

**CERTIFICATE OF INCORPORATION
OF
LEWIS COUNTY DEVELOPMENT CORP.**
(Under Section 402 of the Not-For-Profit Corporation Law)

The undersigned, for the purpose of forming a local development corporation, does hereby certify:

FIRST: The name of the corporation shall be Lewis County Development Corp. (hereinafter referred to as "the Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 103 of the Not-for-Profit Corporation Law and is a local development corporation pursuant to Section 1411 of said law.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To identify, research, fund, develop, and manage projects, programs and business opportunities that will increase economic opportunities for Lewis County and its residents;

(b) To revitalize and enhance business areas in Lewis County;

(c) To stabilize and enhance the infrastructure of Lewis County to include the utilization of new technologies;

(d) To recruit enterprises and businesses to Lewis County;

(e) To provide education and research on the best practices for the economic development of Lewis County;

(f) To preserve the cultural, historical and natural resources of Lewis County;
and

(g) To expand economic development potential through collaboration and partnerships.

(h) In furtherance of the aforesaid purposes, the Corporation shall have all the powers conferred by Paragraph (c) of Section 1411 of the Not-for-Profit Corporation Law.

(i) The Corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under Articles 5 and 14 of the Not-for-Profit Corporation Law and Article 8 of the Public Authorities Law.

(j) Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities in Section 404 of the Not-for-Profit Corporation Law or Section 460-a of the Social Services Law.

(k) Nothing herein contained shall authorize or empower the Corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by the New York General Business Law Section 340 or any other New York anti-monopoly law, and the Corporation is not authorized so to engage.

FOURTH: In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and other such powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

FIFTH: Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or hereafter amended (the "Code"), and intends at all times to qualify and remain qualified as exempt from federal income tax under Code Section 501(c)(3), and, in connection therewith:

(a) The Corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in Section 404(a) through (v) of the Not-For-Profit Corporation Law;

(b) The Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any private individual or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes and no trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the assets of the Corporation upon its dissolution.

(c) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office; and

(d) The Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Code Section 501(c)(3).

SIXTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax law.

SEVENTH: The Corporation shall be a Type C Corporation under Section 201 of the Not-for-Profit Corporation Law.

EIGHTH: All income and earnings of such Corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority.

NINTH: 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) of the Not-for-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

TENTH: The office of the Corporation shall be located in the County of Lewis, State of New York.

ELEVENTH: The names and addresses of the initial directors until the first annual meeting, each of whom is at least eighteen years of age, are as follows:

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| Karl Reutling | 8746 Van Amber Road Castorland, New York 13620 |
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| Sharon Cihocki | P.O. Box 229 West Leyden, New York 13489 |
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| Jack Bush | Cottage Road Brantingham, New York |
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| Eric Virkler | 7650 Sharp Street Lowville, New York 13367 |
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TWELVETH: The Corporation shall have no members.

THIRTEENTH: The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is c/o the Corporation, P.O. Box 812, Lowville, New York 13367.

FOURTEENTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to the federal government, state or local government for a public purpose, upon approval of a Justice of the Supreme Court of the State of New York.

IN WITNESS WHEREOF, we, the undersigned incorporator, being at least eighteen years of age, has signed this certificate and caused it to be acknowledged this ____ day of June, 2003.

Incorporator