

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 28, 2016.

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan W. Fitzgerald  
Executive Deputy Secretary of State

160927000794

RESTATED CERTIFICATE OF INCORPORATION

OF

TOWN OF PLATTSBURGH LDC, INC.

Under Section 805 of the  
Not-for-Profit Corporation Law

The undersigned, being the Chair of the Board of TOWN OF PLATTSBURGH LDC, INC. (the "Corporation"), hereby certifies:

1. The name of the Corporation is: TOWN OF PLATTSBURGH LDC, INC.
2. The certificate of incorporation was filed by the Department of State under the Not-for-Profit Corporation Law on March 1, 2005 under the name Town of Plattsburgh LDC, Inc.
3. The certificate of incorporation is amended in this Restated Certificate of Incorporation as follows: amending Article I to change the name of the Corporation to Town of Plattsburgh Local Development Corporation, Inc. from Town of Plattsburgh LDC, Inc.; amending Article IV to change the type of corporation from a Type C corporation to a charitable corporation; omitting Article X setting forth the number of directors the Corporation shall have and the names and residences of the initial directors; and renumbering Article XI to Article X.
4. The text of the certificate of incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

**Article I**

The name of the corporation is Town of Plattsburgh Local Development Corporation, Inc.

## **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.

## **Article III**

The Purposes for which the corporation is organized are to promote and to provide for additional and maximum employment, to relieve and reduce unemployment, to promote and provide for additional and maximum employment, to better ad maintain job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs for the purpose of aiding the community or geographical area in and about the Town of Plattsburgh by attracting new industry to the community or area, by encouraging the development of, or retention of an industry in the community public objectives of this corporation are to aid the community of Town of Plattsburgh by attracting industry to the community area and by encouraging the development of and the retention of an industry in the area and to lessen the burdens of government and to act in the public interest, thus performing an essential governmental function.

## **Article IV**

The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

## **Article V**

All income and earnings of such corporation shall be used exclusively for its corporate purposes or accrue to be paid to the New York job development authority, (2) that no part of the income or earnings of such 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 certificate of incorporation or reincorporation may authorize the repayment of loans and may also authorize the repayment of contributions (other than dues) to the local development 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 nineteen hundred fifty-four, (3) that if such corporation accepts a mortgage loan or loans from the New York job development authority, such corporation shall be dissolved in accordance with the provisions of paragraph (g) upon the repayment or other discharge in full by such corporation of all such loans.

#### Article VI

Notwithstanding any other provision of these articles the corporation is organized exclusively for one or more purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1986 as amended and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under the IRC 501(c)(3) or corresponding provisions of any subsequent law.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In any year in which the organization is a private foundation as described in section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act or self-dealing as defined in IRC 4941(d), (b) retain an excess business holdings as defined in IRC

4943(c), (c) make any investments in such a manner as to subject the organization to tax under section IRC 4944, or (d) make any taxable expenditures as defined in IRC 445(d) or corresponding provisions of any subsequent Federal Tax laws.

#### **Article VII**

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of IRC of 1986, as amended, subject to an order of a Justice of the Supreme court of the State of New York.

#### **Article VIII**

The Secretary of State is designated as 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 the Secretary is c/o Town of Plattsburgh Local Development Corporation, Inc., 151 Banker Road, Plattsburgh, New York 12901.

#### **Article IX**

The office of the corporation is to be located in the County of Clinton, State of New York.

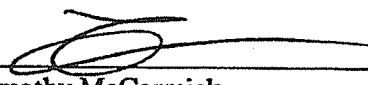
#### **Article X**

There is no requirement under the New York Not-for-Profit Corporation Law or any other statute of the State of New York-that any approval or consent be required before filing of this certificate of incorporation.

5. The restatement and amendment of the certificate of incorporation as set forth in this Restated Certificate of Incorporation was authorized by a majority vote of the Corporation's Board of Directors, the Corporation having no members.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate and affirmed it  
as true under the penalty of perjury this 30 day of August, 2016.

By:

  
\_\_\_\_\_  
Timothy McCormick,  
President of the Board

160927000794

RESTATED CERTIFICATE OF INCORPORATION  
OF  
TOWN OF PLATTSBURGH LDC, INC.

Under Section 805 of the  
Not-for-Profit Corporation Law

*max*

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED SEP 27 2016  
TAXS \_\_\_\_\_  
BY: *AS*

Filed by:  
A. Joseph Scott, Esq.  
Hodgson Russ LLP  
677 Broadway, Suite 301  
Albany, New York 12207

871