

CERTIFICATE OF INCORPORATION
OF
ROCHESTER ECONOMIC DEVELOPMENT CORPORATION
UNDER SECTION 402 OF THE NOT-FOR-PROFIT
CORPORATION LAW

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, hereby certifies:

1. The name of the corporation is ROCHESTER ECONOMIC DEVELOPMENT CORPORATION (hereinafter referred to as the "Corporation").

2. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law in that it is not 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 or officers or any private person except to the extent permissible under the Not-for-Profit Corporation Law.

3. The Corporation is a Type C corporation under Section 201 of the Not-for-Profit Law and is formed for the purposes and lawful public or quasi-public objectives of:

(a) encouraging and effecting the retention of existing business and industry as well as encouraging the location and expansion of residential, commercial, industrial and manufacturing facilities in the City of Rochester,

(b) creating employment opportunities, particularly for low and moderate income persons, and improving the quality of employment and the condition of life in the City of Rochester in so far as they are effected by economic forces,

(c) integrating, to the fullest extent possible, all available public and private resources, expertise, and programming for economic development in the City of Rochester,

(d) planning and developing programs which will advance the economic development of the City of Rochester, including, but not limited to, supplementary financial assistance, compilation of a development information system, technical assistance, and municipal, federal and state representation,

(e) providing advice and technical and financial assistance to others in the management of their properties, affairs and businesses, and liaison for them in their business and financial dealings with federal, state and local authorities,

(f) disseminating, by advertisement, circular, radio, television and other media, information relating to the attractiveness of the territory of its operation as a place in which to locate or maintain residential, commercial, industrial and manufacturing facilities and the availability and terms of financial assistance and other services from governmental or private sources,

(g) studying and promoting, alone or in concert with federal, state or local officials and interested groups, the economic growth and business prosperity, and the solution of civic problems, within its territory of operation,

(h) purchasing, leasing, and otherwise acquiring real property for residential and commercial facilities and/or industrial and manufacturing plants, or any other purpose, whether improved or unimproved, or any interest or right therein, and buildings, fixtures, improvements and personal property located thereon or for use in connection therewith,

(i) constructing, erecting, maintaining, rehabilitating, improving, purchasing, leasing or otherwise acquiring, razing and wrecking any and all kinds of residential and commercial facilities and industrial or manufacturing plants, buildings, and structures for itself or for others,

(j) holding, maintaining, dividing, managing, selling, mortgaging or disposing of or encumbering any such property or interest therein, including fixtures or improvements, of any character, owned or in any manner held by it, upon any terms, for itself or for others and, to the extent permitted by law, acting as a general contractor and builder in connection therewith,

(k) constructing new residential and commercial facilities and industrial or manufacturing plants or new research and development buildings and acquiring machinery and equipment deemed related thereto or acquiring, rehabilitating and improving for use by others, residential and commercial facilities and industrial or manufacturing plants in an area where a New York Job Development Authority assisted project is to be located, assisting financially in such construction, acquisition, rehabilitation and improvement and maintaining such facilities, plants, buildings, and equipment for others,

(l) pursuing any of the purposes of a local development company as defined under Section 503 of the Small Business Investment Act of 1958, as amended.

4. The Corporation shall have all of the powers set forth in Section 202 of the Not-for-Profit Corporation Law and shall have such other powers, not prohibited by law, as may be necessary or desirable for the accomplishment of its corporate purpose and objective, including, but not limited to, the power:

- (a) to receive property by gift or grant so long as these properties are used in accordance with the Corporation's purpose,
- (b) to assist financially in accomplishing the Corporation's purpose,
- (c) to create any subsidiary as required to effectuate the purposes of the Corporation,
- (d) to borrow money from any federal, state or local governmental source or from any private source,
- (e) to loan money or to contribute money,
- (f) to make, accept, endorse, execute and issue promissory notes, bills of exchange or other obligations or agreements from time to time, with or without security, for the acquisition, construction, rehabilitation or improvement of commercial, or residential, facilities and industrial or manufacturing plants or other real property; to secure or cause to be secured the payment of any such obligations and the performance of any such agreements by mortgage, pledge, deed of trust, assignment, or otherwise; and to sell or otherwise dispose of any such obligations of any similar obligations of others acquired by it,
- (g) to solicit contributions, to receive by gift, deed, legacy, bequest or devise, and otherwise acquire money and property of every kind and description without limitation as to value or amount,
- (h) to apply for, obtain, register, purchase, lease or otherwise acquire, hold, use, introduce, develop or control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect

to, and in any and all ways exploit or turn to account inventions, improvements, processes, copyrights, patents, design patents, trademarks, formulae, trade names and distinctive marks and similar rights of any and all kinds relating to or useful in connection with any business of the corporation, whether granted, registered or established by or under the laws of the United States or any state, country, authority or place,

(i) to have one or more offices or branches within the State of New York and to carry on its operations and business elsewhere in the United States,

(j) to enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the attainment of the objects of the corporation or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States of America and the State of New York to the extent permitted by law,

(k) to purchase, subscribe to, acquire, hold and dispose of the stocks, bonds, and other securities or evidence of indebtedness of any association or corporation, domestic or foreign, for whatever purpose organized and in whatever business engaged, and to issue in exchange therefore obligations or to pay therefore in cash or otherwise; to hold for investment, own, use, sell, pledge, hypothecate, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof, to exercise all the rights and powers or ownership, including the right to vote thereon for any purpose; to do any acts or things necessary, proper, convenient or desirable for the protection or development of any association or corporation exercising its

corporate powers within its territory of operation for the preservation, improvement or enhancement of the value of any stocks, bonds or other securities of such associations or corporations, or any acts or things designed for any such purposes, including the making of loans, subsidies or guaranties to or for such associations or corporations,

(l) to purchase or otherwise acquire the whole or any part of the business, good will, name and assets of any person, firm or corporation to assume any indebtedness of any such person, firm or corporation,

(m) to promote and assist the growth and development within its territory of small business concerns as defined in the regulations issued pursuant to the Small Business Investment Act of 1958, as amended,

(n) to do anything necessary, suitable or proper for the accomplishment of any of the purposes, or the furtherance of any of the powers hereinbefore set forth, either along or with other corporations, firms or individuals and either as principal or agent; to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers of any of them; to have and enjoy all of the rights, powers and privileges now or hereafter conferred by the laws of the State of New York upon corporations organized under the Not-for-Profit Corporation Law, or under the law amendatory thereof, supplemental thereto, or in substitution thereof.

5. 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.

6. The office of the Corporation will be located in the City of Rochester, Monroe County, New York.

7. The territory in which the Corporation's activities are principally to be conducted is the City of Rochester, Monroe County, New York.

8. The names and residences of the initial Directors of the Corporation are:

<u>Name</u>	<u>Residence</u>
1. Vincent Carfagna	615 Seneca Parkway, Rochester, NY 14613
2. Angelo Chiarella	21 Vick Park B, Rochester, NY 14607
3. Angelo Costanzo	275 Hibiscus Drive, Rochester NY 14618
4. Suressa Forbes	350 Beresford Road, Rochester NY 14610
5. Arline Green	76 Blue Ridge Road, Penfield NY 14625
6. Paul E. Haney	3 Tacoma Street, Rochester NY 14613
7. Irving L. Kessler	1163 East Avenue, Rochester NY 14607
8. John Laragy	22 San Mateo Road, Rochester NY 14624
9. Joseph O'Heaney	101 Westminster Road, Rochester NY 14607
10. Ronald Pettengill	19 Penn Lane, Rochester NY 14625
11. Thomas P. Ryan, Jr.	439 Rocket Street, Rochester NY 14609

9. The Corporation shall be perpetual in existence and shall not be dissolved, liquidated or otherwise terminated so long as there shall be outstanding any notes, bonds, or other obligations of the Corporation, unless adequate provision has been made for the payment thereof. In the event of the dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, title to or other interest in any real or personal property owned by the Corporation shall, subject to the rights of its creditors, if any, vest in the City of Rochester.

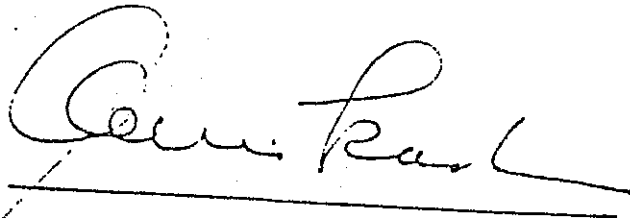
10. The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any notices required by law is Rochester Economic Development Corporation, c/o Economic Development Administration, City Hall, 30 Church Street, Rochester, New York, 14614.

11. The Corporation is not organized for pecuniary profit, it shall not have stock or stockholders, and no part of the net income of the Corporation shall be distributed to or insure to the benefit of any member, director, officer or employee of the Corporation, contributor or private individual, and no member, director, officer or employee of the Corporation shall be entitled to receive any pecuniary profit therefrom except to the extent permissible under the Not-for-Profit Corporation Law. All such net income shall be used or reserved for the corporate purpose and objective of the Corporation or accrue and be paid to the City of Rochester.

12. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to carry on propaganda or otherwise attempt to influence legislation, or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

13. Prior to the delivery of this Certificate of Incorporation to the Department of State for filing, all approvals or consents required by the Not-for-Profit Corporation Law or by any other statute of the State of New York will be endorsed upon or annexed hereto.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has made, subscribed, and acknowledged this Certificate this 22nd day of April, 1983.



Address: Louis N. Kash
City Hall
30 Church Street
Rochester, New York 14614

State of New York)
County of Monroe) ss.:

On this 22nd day of April, 1983, before me personally came Louis N. Kash, to me personally known and known to me to be the same person described in and who executed the foregoing Certificate of Incorporation, and he duly acknowledged to me that he executed the same.

Patricia A. Puffer
Notary Public

PATRICIA A. PUFFER
Notary Public in the State of New York
MONROE COUNTY, N.Y.
Commission Expires March 30, 1984

The undersigned, a Justice of the Supreme Court of the State of New York, 7th Judicial District, do hereby approve the foregoing Certificate of Incorporation of ROCHESTER ECONOMIC DEVELOPMENT CORPORATION and consent that the same be filed.

DATED: *May 5, 1983*

Supreme Court
Monroe County
Rochester, New York

Robert P. Kennedy
Justice, Supreme Court

Pursuant to Section 2115 of the New York Civil Practice Law and Rules, I hereby certify that the foregoing Certificate of Incorporation was filed by me with the County Clerk of Monroe County, New York, on May 5, 1983.

[Signature]
County Clerk