

CERTIFICATE OF INCORPORATION

OF

WATERTOWN INDUSTRIAL CENTER  
LOCAL DEVELOPMENT CORPORATION

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

FILER:

HEARY AND JACKSON,  
ATTORNEYS AT LAW, P.C.  
320 Woolworth Bldg.  
Watertown, New York 13601

CERTIFICATE OF INCORPORATION

OF

WATERTOWN INDUSTRIAL CENTER  
LOCAL DEVELOPMENT CORPORATION

Under Section 402 of the Not-for-Profit Corporation Law.

We the undersigned, for the purpose of forming a local development corporation under Sections 402 and 1411 of the Not-for-Profit Corporation Law of the State of New York, hereby certify:

1. The name of the proposed corporation shall be:  
WATERTOWN INDUSTRIAL CENTER LOCAL DEVELOPMENT CORPORATION  
(hereafter referred to as the "Corporation").

The corporation shall be a corporation within the meaning of Section 102(a)(5) of the Not-for-Profit Corporation Law.

2. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to or inures to the benefit of its members, directors, officers, or private persons, corporate or individual.

\* However, the Corporation may pay the principal of and the interest on any loan or advance to the Corporation by whomever made, and repay contributions (other than dues) received by the Corporation, but only if and to the extent that any such contributions may not be allowable as a deduction in computing taxable income under the provisions of the Internal Revenue Code of 1986, as amended, or any successor provisions thereto.

3. The purposes for which the Corporation is to be formed are to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better aid and to maintain job opportunities, to carry on scientific research for the purpose of aiding a community or geographic area by attracting industry to the community or area, and to lessen the burdens of government and to act in the public interest.

4. This local development corporation is a Type C Corporation under Section 201, of the Not-for-Profit Corporation Law and shall have, in addition to the powers otherwise conferred by law, all the general powers enumerated in Section 1411 of the Not-for-Profit Corporation Law; namely 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 plans for others in such territory, to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto, to acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interest therein, to borrow money and to issue negotiable bonds, notes and other obligations therefore and, in connection with loans from the New York Job Development Authority, to enter into covenants and agreement 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 manufacturing plants in the territory in which the operations of such corporation are principally to be conducted, provided, however, that no such corporation shall 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.

5. The lawful public and quasi-public objectives of this corporation are the promotion, provision for and aiding of local commercial and industrial development.

6. This local development corporation shall be empowered to accept monies, either in the form of a grant, loan or regional revolving loan fund, from the New York State Urban Development Corporation, and to loan and administer said funds in furtherance of its corporate purpose.

7. It is intended that the Corporation be an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor provisions thereto and that the purposes and powers of the corporation as enumerated herein shall not be construed to authorize, empower, or permit the corporation to have any purposes or to engage in any activity which such an organization may not have or engage in.

8. 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) upon the repayment of said loan in full.

9. All income and earnings of such Corporation shall be used exclusively for its corporate purposes, or if not so used, accrue and be paid to the New York Job Development Authority.

10. In the event of dissolution of the Corporation, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New

York.

11. The office of the Corporation is to be located in the City of Watertown, Jefferson County, State of New York.

12. The names and address of the directors until the first meeting are:

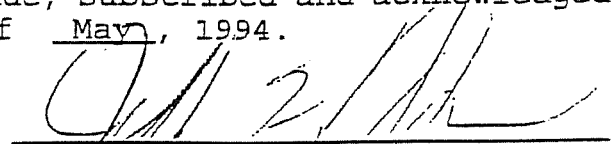
<u>Names</u>	<u>Addresses</u>
Jeffrey E. Graham	235 Francis St, Watertown, NY 13601
J. Paul Morgan	303 Paddock St, Watertown, NY 13601
Stephen A. Mitchell	6634 Holcomb St, Watertown, NY 13601

13. The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of such process served upon him is: c/o Jefferson County Industrial Development Agency  
175 Arsenal Street  
Watertown, NY 13601

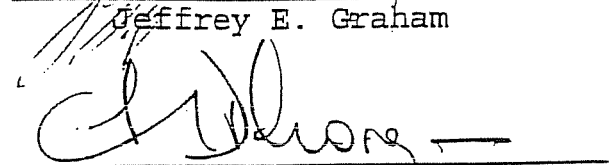
14. The duration of this corporation is to be perpetual unless earlier dissolved as provided by the Not-for-Profit Corporation Law.

15. Nothing contained in the certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by the General Business Law Section 340 or any other anti-monopoly statute of the State of New York.

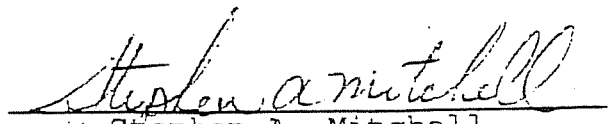
IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 26th day of May, 1994.



Jeffrey E. Graham



J. Paul Morgan



Stephen A. Mitchell

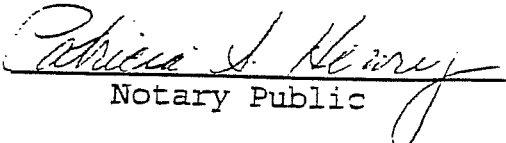
STATE OF NEW YORK

SS.:

COUNTY OF JEFFERSON

On this 27th day of May, 1994, before me personally appeared Jeffrey E. Graham, to me known to be the persons described in and who executed the foregoing Certificate and he severally duly acknowledged to me that he executed the same.

PATRICIA S. HENRY  
Notary Public, State of New York  
Registration No. 4975865  
Qualified in Jefferson County  
Commission Expires 12/26/94

  
Notary Public

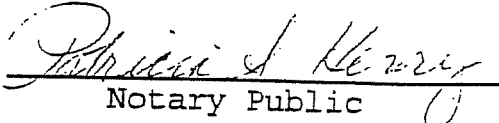
STATE OF NEW YORK

SS.:

COUNTY OF JEFFERSON

On this 27th day of May, 1994, before me personally appeared J. Paul Morgan, to me known to be the person described in and who executed the foregoing Certificate and he severally duly acknowledged to me that he executed the same.

PATRICIA S. HENRY  
Notary Public, State of New York  
Registration No. 4975865  
Qualified in Jefferson County  
\* Commission Expires 12/26/94

  
Notary Public

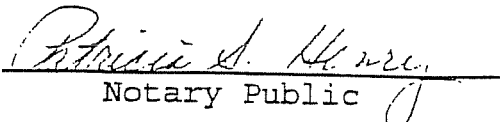
STATE OF NEW YORK

SS.:

COUNTY OF JEFFERSON

On this 27th day of May, 1994, before me personally appeared Stephen A. Mitchell to me known to be the person described in and who executed the foregoing Certificate and he severally duly acknowledged to me that he executed the same.

PATRICIA S. HENRY  
Notary Public, State of New York  
Registration No. 4975865  
Qualified in Jefferson County  
Commission Expires 12/26/94

  
Notary Public

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Section 6. Membership Composition. The members of the Corporation shall be appointed one member each by the following:

- (a) Jefferson County Industrial Development Agency;
- (b) City of Watertown, New York;
- (c) County of Jefferson, New York;
- (d) New York Air Brake Corporation;
- (e) Local Development Corporation of the City of Watertown;
- (f) Niagara Mohawk Power Corporation;
- (g) Development Authority of the North Country.

VISION OF CORPORATIONS AND STATE RECORDS  
162 WASHINGTON AVENUE  
ALBANY, NY 12231

FILING RECEIPT

CORPORATION NAME: WATERTOWN INDUSTRIAL CENTER LOCAL DEVELOPMENT CORPORATION

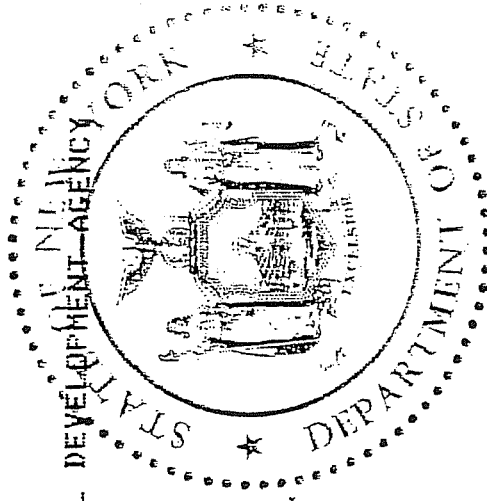
DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATIO TYPE: C COUNTY: JEFF  
SERVICE COMPANY : INFOSEARCH, INC.

FILED: 06/07/1994 DURATION: PERPETUAL CASH #: 940607000631 FILM #: 940607000583

ADDRESS FOR PROCESS

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
75 ARSENAL STREET  
WATERTOWN, NY 13601

REGISTERED AGENT



FILER	FEES	100.00	PAYMENTS	100.00
HEARY AND JACKSON	FILING :	75.00	CASH :	0.00
ATTORNEYS AT LAW, P.C.	TAX :	0.00	CHECK :	0.00
320 WOOLWORTH BLDG.	CERT :	0.00	BILLED:	100.00
WATERTOWN, NY 13601	COPIES :	0.00		
	HANDLING:	25.00		
	REFUND:			0.00

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
WATERTOWN INDUSTRIAL CENTER  
LOCAL DEVELOPMENT CORPORATION

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

1. The name of the corporation is WATERTOWN INDUSTRIAL CENTER LOCAL DEVELOPMENT CORPORATION.

2. The Corporation certificate was filed on June 7, 1994. The corporation was formed under NFPCL §402 and is governed under §1411 as a local development corporation and is a corporation as defined in sub-paragraph (A) (5) §102. It is a Type "C" Corporation under §201. This amendment does not affect the type or status of the corporation.

3. The Certificate of Incorporation is hereby amended as follows:

Paragraph 7 of the Certificate of Incorporation is hereby amended, in its entirety, to read

"Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent Federal tax laws."

4. This amendment of the Certificate of Incorporation was authorized by a formal meeting of the entire board of directors herein more than two-thirds were attending and more than two-thirds of the total outstanding number of the board of directors voted in favor of the name change. There are no members to vote on this amendment. The board of directors authorizes the undersigned to execute this certificate by unanimous vote.

5. The corporation hereby designates the Secretary of State as the agent of the corporation upon whom process may be served, and the Secretary of State shall mail any process served upon him against the corporation's name to James Heary, Esq., c/o Heary & Jackson Attorneys at Law, P.C., Suite 320, Woolworth Building, Watertown, New York, 13601.

IN WITNESS WHEREOF, this certificate has been subscribed this 20 day of



the penalties of perjury.

*D. C. Alexander*

Donald Alexander, President

*Stephen A. Mitchell*

Stephen A. Mitchell, Secretary

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

DONALD ALEXANDER and STEPHEN A. MITCHELL, being duly sworn, depose and say:

That they are, respectively, president and secretary for WATERTOWN INDUSTRIAL CENTER LOCAL DEVELOPMENT CORPORATION, the corporation described in the foregoing Certificate; that a regular meeting of the board of directors of the corporation was held on the 20 day of December, 1994, as provided in the Not-For-Profit Corporation Law §710; that more than two-thirds of the board members were present at that said meeting; that all board members had received written notice of the meeting particularly concerning the change of the name of the corporation; that the board of directors by more than a two-thirds majority passed on the name change and your deponents were authorized to execute the foregoing certificate by said directors.

*D. C. Alexander*

Donald Alexander, President

*Stephen A. Mitchell*

Stephen A. Mitchell, Secretary

Sworn to before me this  
20 day of December, 1994.

*William James Henry*  
Notary Public

**CERTIFICATE OF AMENDMENT**

of the

**CERTIFICATE OF INCORPORATION**

of

**WATERTOWN INDUSTRIAL CENTER  
LOCAL DEVELOPMENT CORPORATION**

**Pursuant to Section 803 of the Not-For-Profit Corporation Law**

**FILER:**

**Heary & Jackson  
Attorneys at Law, P.C.  
Suite 320, Woolworth Building  
Watertown, New York 13601**