

F980826000576

CERTIFICATE OF INCORPORATION

OF

THE CARTHAGE INDUSTRIAL 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 Carthage Industrial Development Corporation.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) 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 the exclusively charitable or public purposes of relieving and reducing adult unemployment, promoting and providing for additional and maximum adult employment, bettering and maintaining adult job opportunities and carrying on scientific research for the purpose of aiding the Towns of Wilna and Champion including the Villages of Carthage and West Carthage, Jefferson County, New York by attracting new industry to said community or area or by encouraging the development of, or retention of, industry in the said community or area, and lessening the burdens of government and acting in the public interest.

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 the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in section 404 of the Not-for-Profit Corporation law or section 460-a of the Social Services 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 §340 or any other New York anti-monopoly law, and the corporation is not authorized so to engage.

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

FIFTH: The lawful public or quasi-public objectives which each business purpose will achieve are the following: 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 community.

SIXTH: 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.

SEVENTH: 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 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 1954.

EIGHTH: 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.

NINTH: The office of the corporation shall be located in the Jefferson, State of New York.

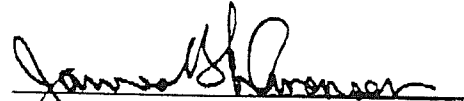
TENTH: The names and addresses of the initial directors until the first annual meeting, each of whom is at least eighteen (18) years of age, are as follows:

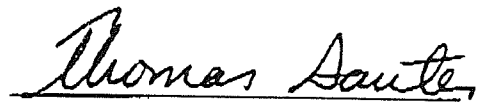
<u>Name</u>	<u>Address</u>
James B. Edmonson	411 W. Main Street Sackets Harbor, NY 13685
Thomas R. Sauter	32 Bridge Street Carthage, NY 13619
Warren R. Kennehan	220 N. Washington Street Carthage, NY 13619

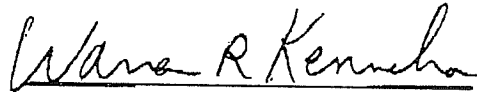
ELEVENTH: The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to

which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the corporation is: 800 Starbuck Avenue, Watertown, New York 13601.

IN WITNESS WHEREOF, we, the undersigned incorporators, being all at least eighteen (18) years of age, have signed this certificate and caused it to be acknowledged this 6th day of ~~July~~^{August}, 1998.

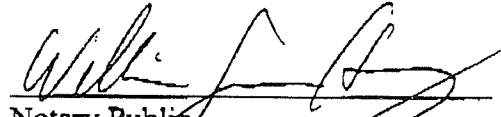

James B. Edmonson
411 W. Main Street,
Sackets Harbor, NY 13685


Thomas R. Säuter
32 Bridge Street
Carthage, NY 13619


Warren R. Kennehan
220 N. Washington St.
Carthage, NY 13619

STATE OF NEW YORK)
)SS:
COUNTY OF JEFFERSON)

On the 6 day of ~~July~~^{August}, in the year 1998 before me, the undersigned, a notary public in and for said state, personally appeared JAMES B. EDMONSON, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

WILLIAM JAMES HEARY
Notary Public, State of New York
Appointed in Jefferson County
My Commission Expires 5/31/2000

STATE OF NEW YORK)
)SS:
COUNTY OF JEFFERSON)

On the 30th day of July, in the year 1998 before me, the undersigned, a notary public in and for said state, personally appeared THOMAS R. SAUTER personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Amy B. Austin
Notary Public

AMY B. AUSTIN
Notary Public, State of New York
Qualified in Jefferson County
Commission Expires 1-24-2000
No. 4914343

STATE OF NEW YORK)
)SS:
COUNTY OF JEFFERSON)

On the 28 day of July, in the year 1998 before me, the undersigned, a notary public in and for said state, personally appeared WARREN R. KENNEHAN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Sandra J. Rivers
Notary Public

SANDRA J. RIVERS
Notary Public, State of New York
No. 5003611
Qualified in Jefferson Co.
My Commission Expires 10/26/98

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CERTIFICATE OF INCORPORATION
OF

THE CARTHAGE INDUSTRIAL DEVELOPMENT CORPORATION

Section 402 of the Not-for-Profit Corporation Law

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Filed: Heary & Jackson
120 Washington Street
Suite 500
Watertown, NY 13601
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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 26 1998
TAXS
BY: JAN

*Jefferson
Type: C*

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BILLED

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CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION

of

THE CARTHAGE INDUSTRIAL DEVELOPMENT CORPORATION

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

It is hereby certified that:

FIRST: The name of the corporation is The Carthage Industrial Development Corporation.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on August 26, 1998.

THIRD: The corporation was formed under the Not-for-Profit Corporation Law.

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

FIFTH: The corporation is a Type C corporation under section 201 of the Not-for-Profit Corporation Law.

SIXTH: The amendment of the certificate of incorporation of the corporation effected by this certificate of amendment is to better define the corporate purposes.

SEVENTH: To accomplish the foregoing, Article SEVENTH of the certificate of incorporation is hereby deleted in its entirety and the following is added in its place:

"SEVENTH: The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of

distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this documents, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.


Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of original jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes."

EIGHTH: The foregoing amendment of the certificate of incorporation of the corporation was authorized at a meeting of the Board of Directors at which a quorum was present, by the vote of at least a majority of the entire Board of Directors, the corporation having no members entitled to vote on said amendment.

NINTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address within the State of

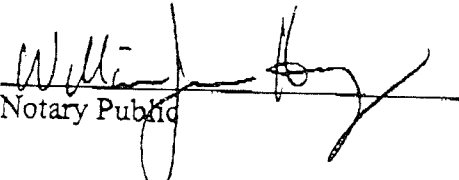
New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is 800 Starbuck Avenue, Watertown, New York 13601.

Signed on June 17, 1999.


James B. Edmonson, President

STATE OF NEW YORK)
)SS:
COUNTY OF JEFFERSON)

On the 17 day of June, in the year 1999 before me, the undersigned, a notary public in and for said state, personally appeared JAMES B. EDMONSON, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


Notary Public

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FILED

CERTIFICATE OF AMENDMENT

OF

THE CARTHAGE INDUSTRIAL DEVELOPMENT CORPORATION

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

1-cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 22 1999

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BY: JW

JEFFERSON

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JUN 21 2 11 PM '99

FILED BY: Ms. Lorie A. Ladison
James Heary Law Offices
120 Washington Street
Suite 500
Watertown, NY 13601
Cust Ref #281336aeh
Draw Down

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