with the New York Department of State shall conclusively establish that this Plan has not been abandoned.

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IN WITNESS WHEREOF, the undersigned have subscribed this Plan of Merger effective
as of the 19th day of May, 2017.

WAYNE ECONOMIC
DEVELOPMENT CORPORATION


Margaret Churchill, Executive Director

WAYNE INDUSTRIAL SUSTANABILITY
DEVELOPMENT CORPORATION


Margaret Churchill, Executive Director