

State of New York )  
Department of State ) ss:

**I Hereby Certify,** *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

ALBANY LOCAL DEVELOPMENT CORPORATION  
*the certificate of incorporation of which corporation was filed*  
corporation, October 31, 1979, as a Not-for-Profit

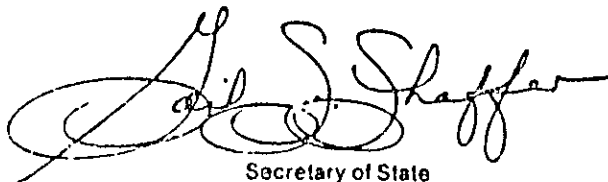
I further certify that no other certificates have been filed by such corporation,

Certificate of Amendment of  
Certificate of Incorporation  
Filed November 26, 1980

Certificate of Amendment of  
Certificate of Incorporation  
Filed March 31, 1982

*and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.*

**Witness** *my hand and the official seal of the  
Department of State at the City of  
Albany, this 16th day  
of March one thousand  
nine hundred and eighty-eight.*

  
Secretary of State

CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of

ALBANY LOCAL DEVELOPMENT CORPORATION  
under Section 803 of the Not-for-Profit Corporation Law

1. The name of the corporation is Albany Local Development Corporation. This name has never been changed.

2. The date of filing the Certificate of Incorporation in the Office of the Secretary of State of New York is October 31, 1979, and the Certificate of Incorporation was filed under Section 104 of the Not-for-Profit Corporation Law.

3. The Albany Local Development Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law; the Albany Local Development Corporation is a Type C corporation under Section 201 of the Not-for-Profit Corporation Law; the corporate purposes are not changed hereby, but rather the amendment is being made to qualify for continued and additional federal funding for the corporation's activities.

4. The post office address of the Albany Local Development Corporation is: Suite 1316, 112 State Street, City of Albany, County of Albany and State of New York 12207.

5. In addition to its other purposes, this Corporation insofar as its operations deal with or bear upon Small Business Investment Act funding or the Small Business Investment Act rules and regulations will operate in compliance with Section 108.503 of the SBA Rules and Regulations.

6. The undersigned have been authorized to execute and file this certificate by the concurring vote of a majority of the

JAMES J. AIELLO

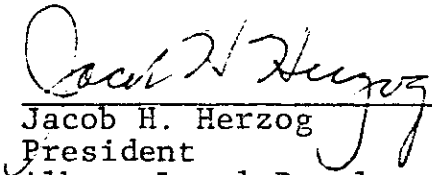
TATE STREET

ALBANY, NEW YORK 12207

members of the Albany Local Development Corporation present or by proxy vote at a special meeting held upon due notice pursuant to Section 605 of the Not-for-Profit Corporation Law as more fully appears by the affidavit of James J. Aiello hereto annexed.

7. The Attorney General of New York State consented to the Albany Local Development Corporation's Certificate of Incorporation on the        day of        1979. The Certificate was thereafter approved by the Honorable Daniel M. Prior, Jr., Justice of the Supreme Court of New York, on the        day of        1979.

DATED: November 5, 1980

  
\_\_\_\_\_  
Jacob H. Herzog  
President  
Albany Local Development Corp.

  
\_\_\_\_\_  
Charles E. Newland  
Secretary  
Albany Local Development Corp.

JAMES J. AIELLO

TATE STREET

ALBANY, NEW YORK 12207

CERTIFICATE OF INCORPORATION  
OF  
ALBANY LOCAL DEVELOPMENT CORPORATION  
UNDER SECTION 402  
OF  
THE NOT-FOR-PROFIT CORPORATION LAW

I, the undersigned, acting as incorporator of a corporation under the New York Not-For-Profit Corporation Law, do hereby adopt the following certificate of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be the Albany Local Development Corporation, under Section 201 and is a Type C Corporation.

ARTICLE II

This corporation is not organized for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributable to, or inure to the benefit of its members, directors or officers except to the extent permitted under the Not-For-Profit Corporation Law. 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 or its property or assets be made to any members or private person, corporate or individual, or any other private interest; provided that, the

corporation may repay loans and repay contributions 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.

#### ARTICLE III

The purposes for which the corporation is formed are: relieving and reducing adult unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, promoting instruction or training of individuals to improve or develop their capabilities for such jobs, for the purpose of aiding the territory in which its operations are principally to be conducted by attracting new business and industry to such area, or by encouraging the development of, or retention of business and industry in such territory and lessening the burdens of government and acting in the public interest.

Nothing herein contained shall authorize the corporation, directly or indirectly, to undertake any of the activities specified in Section 404 (b) of the Not-For-Profit Corporation Law or Section 460-a of the Social Services Law.

The lawful public or quasi public objectives which said business purposes will achieve are enhancement of adult employment opportunities including training of individuals within the City of Albany and attraction and retention of business and industry in said area, in order to lessen the burdens of government.

#### ARTICLE IV

In furtherance of said purposes, the corporation shall have

the following powers:

(a) To construct, acquire, rehabilitate and improve for the use by others industrial, commercial or manufacturing buildings or plants within the territory in which its operations are principally to be constructed, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such buildings or 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;

(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 buildings or plants or any portions thereof 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, commercial or manufacturing buildings or plants within the territory in which its operations are principally to be conducted; and

(f) To do all and everything suitable for the accomplishment of any of the foregoing purposes.

#### ARTICLE V

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 anti-monopoly statute of this state.

#### ARTICLE VI

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.

#### ARTICLE VII

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.

#### ARTICLE VIII

The territory in which the operations of the corporation are principally to be conducted is the City of Albany, New York.

#### ARTICLE IX

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

#### ARTICLE X

The number of its directors shall be not less than 3 nor more than 40. A director need not be a member.

ARTICLE XI .

The names and residence addresses of the directors until the first annual meeting of members are as follows:

Names	Residence Addresses
Jacob Herzog	76 Western Avenue Albany, New York 12203
Marvin Tanksley	129 Grand Street Albany, New York 12202
Raymond Kinley	20 Park Lane East Menands, New York 12204
David F. Riker	31 Wilkins Avenue Albany, New York 12206
Charles E. Newland	4 North Helderberg Parkway Slingerlands, New York 12159

ARTICLE XII

Of the persons hereinabove named as directors, at least one is a citizen of the United States of America and a resident of the State of New York.

ARTICLE XIII

The duration of this corporation is to be perpetual.

ARTICLE XIV

The post office address to which the Secretary of State shall mail a copy of any notice required by law is Suite 1316, 112 State Street, Albany, New York 12207.

ARTICLE XV

The name and address of the registered agent of the corporation upon whom process against the corporation may be served is James J. Aiello, Suite 1316, 112 State Street, Albany, New York 12207.

ARTICLE XVI

All approvals required by the New York Not-For-Profit Law

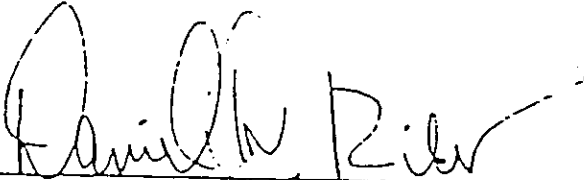


are annexed to or indorsed upon the Certificate of Incorporation prior to the delivery to the Department of State for filing.

ARTICLE XVII

By resolution adopted by a majority of the entire board authorizing the same, the board of directors may designate from its numbers an executive committee of at least three directors, which committee to the extent provided in such resolution shall have all the authority of the board except as to the matters set forth in Section 712 (a) of the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, I have hereunto set my hand this  
1st day of October 1979.

  
\_\_\_\_\_  
David F. Riker



STATE OF NEW YORK

DEPARTMENT OF LAW

ALBANY, N.Y. 12224

(518) 474-7206

ROBERT ABRAMS  
ATTORNEY GENERAL

October 18, 1979

James J. Aiello, Esq.  
112 State Street  
Albany, New York 12207

Dear Mr. Aiello:

Re: Albany Local Development Corporation

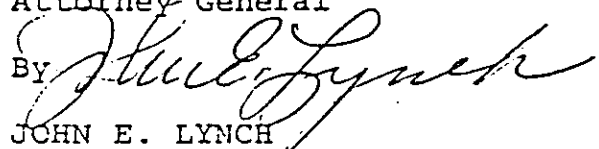
Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above organization is hereby admitted.

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

Very truly yours,

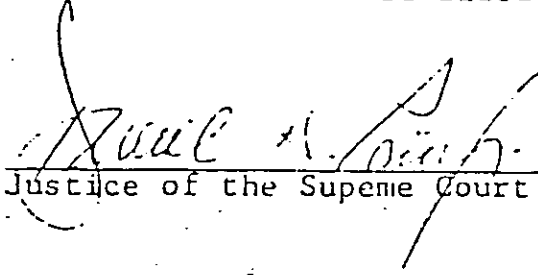
ROBERT ABRAMS  
Attorney General

By

  
JOHN E. LYNCH  
Assistant Attorney General

I, DANIEL H. FIOR, JR., a Justice of Supreme Court  
of the Third Judicial District, do hereby approve the foregoing  
certificate of incorporation and consent that the same be filed.

Dated: Oct. 25, 1979  
Albany, New York

  
Justice of the Supreme Court



CORPORATION NAME

ALBANY LOCAL DEVELOPMENT CORPORATION

<u>DATE FILED</u> 10/31/79	<u>DURATION &amp; COUNTY CODE</u> P ALB	<u>FILM NUMBER</u> 1619157-10	<u>CASH NUMBER</u> .....27
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<u>NUMBER AND KIND OF SHARES</u>	<u>LOCATION OF PRINCIPAL OFFICE</u> ALBANY
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COMMENTS:

TYPE C

ADDRESS FOR PROCESS

JAMES J. AIELLO  
112 STATE ST  
ALBANY NY 12207

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ 00050.00      AMOUNT OF MONEY ORDER \$ \_\_\_\_\_      AMOUNT OF CASH \$ \_\_\_\_\_

DOLLAR FEE TO COUNTY

- \$ 050.00 FILING
- \$ TAX
- \$ CERTIFIED COPY
- \$ CERTIFICATE

MAILER NAME AND ADDRESS

JAMES J. AIELLO  
112 STATE ST  
ALBANY NY 12207

TOTAL PAYMENT \$ 00050.00

REFUND OF \$ 00010.00

TO FOLLOW