

CERTIFICATE OF INCORPORATION

OF

WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION

Under Section 402 of the Not-For-Profit Corporation Law

We, the undersigned, for the purpose of forming a local development corporation, do hereby certify:

FIRST: The name of the corporation shall be the WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION.

SECOND: The corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a local development corporation pursuant to Section 1411 of said law.

THIRD: The purposes for which the corporation is formed are as follows:

- a. To plan and promote, and if necessary to coordinate and execute programs in the Counties of Warren and Washington aimed at improving the quality of life of its residents by developing new approaches and methods where necessary and proper.
- b. To plan and promote, exclusively charitable or public purposes of relieving and reducing adult unemployment, promoting and providing for additional and maximum adult employment.
- c. Bettering and maintaining adult job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs.
- d. Carrying on scientific research for the purpose of aiding Warren and Washington Counties by attracting new industry and agribusiness to said communities or areas or by encouraging the development of, or retention of, such industry or agribusiness in the said communities or areas.
- e. Lessening the burdens of government and acting in the public interest.
- f. To provide managerial, technical and administrative advice in order to aid local business enterprises.

In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by paragraph (c) of section 1411 of the Not-for-Profit Corporation Law.

The corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Articles 5 and 14 of the Not-for-Profit Corporation Law and Article 8 of the Public Authorities Law.

Nothing herein contained shall authorize or empower the corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by New York General Business Law section 340 or any other New York anti-monopoly law, and the corporation is not authorized so to engage.

FOURTH: Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for charitable or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

FIFTH: 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(b) through (u) of the Not-for-Profit Corporation Law.

SIXTH: No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code Section 501(h) as amended, or the corresponding provision of any future United State internal revenue law, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by the statutory provision) and the Corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

SEVENTH: The corporation shall be a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

EIGHTH: 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 adult unemployment; the promotion of maximum adult employment by bettering and maintaining adult job opportunities; the stimulation of the economic growth of the communities.

NINTH: 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.

TENTH: No part of the income or earnings of such 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, except that the corporation is hereby authorized pursuant to section 1411 (e) (2) of the Not-for-Profit Corporation Law to repay loans and to repay contributions (other than dues) to the corporation, 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.

ELEVENTH: If the corporation accepts a mortgage loan from the New York Job Development Authority, the corporation shall be dissolved in accordance with the provision of section 1411(g) of the Not-for-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

TWELFTH: The office of the corporation shall be located in the City of Glens Falls, County of Warren, State of New York.

THIRTEENTH: The names and addresses of the initial directors until the first annual meeting, each of whom is of full age, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Victor Grant	Scofield Road Lake Luzerne, NY 12846
Herbert A. Heineman, Jr.	Mayflower Lane Kattskill Bay, NY 12844
Edward Dienst	16 Stone Pine Lane Queensbury, NY 12804
George Gress	20 Honey Hollow Road Queensbury, NY 12804
Robert Corrigan	221 Main Street Hudson Falls, NY 12839
Richard Skellie	East Greenwich, New York 12834
David Wilmont, Sr.	RD 1 Buskirk, NY 12028
Richard Freed	4 Rogers Avenue Granville, NY 12832
Michel Brant	Stonebridge Road Queensbury, NY 12804
Francis O'Keefe	32 Harrison Avenue Glens Falls, NY 12801
George Frost	25 McHugh Street So. Glens Falls, NY 12803

FOURTEENTH: Upon the dissolution of the corporation, no member or private persons, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, (including the payment of loans and contributions the repayment of which has been authorized in its certificate of incorporation or reincorporation) shall be distributed to one or more counties, cities, towns or villages within the territory designated in its certificate of incorporation or reincorporation as the territory in which its operations are principally to be conducted, for furtherance of the purposes set forth herein, or to the New York job development authority, as shall be provided by said corporation or by order of the supreme court of the State of New York pursuant to section 1008 (Jurisdiction of supreme court to supervise dissolution and liquidation).

FIFTEENTH: The Secretary of State of the State of New York is hereby designated the 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/her as agent of the corporation is 136 Warren Street, Glens Falls, New York 12801.

IN WITNESS WHEREOF, We, the undersigned incorporators, being all at least eighteen years of age, have made, subscribed this certificate and hereby affirm it as true under the penalties of perjury this 23rd day of October, 1992.



 Herbert A. Heineman, Sr., Incorporator
 Mayflower Lane, Kattskill Bay, NY 12814



 Robert Corrigan, Incorporator
 221 Main Street, Hudson Falls, NY 12839.

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION**

OF

WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION

Under Section 803 of the Not-for-Profit Corporation Law

Certificate of Amendment of the Certificate of Incorporation of WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION under Section 803 of the Not-for-Profit Corporation Law.

FIRST: The name of the corporation is WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION.

SECOND: The date of filing the Certificate of Incorporation in the Office of the Secretary of State of New York, is November 19, 1992.

THIRD: The corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a local development corporation pursuant to Section 1411 of said law. It is a Type C corporation as defined in N-PCL Section 201; the corporate purposes will be modified slightly by this amendment, but the Type of corporation it shall be will not change.

FOURTH: The certificate of incorporation is amended to change the name of the corporation. Paragraph FIRST of the certificate of incorporation is amended to read as follows:

FIRST: The name of the corporation is the WARREN COUNTY REGIONAL ECONOMIC DEVELOPMENT CORP..

FIFTH: The certificate of incorporation is amended to modify the corporate purposes. Paragraph THIRD, sub-paragraphs a) and d) are amended as follows:

- a. To plan and promote, and if necessary to coordinate and execute programs in the greater Warren County region aimed at improving the quality of life of its residents by developing new approaches and methods where necessary and proper.
- d. Carrying on scientific research for the purpose of aiding the greater Warren County region by attracting new industry and agribusiness to said communities or areas or by encouraging the development of, or retention of, such industry or agribusiness in the said communities or areas.

SIXTH: The certificate of incorporation is amended to change the post-office address to which the Secretary of State shall mail a copy of process. Paragraph FIFTEENTH of the certificate of incorporation is amended to read as follows:

FIFTEENTH: The Secretary of State of the State of New York is hereby designated the 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/her as agent of the corporation is Apollo Drive, 636 Quaker Road, Queensbury, NY 12804.

SEVENTH: These amendments to the Certificate of Incorporation were authorized by the unanimous vote of the entire Board of Directors at a meeting thereof, a quorum being present. There are no members entitled to vote thereon.

IN WITNESS WHEREOF, we have signed this certificate this 20th day of October, 1995.

Chris A. Hunsinger
Chris A. Hunsinger, President

George Frost
George Frost, Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF WARREN

Chris A. Hunsinger, being duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate, that he has read the certificate of amendment and knows the contents thereof, and that the statements contained therein are true.

Chris A. Hunsinger
Chris A. Hunsinger, President

Sworn to before me this
20th day of October, 1995

Lori J. Bergeron

LORI J. BERGERON
Notary Public, State of New York
Qualified in Warren County
My Commission Expires 6-30-97
Reg. No. 4808094

The University of the State of New York
Education Department



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

In accordance with the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the change of name of WARREN WASHINGTON REGIONAL ECONOMIC DEVELOPMENT CORPORATION to WARREN COUNTY REGIONAL ECONOMIC DEVELOPMENT CORP. and purposes, contained in the annexed certificate of amendment to the certificate of incorporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

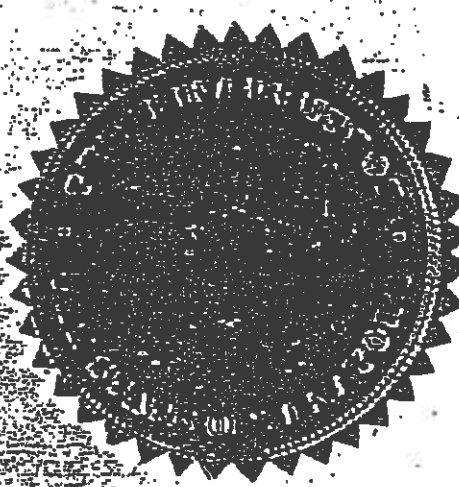
This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 25th day of September, 1995.

Richard P. Mills
Commissioner of Education

By:

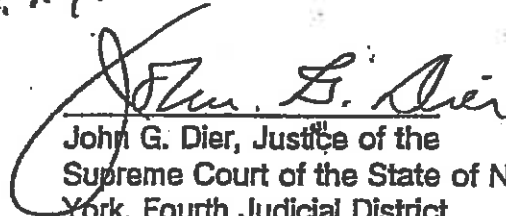
Richard L. Nabozny
Senior Attorney



APPROVAL OF SUPREME COURT JUSTICE

I, John G. Dier, a Justice of the Supreme Court of the State of New York, of the Fourth Judicial District, in which the office of the Corporation is located, approve of the foregoing certificate of amendment to the certificate of incorporation of Warren Washington Regional Economic Development Corporation and consent to its filing.

Dated: October 2, 1995
Lake George, N.Y.


John G. Dier, Justice of the
Supreme Court of the State of New
York, Fourth Judicial District

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Warren County Economic Development Corporation

(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: Warren County Economic Development
Corporation

If the name of the corporation has been changed, the name under which it was formed is: Warren
Washington Regional Economic Development Corporation

SECOND: The date of filing of the certificate of incorporation with the Department of State is:
November 19, 1992

THIRD: The law the corporation was formed under is: the Not-for-Profit Corporation Law of
the State of New York!

FOURTH: The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit
Corporation Law. The corporation is a Type C corporation.

FIFTH: The amendment effected by this certificate of amendment is as follows: (Set forth each
amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an
amendment changing the name of the corporation would read as follows: "Paragraph *First* of the Certificate of Incorporation relating
to the corporate name is hereby amended to read in its entirety as follows: *First: The name of the corporation is ... (new name) ...*")

Paragraph FIRST of the Certificate of Incorporation relating to the corporate
name of the corporation

is hereby [check the appropriate box(es)] added to read in its entirety as follows or amended
to read in its entirety as follows: FIRST: The name of the corporation is
Economic Development Corporation.

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is: 234 Glen Street, Glens Falls, New York 12801

SEVENTH: The certificate of amendment was authorized by: *[Check the appropriate box]*

- The amendment was authorized by a vote of a majority of the members at a meeting.
- The amendment was authorized by the unanimous written consent of the members entitled to vote thereon.
- The amendment was authorized by a vote of a majority of the entire board of directors. The corporation has no members.



(Signature)

Leonard Fosbrook, President

(Name and Title of Signer)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Warren County Economic Development Corporation
(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Bartlett, Pontiff, Stewart & Rhodes, P.C., Attn: Bruce O. Lipinski, Esq.

Address P.O. Box 2168, 1 Washington Street

City, State and Zip Code Glens Falls, New York 12801

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. **Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.** The certificate must be submitted with a \$30 filing fee.

For Office Use Only

Certificate of Assumed Name
Pursuant to General Business Law, §130

NYS Department of State
Division of Corporations, State Records and UCC
41 State Street, Albany, NY 12231-0001
www.dos.state.ny.us

1. NAME OF ENTITY

Economic Development Corporation

1a. FOREIGN ENTITIES ONLY. If applicable, the fictitious name the entity agreed to use in New York State is:

2. NEW YORK LAW FORMED OR AUTHORIZED UNDER (CHECK ONE):

- | | |
|---|--|
| <input type="checkbox"/> Business Corporation Law | <input type="checkbox"/> Limited Liability Company Law |
| <input type="checkbox"/> Education Law | <input checked="" type="checkbox"/> Not-for-Profit Corporation Law |
| <input type="checkbox"/> Insurance Law | <input type="checkbox"/> Revised Limited Partnership Act |
| <input type="checkbox"/> Other (specify law): | |

3. ASSUMED NAME

EDC Warren County, NY

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST BE NUMBER AND STREET. IF NONE, INSERT OUT-OF-STATE ADDRESS):

234 Glen Street, Glens Falls, New York 12801

5. COUNTIES IN WHICH BUSINESS WILL BE CONDUCTED UNDER ASSUMED NAME

ALL COUNTIES (if not, circle county[ies] below)

Albany	Clinton	Genesee	Monroe	Orleans	Saratoga	Tompkins
Allegany	Columbia	Greene	Montgomery	Oswego	Schenectady	Ulster
Bronx	Cortland	Hamilton	Nassau	Otsego	Schoharie	<u>Warren</u>
Broome	Delaware	Herkimer	New York	Putnam	Schuyler	Washington
Cattaraugus	Dutchess	Jefferson	Niagara	Queens	Seneca	Wayne
Cayuga	Erie	Kings	Oneida	Rensselaer	Steuben	Westchester
Chautauqua	Essex	Lewis	Onondaga	Richmond	Suffolk	Wyoming
Chemung	Franklin	Livingston	Ontario	Rockland	Sullivan	Yates
Chenango	Fulton	Madison	Orange	St. Lawrence	Tioga	

6. INSERT THE ADDRESS OF EACH LOCATION WHERE BUSINESS WILL BE CARRIED ON OR TRANSACTED UNDER THE ASSUMED NAME
Use a continuous sheet, if needed. (The address must be set forth in terms of a number and street, city, state and zip code. Please note that the address(es) reflected in paragraph 6 must be within the county(ies) circled in paragraph 5. If the entity does not have a specific location where it will conduct business under the assumed name please check the box.)

No New York State Business Location

234 Glen Street

Glens Falls, NY 12801

INSTRUCTIONS FOR SIGNATURE: If corporation, by an officer; if limited partnership, by a general partner; if limited liability company, by a member or manager or by an attorney-in-fact or authorized person for such corporation, limited partnership, or limited liability company.

Leonard Fosbrook, President
Name and Title


Signature

CERTIFICATE OF ASSUMED NAME
OF

Economic Development Corporation

(Insert Entity Name)

Pursuant to §130, General Business Law

FILER'S NAME AND MAILING ADDRESS

Bartlett, Pontiff, Stewart & Rhodes, P.C., Bruce O. Lipinski, Esq.
One Washington Street, P.O. Box 2168
Glens Falls, New York 12801

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$25 fee. The Department of State also collects the following, additional, county clerk fees for each county in which a corporation does or transacts business: \$100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and \$25 for each county outside New York City. All checks over \$500 must be certified.

(For Office Use Only)