

020924000

CERTIFICATE OF INCORPORATION

020924000013

OF

CLAYTON LOCAL DEVELOPMENT CORPORATION

UNDER SECTIONS 402 and 1411 OF THE NOT-FOR-PROFIT CORPORATION LAW

CSC 45

100

STATE OF NEW YORK DEPARTMENT OF STATE

SEP 24 2002

FILED TAX S BY: AAA  
JEFF

2002 SEP -3 PM 4:01

RECEIVED

FILED

SEP 24 8 45 AM '02

AAA  
TPAC

Submitted By:

MENTER, RUDIN & TRIVELPIECE, P.C.  
120 Washington Street, Suite 500  
Watertown, NY 13601  
(315) 786-7950

Ref # 714010K2B

SEP 23 2 06 PM '02

RECEIVED

6

020924000 014

F020924000013

CERTIFICATE OF INCORPORATION  
OF  
CLAYTON LOCAL DEVELOPMENT CORPORATION

CSC 45

UNDER SECTIONS 402 AND 1411 OF THE  
NOT-FOR-PROFIT CORPORATION LAW

The undersigned, for the purpose of forming a local development corporation, does hereby certify:

1. The name of the Corporation shall be Clayton Local Development Corporation.
2. 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.
3. The purposes for which the Corporation is formed are the exclusively charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, assisting individuals to improve or develop their capabilities for such jobs, carrying on research for the purpose of aiding the communities of the Town and Village of Clayton by attracting new industry to said communities or by encouraging the development of or retention of industry in said communities 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.

4. The Corporation shall be a Type C corporation under Section 201 of the Not-For-Profit Corporation Law.

5. The lawful public and quasi public objectives which each business purpose will achieve are the following:

Assisting community residents in the development of their business skills; the reduction of unemployment; the promotion of maximum employment by bettering and maintaining job opportunities; and the stimulation of economic growth in the community.

6. 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.

7. No part of the income or earnings of the Corporation shall enure 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 1954 as amended from time to time.

8. If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions 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.

9. The office of the corporation shall be located in the County of Jefferson, State of New York.

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

Peter D. Allen  
25259 NYS Route 12  
Clayton, NY 13624

Larry Aubertine  
534 Webb Street  
Clayton, NY 13624

Roland Bud Baril  
134 South Shore Drive  
Clayton, NY 13624

Linda Brown  
1075 State Street  
Clayton, NY 13624

Robert W. Cantwell, Jr.  
39633 Carrier Ridge  
Clayton, NY 13624

Walter J. Christensen  
P.O. Box 469  
Clayton, NY 13624

William G. Danforth  
P.O. Box 122  
Clayton, NY 13624

Dale A. Kenyon  
664 Riverside Drive  
Clayton, NY 13624

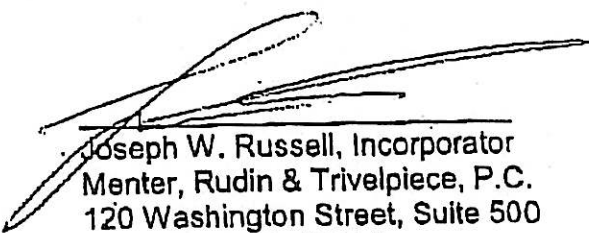
Kathleen E. LaClair  
37280 County Route 10  
Clayton, NY 13624

Robert Sharlow  
4 Market Street  
Alexandria Bay, NY 13607

Dr. John E. Slattery  
618 Riverside Drive  
Clayton, NY 13624

11. The Secretary of State 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 such process against the corporation served upon him as agent of the Corporation is 405 Riverside Drive, Clayton, NY 13624.

IN WITNESS WHEREOF, the undersigned incorporator, being at least 18 years of age, has subscribed this Certificate and hereby affirms it is true under penalties of perjury this 10<sup>th</sup> day of September, 2002.



Joseph W. Russell, Incorporator  
Menter, Rudin & Trivelpiece, P.C.  
120 Washington Street, Suite 500  
Watertown, NY 13601

**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
CLAYTON LOCAL DEVELOPMENT CORPORATION  
Under Sections 803 of the Not-for-Profit Corporation Law**

1. The name of the Corporation is Clayton Local Development Corporation.
2. The Certificate of Incorporation of Clayton Local Development Corporation was filed by the Department of State on September 24, 2002, pursuant to Section 1411 of the Not-for-Profit Corporation Law. An Amendment to the Certificate of Incorporation was filed by the Department of State on November 12, 2004, pursuant to Section 803 of the Not-for-Profit Corporation Law. The Corporation is a corporation as defined in subparagraph (A)(5) of Section 102 of the Not-for-Profit Corporation Law and is a type C corporation under Section 201 of the Not-for-Profit Corporation Law, and shall continue to be a type C corporation following the filing of this Certificate of Amendment.
3. The Certificate of Incorporation is hereby amended by adding the following sections thereto:
  12. 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 the corresponding section of any future federal tax code.
  13. 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 Section 3 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, 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 the 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 the corresponding section of any future federal tax code.
  14. 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

4. This Certificate of Amendment to the Certificate of Incorporation of Clayton Local Development Corporation was authorized by a majority vote of the Board of Directors of said Corporation, there being no members entitled to vote.

5. The Secretary of State 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 405 Riverside Drive, Clayton, NY 13624.

IN WITNESS WHEREFORE, the undersigned has signed this Certificate of Amendment to the Certificate of Incorporation on this 26<sup>th</sup> day of May, 2005.

CLAYTON LOCAL DEVELOPMENT  
CORPORATION

By: John Stopper  
John Stopper, President

State of New York }  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on December 2, 2004



A handwritten signature in black ink, appearing to be "R. A. S.", is written over the line for the Secretary of State.

Secretary of State

CSC 45

17041112000688

CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
CLAYTON LOCAL DEVELOPMENT CORPORATION  
Under Sections 803 of the Not-for-Profit Corporation Law

1. The name of the Corporation is Clayton Local Development Corporation.

---

2. The Certificate of Incorporation of Clayton Local Development Corporation was filed by the Department of State on September 24, 2002, pursuant to Section 1411 of the Not-for-Profit Corporation Law. The Corporation is a corporation as defined in subparagraph (A)(5) of Section 102 of the Not-for-Profit Corporation Law and is a type C corporation under Section 201 of the Not-for-Profit Corporation Law, and shall continue to be a type C corporation following the filing of this Certificate of Amendment.
3. Section 3 of the Certificate of Incorporation setting forth the purposes for which the Corporation was formed is hereby amended to read as follows:
  3. The purposes for which the Corporation is formed are the exclusively charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, assisting individuals to improve or develop their capabilities for such jobs, carrying on research for the purpose of aiding the communities of the Town and Village of Clayton by attracting new industry to said communities or by encouraging the development or retention of industry in said communities and lessening the burdens of government and acting in the public interest, including promoting re-use of Brownfield sites within the Town and Village of Clayton.

In furtherance of the aforesaid purposes the Corporation shall have all 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.

4. This Certificate of Amendment to the Certificate of Incorporation of Clayton Local Development Corporation was authorized by a majority vote of the Board of Directors of said Corporation, there being no members entitled to vote.
5. The Secretary of State 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 405 Riverside Drive, Clayton, NY 13624.

IN WITNESS WHEREFORE, the undersigned has signed this Certificate of Amendment to the Certificate of Incorporation on this 28<sup>th</sup> day of May, 2004.

---

CLAYTON LOCAL DEVELOPMENT  
CORPORATION

By: \_\_\_\_\_

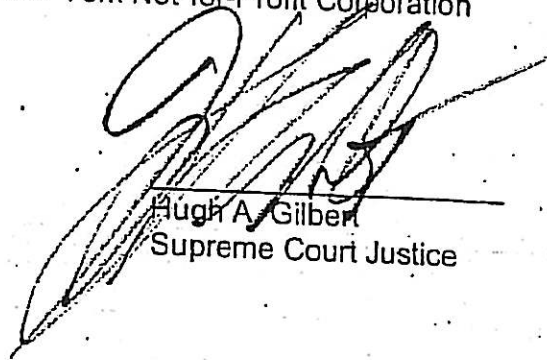
*William G. Danforth*  
William G. Danforth, President

2

APPROVAL OF SUPREME COURT JUSTICE  
OF CERTIFICATE OF AMENDMENT WHICH  
ADDS A PURPOSE OR POWER TO A TYPE C CORPORATION

I, Hugh A. Gilbert, a Justice of the Supreme Court of the State of New  
York, Fifth Judicial District, do hereby approve the foregoing Certificate of  
Amendment of the Certificate of Incorporation of the Local Development  
Corporation pursuant to § 804(a)(ii) of the New York Not-for-Profit Corporation  
Law and consent that the same be filed.

Dated: October 19, 2004



Hugh A. Gilbert  
Supreme Court Justice

AFFIDAVIT OF NO PREVIOUS APPLICATION TO THE  
SUPREME COURT JUSTICE FOR APPROVAL OF  
CERTIFICATE OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION FOR THE  
LOCAL DEVELOPMENT CORPORATION TO ADD  
A PURPOSE OR POWER OF A TYPE C CORPORATION

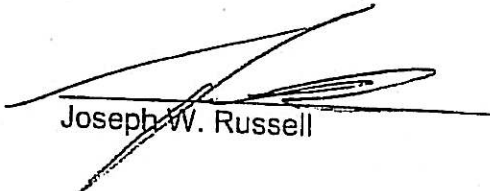
STATE OF NEW YORK )

COUNTY OF JEFFERSON )

ss:

Joseph W. Russell, being first duly sworn, deposes and states as follows:

1. The undersigned is the Attorney for the subscribers to the foregoing Certificate of Amendment to the Certificate of Incorporation of the Clayton Local Development Corporation.
2. No previous application has ever been made to any justice of the Supreme Court for approval of such Certificate of Amendment.

  
Joseph W. Russell

Sworn to before me this 16<sup>th</sup>  
day of October, 2004.

  
Notary Public

DEBORAH L. BUSBY  
Notary Public, State of New York  
Qualified in Jefferson County  
Commission Expires 1/25/2006

4



STATE OF NEW YORK  
OFFICE OF THE ATTORNEY GENERAL

ELIOT SPITZER  
Attorney General

DIVISION OF PUBLIC ADVOCACY  
ANTITRUST BUREAU

---

Pursuant to Section 804(a)(i) of the Not-for-Profit Corporation Law consent is hereby given to the filing of this Certificate of Amendment to the Certificate of Incorporation. This consent however, shall not be construed as approval by the Attorney General of the purposes or objects of such corporation.

John A. Scannell  
Assistant Attorney General

6/8/04  
Date

5

The  
University of the  
Education  State of New York  
Department

STATE OF NEW YORK

COUNTY OF ALBANY

SS.

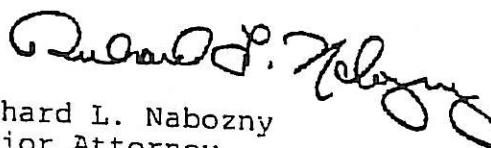
In accordance with the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not-for-Profit Corporation Law, consent is hereby given to the change of purposes of Clayton Local Development Corporation, contained in the annexed certificate of amendment of the certificate of incorporation.

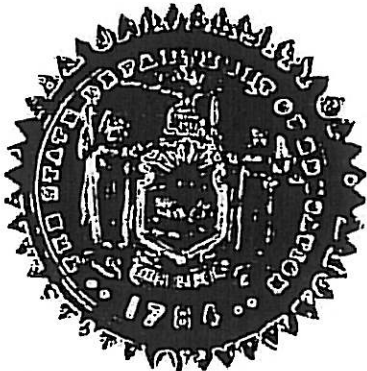
This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use 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 9th day of November, 2004.

Richard P. Mills  
Commissioner of Education

By:   
Richard L. Nabozny  
Senior Attorney



This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to provide services as an approved supplemental educational services provider pursuant to 8 NYCRR section 120.4 and 20 USC section 6316(e) prior to receiving such approval from the Commissioner of Education. Furthermore, this consent to filing shall not be deemed to constitute such approval of the Commissioner of Education to provide supplemental educational services as an approved provider pursuant to 8 NYCRR section 120.4 and 20 USC section 6316(e).

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.