

CERTIFICATE OF INCORPORATION

OF

HORNELL AREA INDUSTRIAL DEVELOPMENT CORPORATION

Pursuant to the Membership Corporations Law

We, the undersigned, being desirous of forming a membership corporation pursuant to Article XIX of the Membership Corporations Law of the State of New York, hereby make, subscribe, acknowledge and file this certificate, stating as follows:

FIRST: The name of the corporation shall be "HORNELL AREA INDUSTRIAL DEVELOPMENT CORPORATION."

SECOND: The corporation shall be a nonprofit local development corporation organized under Article XIX of the Membership Corporations Law and operated exclusively for the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing of training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding the territory in which its operations are principally to be conducted by attracting new industry to such territory or by encouraging the development of, or retention of, an industry in said territory, and lessening the burdens of government and acting in the public interest. In furtherance of said purposes, the corporation shall have the following powers:

- (a) To construct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;
- (b) To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein;
- (c) To borrow money and to issue negotiable bonds, notes and other obligations therefor;
- (d) Without leave of the court, to sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine;
- (e) In connection with loans from the New York Job Development Authority, to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of industrial

or manufacturing plants in the territory in which the operations of such corporation are principally to be conducted; and

(f) To do all and everything suitable for the accomplishment of any of the foregoing purposes.

THIRD: The corporation shall be a nonprofit corporation. 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. 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 or private person, corporate or individual, or any other private interest, provided that, the corporation may repay loans and repay contributions (other than dues) made to it, but only if and to the extent that any such contributions may not be allowable as a deduction in computing taxable income under the internal revenue code of 1954.

FOURTH: Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any acts or practices prohibited by Section 340 of the General Business Law or other antimonopoly statute of this state.

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

SIXTH: None of the directors, officers, members or employees of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof but may receive reasonable compensation for services rendered and property delivered in effecting one or more of its corporate purposes.

SEVENTH: 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 of Section 234 of the Membership Corporations Law upon repayment or other discharge in full by the corporation of all such loans.

EIGHTH: The territory in which the operations of the corporation are principally to be conducted is the County of Steuben, New York.

NINTH: The principal office of the corporation is to be located in the City of Hornell, County of Steuben and State of New York.

TENTH: The number of its directors shall be not less than three nor more than seven. A director need not be a member.

ELEVENTH: The names and post office addresses of the directors until the first annual meeting of members are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>
MAXWELL V. MCCARTHY	464 Seneca Road, Hornell, New York
JACK E. PRYOR	19 Elmwood Place, Hornell, New York
SHERMAN B. SHULTS	76 Maple Street, Hornell, New York

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>
RUSSELL DAVIS	43 Fourth Street, Canisteo, New York
STANLEY MILLS	399 Cleveland Avenue, Hornell, New York
GEORGE A. STEINER	322 Seneca Road, Hornell, New York
RICHARD T. DUNN	438 Seneca Road, Hornell, New York

TWELFTH: Of the persons hereinabove named as directors, at least one is a citizen of the United States of America and a resident of the State of New York. Of the subscribers to this certificate, all are of full age, and at least two thirds are citizens of the United States of America, and at least one is a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in duplicate this 13th day of November, 1962.

(Maxwell V. McCarthy) (L.S.)
 (Maxwell V. McCarthy)
Jack E. Pryor (L.S.)
 (Jack E. Pryor)
Sherman B. Shults (L.S.)
 (Sherman B. Shults)
Russell Davis (L.S.)
 (Russell Davis)
Stanley Mills (L.S.)
 (Stanley Mills)
George A. Steiner (L.S.)
 (George A. Steiner)
Richard T. Dunn (L.S.)
 (Richard T. Dunn)

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

On this 13th day of November, 1962, before me personally came MAXWELL V. McCARTHY, JACK E. PRYOR, SHERMAN B. SHULTS, RUSSELL DAVIS, STANLEY MILLS, GEORGE A. STEINER and RICHARD T. DUNN, to me known to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

Marilyn G. Harvey
 NOTARY PUBLIC

My Comm. Expires: 3/30/63

SHULTS and SHULTS
 ATTORNEYS and COUNSELORS
 HORNELL, NEW YORK

The undersigned, a Justice of the Supreme Court of the Judicial District in which the office of Hornell Area Industrial Development Corp. is located, does hereby approve the foregoing certificate of incorporation and does hereby endorse his approval upon such certificate of incorporation pursuant to Section 10 of the Membership Corporations Law of the State of New York.

W. Clarence H. Bino
Justice of the Supreme Court

Dated: November 20, 1962.