

CERTIFICATE OF INCORPORATION
OF
OGDENSBURG GROWTH FUND DEVELOPMENT CORP.

Under Section 402 of the Not-For-Profit
Corporation Law

201708
WE, the UNDERSIGNED, for the purpose of forming a local development corporation pursuant to Section 402 and 1411 of the Not-For-Profit Corporation Law of the State of New York, do hereby CERTIFY:

1. The name of the Corporation shall be:

OGDENSBURG GROWTH FUND DEVELOPMENT CORP.

The Corporation shall be operated in accord with the definition set forth in N-PCL Section 102(a)(5).

2. The purposes for which it is to be formed are to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better and to maintain job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding a community or geographic area by attracting industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and to lessen the burdens of government and to act in the public interest. This local development corporation is a Type C corporation under Section 201, and shall have, in addition to the powers otherwise conferred by law, all of the general powers enumerated in Section 1411 of the Not-For-Profit Corporation Law; namely, to construct, acquire, rehabilitate and improve for use by other industrial or manufacturing plants 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 advise, 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 any interest therein, to borrow money and to issue negotiable bonds, notes and other obligations therefor, and notwithstanding Section 510 (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 subject to the prudent man standard with respect thereto 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 and conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of industrial or manufacturing plants in the territory in which the operations of such corporations are principally to be conducted, provided, however, that no such corporation shall attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf or in opposition to any candidate for public office. Further, this local development corporation shall be empowered to enter into covenants and agreements with the City of Ogdensburg in order to facilitate distribution of grants and funds properly acquired and distributable by the City of Ogdensburg and to comply with all the terms and conditions and provisions thereof with respect to the administration of the Ogdensburg Growth Fund. Further, the Ogdensburg Growth Fund Development Corporation is empowered to administer funds as are distributed to it by the City of Ogdensburg and such administration is to include solicitation and review of industrial or commercial loan applications and the loaning of funds, and the securing and service of approved loans. Further, the Ogdensburg Growth Fund Development Corporation is empowered to execute, as necessary, security agreements, chattel mortgages and/or real estate mortgages to secure loans made by the Corporation. The local development corporation is empowered to take appropriate legal action in order to protect any commercial or industrial loans it may make.

3. The lawful public and quasi public objective of this corporation is the promotion, provision for and aiding of local commercial and industrial development.

4. All income and earnings of such corporation shall be used exclusively for its corporate purposes, purposes of the Ogdensburg Growth Fund revolving loan program, or accrue and be paid to the New York Job Development Authority.

5. 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 for the repayment of loans or 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.

6. If the corporation accepts a mortgage loan from the New York Job Development Authority, the corporation shall be dissolved in accordance with the provision of Section 1411(g) upon the repayment or discharge of loan in full.

7. 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 exempted from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

8. The territory in which the operations of the corporation are principally to be conducted is the County of St. Lawrence, State of New York.

9. The office of the corporation is to be located in the City of Ogdensburg, St. Lawrence County, New York.

10. The number of Directors of the Corporation shall be five and the Directors shall be:

- a. The Mayor of Ogdensburg
- b. The Chairman of the Ogdensburg Bridge & Port Authority
- c. The City Manager of the City of Ogdensburg
- d. The President of the Greater Ogdensburg Chamber of Commerce, and
- e. a representative of the Ogdensburg banking institutions, to be appointed by the Ogdensburg City Council.

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

<u>Names</u>	<u>Addresses</u>
Richard G. Lockwood	800 Hamilton Street Ogdensburg, NY 13669
John H. Greene	32½ Main Street Norfolk, NY 13667
Gerald F. Johnson	510 William Street Ogdensburg, NY 13669
Frank Schwartz	Riverside Drive Ogdensburg, NY 13669
John A. Phillips	317 Franklin Street Ogdensburg, NY 13669

12. The Secretary of State is hereby designated as agent of this 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 process served upon him is 330 Ford Street, Ogdensburg, New York 13669.

13. The duration of this corporation is to be perpetual unless earlier dissolved as provided by the Not-For-Profit Corporation Law.

14. Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by the General Business Law Section 340 or any other anti-monopoly statute of the State of New York.

14. Prior to delivery of this certificate of incorporation to the Department of State for filing, there shall be annexed hereto the approval of a Justice of the Supreme Court of the Judicial District in which the office of the Corporation is located.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 26th day of February, 1983.

I, Edmund J. Shea, a Justice of the Supreme Court for the Fourth Judicial District hereby approve the foregoing Certificate of Incorporation.
Dated: February 26, 1983

Edmund J. Shea
Justice of the Supreme Court

Richard G. Lockwood
Richard G. Lockwood
800 Hamilton Street
Ogdensburg, NY 13669

John H. Greene
John H. Greene
32 1/2 Main Street
Norfolk, NY 13667

Gerald F. Johnson
Gerald F. Johnson
510 William Street
Ogdensburg, NY 13669

Frank Schwartz
Riverside Drive
Ogdensburg, NY 13669

John A. Phillips
John A. Phillips
317 Franklin Street
Ogdensburg, NY 13669

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this certificate this 26th day of February, 1983.

John H. Greene
John H. Greene
32 1/2 Main Street
Norfolk, NY 13667

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) ss:

On this ~~10th~~ day of February, 1983, before me personally came, Richard G. Lockwood, John Greene, Gerald F. Johnson, Frank Schwartz, and John Phillips, to me known to be the persons described in and who executed the foregoing Certificate, and they severally duly acknowledged to me that they executed the same.

[Handwritten Signature]

Notary Public
[Handwritten text]

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) ss:

On this ~~10th~~ day of February, 1983, before me personally came, John H. Greene, to me known to be the person described in and who executed the foregoing Certificate, and he severally duly acknowledged to me that he executed the same.

[Handwritten Signature]

Notary Public
[Handwritten text]
My Commission Expires 3/31/83
076580

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) ss:

RICHARD G. LOCKWOOD, JOHN GREENE, GERALD F. JOHNSON,
FRANK SCHWARTZ, and JOHN PHILLIPS, each being severally duly
sworn, depose and say, and each for himself, deposes and says,
that he is one of the persons described in and who executed
the annexed Certificate of Incorporation, and that he is of
full age, a citizen of the United States and a resident of the
State of New York.

Richard G. Lockwood

John H. Greene

Gerald F. Johnson

Frank Schwartz

John Phillips

Sworn to before me
this 2nd day of February, 1983

[Signature]
Notary Public State of New York
My Commission expires 3/30/84

Sworn to before me
this 7th day of February, 1983

[Signature]
Notary Public State of New York
My Commission expires 3/30/83
0946380

[Signature]
John H. Greene

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
OGDENSBURG GROWTH FUND DEVELOPMENT CORP.**

Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the Secretary of OGDENSBURG GROWTH FUND DEVELOPMENT CORP. (the "Corporation"), hereby certifies:

1. The name of the Corporation is OGDENSBURG GROWTH FUND DEVELOPMENT CORP.

2. The original Certificate of Incorporation was filed by the Department of State on April 19, 1983 under Section 402 of the Not-for-Profit Corporation Law.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.

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

5. The Certificate of Incorporation, as now in full force and effect, is hereby amended to effect the following changes as authorized by Section 801 of the Not-For-Profit Corporation Law:

(a) To amend the number of Directors of the Corporation, the Paragraph designated "10" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

10. The number of Directors of the Corporation shall be a minimum of five (5) and a maximum of nine (9), and such Directors shall include:

- (a) The Mayor of the City of Ogdensburg, New York, ex officio;
- (b) The Chairman of the Ogdensburg Bridge and Port Authority, ex officio;
- (c) The City Manager, City of Ogdensburg, New York, ex officio;


- (d) The President of the Greater Ogdensburg Chamber of Commerce; and
- (e) a representative of the Ogdensburg banking institutions, to be appointed by the Ogdensburg City Council.

6. This Amendment to the Certificate of Incorporation was authorized by a vote of a majority of the members at a duly held meeting, said vote being at least equal to the quorum.

7. The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is 330 Ford Street, Ogdensburg, New York 13669.

IN WITNESS WHEREOF, I have signed this Certificate of Amendment this 28 day of

June, 2012.


Philip A. Cosmo, Secretary

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Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the Secretary of OGDENSBURG GROWTH FUND DEVELOPMENT CORP. (the "Corporation"), hereby certifies:

1. The name of the Corporation is OGDENSBURG GROWTH FUND DEVELOPMENT CORP.

2. The original Certificate of Incorporation was filed by the Department of State on April 19, 1983 under Section 402 of the Not-for-Profit Corporation Law, such Certificate of Incorporation having been amended pursuant to a certain Certificate of Amendment to Certificate of Incorporation filed by the Department of State on September 13, 2012 under Section 803 of the Not-for-Profit Corporation Law.

3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.

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

5. The Certificate of Incorporation, as amended, as now in full force and effect, is hereby further amended to effect the following changes as authorized by Section 801 of the Not-For-Profit Corporation Law:

(a) To amend the number of Directors of the Corporation, the Paragraph designated "10" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

10. The number of Directors of the Corporation shall be a minimum of seven (7) and a maximum of eleven (11), and such Directors shall include:

- (a) The Mayor of the City of Ogdensburg, New York, ex officio;
- (b) The Chairman of the Ogdensburg Bridge and Port Authority, ex officio;
- (c) The City Manager, City of Ogdensburg, New York, ex officio;
- (d) The President of the Greater Ogdensburg Chamber of Commerce; and
- (e) a representative of the Ogdensburg banking institutions, to be appointed by the Board of Directors.

6. This Amendment to the Certificate of Incorporation was authorized by a vote of at least two thirds of the members at a duly held meeting, said vote being at least equal to the quorum.

7. The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is 330 Ford Street, Ogdensburg, New York 13669.

IN WITNESS WHEREOF, I have signed this Certificate of Amendment this 8 day of January, 2014.



Dallas Sutton, Secretary