

CERTIFICATE OF INCORPORATION
OF
BROOME COUNTY LOCAL DEVELOPMENT CORPORATION

UNDER SECTION 402 OF THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW

Filed by:

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**CERTIFICATE OF INCORPORATION
OF
BROOME COUNTY LOCAL DEVELOPMENT CORPORATION**

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, for the purpose of forming a local development corporation, hereby certifies that:

1. The name of the Corporation is Broome County Local Development Corporation
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("N-PCL") and is a local development corporation pursuant to Section 201 of the N-PCL. The Corporation is a Type C Corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The Corporation is formed and shall be operated exclusively for the charitable and public purposes of benefiting and furthering the activities of Broome County (the "Municipality"). More specifically, the Corporation shall act as a local development corporation for the Municipality by conducting activities that will relieve and reduce unemployment; promote and provide for additional and maximum employment; better and maintain job opportunities; instruct or train individuals to improve or develop their capabilities for such jobs; carry on scientific research for the purpose of aiding the Municipality by attracting new industry to the Municipality; or by encouraging the development of, or retention of, an industry in the Municipality; and lessening the burdens of government and acting in the public interest.

In furtherance of the foregoing purposes, the Corporation shall have all the powers conferred by Section 1411(c) of the N-PCL.

The lawful public or quasi-public objectives which each business purpose will achieve are the following: the training of community residents in the development of their business skills; the reduction of unemployment; the promotion of maximum employment by bettering and maintaining job opportunities; the stimulation of the economic growth of the Municipality.

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Section 404(a)-(v) of the Not-For-Profit Corporation Law.

Nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees. Nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law. Nothing herein shall authorize the Corporation to provide professional training in the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

4. (a) All income and earnings of such 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 net earnings of the Corporation shall inure to the benefit of any director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid, other than to a director, for services rendered to or for the Corporation. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) 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 provided below upon the repayment or other discharge in full by the Corporation of all such loans.

(d) Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable and public purposes and is intended to qualify as an entity the income of which is excludable under Code Section 115.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to the Municipality for furtherance of the purposes set forth above or as otherwise provided under Section 1411(g) of the N-PCL.

5. The office of the Corporation in the State of New York shall be located in Broome County.

6. The name and address of the initial directors of the Corporation are

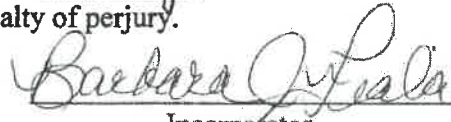
<u>NAME</u>	<u>ADDRESS</u>
Stephen D. Herz	787 State Route 79, Windsor, NY 13865
Wayne L. Howard	PO Box 9, Port Crane, NY 13833
George Akel, Jr.	2165 E. Hampton Rd., Binghamton NY 13903
Vincent A. Pasquale	6 Westland Court, Binghamton NY 13905
James Rounds	576 Bunn Hill Rd., Vestal NY 13850
Peter N. Hankin	41 Eagle Drive, Endicott NY 13760
Barbara J. Fiala	27 Colfax Ave., Binghamton NY 13905
Eugene Burns	2440 Rhonda Dr., Vestal NY 13850
Timothy M. Grippen	32 Brookfield Rd., Binghamton NY 13903

7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

Broome County Local Development Corporation


Broome County Executive
Edwin L. Crawford County Office Building
60 Hawley Street, 6th Floor
PO Box 1766
Binghamton NY 13902-1766

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 31 day of January, 2011, and hereby affirms the truth of the statements contained herein under penalty of perjury.



Incorporator

Broome County Executive
Edwin L. Crawford County Office Building
60 Hawley Street, 6th Floor
PO Box 1766
Binghamton NY 13902-1766
(607) 778-2109


TAMMY S. KOCAK
Notary Public, State of New York
No. 4921908
Residing in Broome County
My commission expires March 7, 2014