

CERTIFICATE OF INCORPORATION
OF
SENECA FALLS DEVELOPMENT CORPORATION

A Not-for-Profit Local Development Corporation
under Section 1411 of the Not-For-Profit
Corporation Law of the State of New York

THE UNDERSIGNED, being over the age of eighteen years for the purpose of forming a not-for-profit local development corporation pursuant to Sections 402 and 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation shall be Seneca Falls Development Corporation (hereinafter referred to as the "Corporation").

SECOND: The Corporation will be a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and, as provided in Section 1411 of the Not-For-Profit Corporation Law, will be a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law.

THIRD: The Corporation is formed exclusively for the charitable or public purposes of planning and implementing of programs, projects and activities designed to create or stimulate economic and community development in the Village of Seneca Falls, New York (the "Village") and the Town of Seneca Falls, New York (the "Town") and reducing the burden of government by:

- (a) Creating employment opportunities for Village and Town residents, particularly those employment positions that pay a living wage, offer health, retirement, and other employee benefits, and provide skills training;
- (b) Increasing the property tax base of the Village and Town;
- (c) Increasing sales tax revenues in the Village and Town;
- (d) Encouraging and fostering entrepreneurship;
- (e) Strengthening and expanding existing businesses;
- (f) Bringing new businesses into the Village and Town;
- (g) Revitalizing downtown and other commercial shopping areas;
- (h) Stimulating tourism growth;

- (i) Encouraging the environmental remediation and reuse of contaminated property;
- (j) Promoting the development of land use policies designed to encourage development and preserve Village and Town neighborhoods;
- (k) Encouraging and supporting the development and maintenance of municipal infrastructure, recreational facilities, and other public facilities and services that support businesses and residential neighborhoods; and
- (l) Undertaking any other activities that effect the general purposes of the corporation.

FOURTH: The Corporation's purposes will achieve the lawful public or quasi-public objective of creating or stimulating economic and community development in the Town and Village and lessening the burdens of government.

FIFTH: The operations of the Corporation will be principally conducted within the territory of the Town of Seneca Falls and Village of Seneca Falls, New York.

SIXTH: Pursuant to the requirements of Section 1411(e) of the Not-For-Profit Corporation Law:

(a) 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.

(b) The property of the Corporation is irrevocably dedicated to charitable purposes. 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, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(c) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions of paragraph (g) of Section 1411 of the Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

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

(b) The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section

501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

EIGHTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the Town (65%) and Village (35%) for furtherance of the purposes set forth in paragraph (a) of Section 1411 of the Not-For-Profit Corporation Law. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-For-Profit Corporation Law.

NINTH: The office of the Corporation shall be located in the Town of Seneca Falls, Seneca County, New York.

TENTH: The types or classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the By-laws. The Members of the Corporation shall be identified in the By-laws.

ELEVENTH: The names and addresses of the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Diana Smith	60 State Street Seneca Falls, NY 13148
Anthony Petroccia	60 State Street Seneca Falls, NY 13148
Peter Same	31 Fall Street Seneca Falls, NY 13148
Lucille Cook	31 Fall Street Seneca Falls, NY 13148
James Sinicropi	Finger Lakes1.com Internet Services 43 Fall Street Seneca Falls, NY 13148
Joyce Sinicropi	Sinicropi Florist & Gift Shop 64 Fall Street Seneca Falls, NY 13148

Karen Beals

United Way of Seneca County
P.O. Box 623
21 East Main Street; Suite 215
Waterloo, NY 13165

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: The Corporation shall indemnify each member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

FOURTEENTH: The Secretary of New York State is designated as agent of the Corporation 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 against the Corporation served upon him is as follows: 60 State Street, Seneca Falls, New York 13148.

FIFTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by the affirmative vote of two thirds of the entire Board of Directors of the Corporation in the manner described in the By-laws, with the affirmative vote of two-thirds of the Members of the Corporation.

IN WITNESS WHEREOF, the undersigned has made and signed this certificate this 14th day of May, 2007 and affirms that the statements contained therein are true under penalty of perjury.



Paul W. Reichel, Esq., Incorporator
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, New York 13202

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CERTIFICATE OF INCORPORATION

OF

SENECA FALLS DEVELOPMENT CORPORATION

**A Not-for-Profit Local Development Corporation
under Section 1411 of the Not-For-Profit
Corporation Law of the State of New York**

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DRAWDOWN ACCOUNT #42

Customer Reference No. 320423

Filed by: Amy L. LaBarge, Legal Assistant
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202
Ph: (315) 218-8124
Fax: (315) 218-8434

STATEMENT OF ORGANIZATION

of

SENECA FALLS DEVELOPMENT CORPORATION

The undersigned, being the sole incorporator of the corporation set forth above, certifies that the following actions were taken and signs this statement pursuant to Section 405 of the Not-For-Profit Corporation Law:

FIRST: The Certificate of Incorporation of Seneca Falls Development Corporation, a true copy of which is annexed to this statement, was filed with the Department of State of New York on May 14, 2007. A copy of the receipt of the Department of State is also attached.

SECOND: The Bylaws included in the minute book following this statement have been adopted by me as the Bylaws of the corporation.

THIRD: Pursuant to the provisions of the Certificate of Incorporation, the following persons have been appointed as directors of the corporation to hold office until the first annual meeting of directors and until their successors are elected:

Diana Smith
Anthony Petroccia
Peter Same
Lucille Cook
James Sinicropi
Joyce Sinicropi
Karen Beals

FOURTH: I resign as Incorporator and delegate any duties or obligations that I possessed as Incorporator to the corporation's board of directors.

Dated: May 18, 2007



Paul W. Reichel, Esq.
Incorporator

FILING RECEIPT

ENTITY NAME: SENECA FALLS DEVELOPMENT CORPORATION

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: SENE

SERVICE COMPANY: BOND, SCHOENECK & KING, PLLC - 42

SERVICE CODE: 42

FILED:05/14/2007 DURATION:PERPETUAL CASH#:070514001275 FILM #:070514001191

ADDRESS FOR PROCESS

EXIST DATE

THE CORPORATION
60 STATE STREET
SENECA FALLS, NY 13148

05/14/2007

REGISTERED AGENT

FILER	FEES	150.00	PAYMENTS	150.00
	FILING	75.00	CASH	0.00
	TAX	0.00	CHECK	0.00
AMY L LABARGE LEGAL ASSISTANT	CERT	0.00	CHARGE	0.00
BOND SCHOENECK & KING PLLC	COPIES	0.00	DRAWDOWN	150.00
NE LINCOLN CENTER	HANDLING	75.00	OPAL	0.00
SYRACUSE, NY 13202			REFUND	0.00