



AUG 01 1985

STATE OF NEW YORK
DEPARTMENT OF LAW
ALBANY 12224

ROBERT ABRAMS
ATTORNEY GENERAL

JAMES G McSPARRON
DEPUTY FIRST ASSISTANT
ATTORNEY GENERAL

Telephone: (518) 474-7206

July 30, 1985

Marian A. Wait, Esq.
Miller, Mannix, Lemery & Kafin, Esqs.
11 Chester Street
P.O. Box 765
Glens Falls, New York 12801

Dear Mr. Wait:

RE: WASHINGTON COUNTY LOCAL DEVELOPMENT CORPORATION

Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above-entitled organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

ROBERT ABRAMS
Attorney General

By:

RICHARD S. REDLO
Assistant Attorney General

CERTIFICATE OF INCORPORATION OF THE
WASHINGTON COUNTY LOCAL DEVELOPMENT CORPORATION, UNDER
SECTIONS 402 and 1411 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, acting as Incorporator of a corporation under the Not-For-Profit Corporation Law of the State of New York, hereby adopts the following Certificate of Incorporation for such corporation:

1. The Name of the corporation is: The Washington County 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 of the State of New York.

3. The corporation is a Type C corporation as defined in Section 201 of said Not-For-Profit Corporation Law.

4. The corporation is formed for the following purposes: relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest.

5. The purposes set forth in Paragraph 4 herein are the lawful public or quasi-public objectives of the corporation and in exercising its powers the corporation will be performing an essential governmental function.

6. The principal office of the corporation will be located in Fort Edward, County of Washington, State of New York.

7. The territory in which the activities and operations of the corporation are principally to be conducted is the County of Washington of the State of New York.

8. The names and addresses of the initial directors are:

John E. Wood
R.D. 1 Route 43
Argyle, New York 12828

Walter C. Perry, Jr.
Hampton, New York 12837

William J. Walsh
Cobble Road
Cambridge, New York 12816

Joseph T. Rota
Dresden, New York 12841

Jon F. Stevens
Easton, New York 12094

Harold J. Gould
Star Route
Fort Ann, New York 12821

Daniel H. Hayes
Sunset Lane
Fort Edward, New York 12828

Norman J. Edwards
45 E. Main Street
Granville, New York 12832

Michael Karp
8 Washington Street
Greenwich, New York 12834

Kenneth T. Burch
R.D. 2
Hartford, New York 12832

John F. Wever
R.D. 1
Hebren, New York 12865

Donald L. Skellie
R.D. 2
Jackson, New York 12834

William L. Nikas
116 Oak Street
Kingsbury, New York 12839

Kevin D. Hart
Little Harris Road
Putnam, New York 12861

Lawrence E. McCauley
East Broadway
Salem, New York 12865

James L. Nolan
Lincoln Hill Road
White Creek, New York 12057

Robert I. Rozell
32 School Street
Whitehall, New York 12887

9. The Secretary of State of the State of New York is designated as agent of the corporation for purposes of receiving process served against the corporation. The Secretary of State shall mail such process to the corporation at the following address:

Miller, Mannix, Lemery & Kafin, P.C.
11 Chester Street
P.O. Box 765
Glens Falls, New York 12801

10. 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.

11. 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, except that the repayment of loans is authorized and the repayment of contributions

(other than dues) to the local development corporation is authorized 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 nineteen hundred fifty-four.

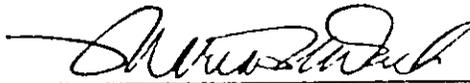
12. If the corporation accepts a mortgage loan or loans from the New York job development authority, the corporation shall be dissolved in accordance with the provisions of Section 1411(g) of said Not-For-Profit Corporation Law upon the repayment or other discharge in full by the corporation of all such loans.

13. In furtherance of its corporate powers, the corporation shall have in general all powers granted to it pursuant to said Not-For-Profit Corporation Law as amended, including but not limited to the power to construct, acquire, rehabilitate and improve for use by other industrial, manufacturing, research, warehousing, commercial or retail plants or facilities 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, to acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein, to borrow money and to issue negotiable bonds, notes and other obligations therefor, and notwithstanding Section 510 of said Not-For-Profit Corporation Law (Disposition of all or substantially all assets) 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 and, 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, manufacturing, research, warehousing, commercial or retail plants or facilities in the territory in which the operations of the corporation are principally to be conducted, to enter into and carry out contracts, to solicit contributions (charitable and noncharitable) to be used for the corporate purposes; and to do all acts necessary or convenient for the attainment of the corporate purposes; provided, however, that 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.

14. The Board of Directors of the corporation is authorized to accept subventions from members or nonmembers on terms and conditions not inconsistent with said Not-For-Profit Corporation Law, and to issue certificates therefor, said authorization to be made by resolution of the Board.

15. The approval required by the New York Not-For-Profit Corporation Law will be indorsed upon this Certificate.

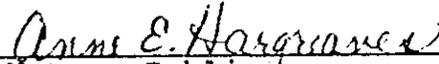
IN WITNESS WHEREOF, I have executed this Certificate of Incorporation on this July 26, 1985.



Marian A. Wait
11 Chester Street
P.O. Box 765
Glens Falls, New York 12801

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

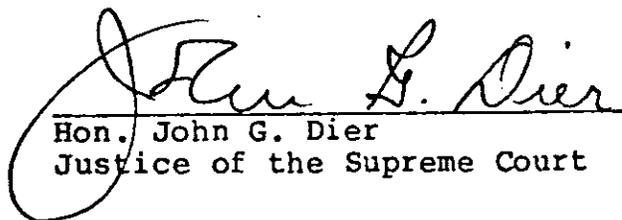
On this 26th day of July, Nineteen Hundred and Eighty-Five before me came MARIAN A. WAIT, to me known to be the individual described in, and who executed, the foregoing instrument, and acknowledged that she executed the same.



Notary Public
Expires 3/30/86

I, a Justice of the Supreme Court for the 4th Judicial District, hereby approve the foregoing Certificate of Incorporation.

Dated: August 13, 1985
at Col. George, N.Y.



Hon. John G. Dier
Justice of the Supreme Court