

CERTIFICATE OF INCORPORATION

of

MONROE COUNTY INDUSTRIAL DEVELOPMENT CORPORATION

Pursuant to the Membership Corporations Law
350109

We, the undersigned, for the purpose of forming a corporation pursuant to Article XIX of the Membership Corporations Law of the State of New York, hereby certify as follows:

1. The name of the corporation shall be Monroe County Industrial Development Corporation.

2. 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 or 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;

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(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 other lawful acts or things necessary or proper to accomplish any of the foregoing purposes.

3. 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.

4. 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.

5. 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.

6. 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.

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7. The territory in which the operations of the corporation are principally to be conducted is the County of Monroe, New York.

8. The principal office of the corporation is to be located in the City of Rochester, Monroe County, New York.

9. The number of its directors shall not be less than three nor more than fifteen, the number thereof from time to time, within such limits, to be determined by the by-laws of the corporation. A director need not be a member.

10. 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>
Timothy F. Nichols	31 Exchange Street, Rochester 14, N.Y.
Lyell G. Galbraith	31 Exchange Street, Rochester 14, N.Y.
David C. Linehan	31 Exchange Street, Rochester 14, N.Y.

11. All the subscribers to this certificate are of full age; 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. At least one of the persons named as directors is a citizen of the United States and a resident of the State of New York.

12. Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of this corporation or of any corporation which he served as such at the request of this corporation, shall be indemnified by this corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer, or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in duplicate this 24th day of August, 1962.

Timothy F. Nichols

Timothy F. Nichols

Lyell G. Galbraith

Lyell G. Galbraith

David C. Linehan

David C. Linehan

Stephen H. Waite

Stephen H. Waite

Richard N. George

Richard N. George

STATE OF NEW YORK }
COUNTY OF MONROE } SS.

On this 24th day of August, 1962, before me personally came TIMOTHY F. NICHOLS, LYELL G. GALBRAITH, DAVID C. LINEHAN, STEPHEN H. WAITE and RICHARD N. GEORGE, 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.

Christoph H. Schmidt

CHRISTOPH H. SCHMIDT
NOTARY PUBLIC State of N.Y., Monroe Co.
My Commission Expires March 30, 1967

STATE OF NEW YORK }
COUNTY OF MONROE } SS.

TIMOTHY F. NICHOLS, LYELL G. GALBRAITH, DAVID C. LINEHAN, STEPHEN H. WAITE and RICHARD N. GEORGE, each being severally duly sworn, depose and say, and each for himself deposes and says, that he is one of the persons described in and who executed the annexed certificate of incorporation, and that he is of full age, a citizen of the United States and a resident of the State of New York.

Timothy F. Nichols

Lyell G. Galbraith

David C. Linehan

Stephen H. Waite

Richard N. George

Subscribed and sworn to before me this 24th day of August, 1962.

Christoph H. Schmitt

CHRISTOPH H. SCHMITT
NOTARY PUBLIC, State of N.Y., Monroe Co.
My Commission Expires March 30, 1967

STATE OF NEW YORK)
)
 COUNTY OF MONROE) SS.

CHRISTOPH H. SCHMIDT, being duly sworn, deposes and says that he is associated with the firm of NIXON, HARGRAVE, DEVANS & DEY attorneys for the subscribers to the annexed certificate of incorporation, and no previous application for the approval of said certificate by any Justice of the Supreme Court has ever been made.

Christoph H. Schmidt

Subscribed and sworn to before me this 24th day of August, 1952.

Albert L. Beswick

ALBERT L. BESWICK
 Notary Public, State of New York
 Qualified in Monroe County
 Commission Expires March 30, 1954

The undersigned, a Justice of the Supreme Court of the Judicial District in which the office of the Monroe County Industrial Development Corporation is to be 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

David E. Wacker
 Justice of the Supreme Court

Dated: August 27th, 1952.

MONROE DEVELOPMENT CORPORATION

The following is a true copy of resolution duly adopted by the Board of Directors of Monroe Development Corporation at a meeting of the said board at Rochester, New York on October ^{30th} 1~~st~~, 1962.

"WHEREAS, there has been proposed the formation of a corporation pursuant to the laws of the State of New York under the name Monroe County Industrial Development Corporation and the Secretary of State has requested the expression of an opinion of this board concerning the similarity of the proposed name to that of this corporation.

"Now, therefore, be it resolved that in the opinion of this board the above-mentioned proposed name does not so nearly resemble that of this corporation as to be calculated to deceive and it consents to the use of such name."

Allice G. Nyder
President

Thomas Remington
Secretary





STATE OF NEW YORK
DEPARTMENT OF STATE
A TRUE COPY OF THE ORIGINAL
FILED IN THIS OFFICE ON

NOV 2 1952

WITNESS MY HAND AND OFFICIAL
SEAL OF THE DEPARTMENT OF
STATE ON THE DATE AFORESAID.

Caroline K. Lison

SECRETARY OF STATE

BY *J. J. Farmer*

DEPUTY SECRETARY OF STATE