

**CERTIFICATE OF INCORPORATION
OF
GREENE COUNTY ECONOMIC DEVELOPMENT CORPORATION**

**A NOT-FOR-PROFIT LOCAL DEVELOPMENT CORPORATION UNDER SECTION 1411
OF THE NEW YORK NOT-FOR PROFIT CORPORATION LAW**

The undersigned, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies:

1. The name of the Corporation is the Greene County Economic Development Corporation (hereinafter "the Corporation").

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("N-PCL") and, as provided in Section 1411 of the N-PCL, will be a charitable corporation under Section 201 of the N-PCL.

3. The charitable purposes for which the Corporation is being formed and shall be operated exclusively, within the meaning of Section (501)(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code (the "Code"), shall be to relieve and reduce unemployment, to promote and provide for additional and maximum employment, to improve and maintain job opportunities, to provide instruction or training to individuals to improve or develop their capabilities for employment, to encourage the attraction, development or retention of businesses, and to combat community deterioration and blight, all within Greene County, New York, and to lessen the burdens of government and act in the public interest. In furtherance of said purposes, the Corporation's powers shall include the power:

- a. To establish programs to encourage the creation of employment opportunities primarily for low-income residents of Greene County and to provide entrepreneurial training to low-income residents of Greene County thereby encouraging the creation of businesses by low-income residents of Greene County; and
- b. To encourage the restoration, rehabilitation, and sustainable use of vacant and underused properties within Greene County and other remedial actions to eliminate physical, economic, and social deterioration within the County, and to provide education and training to members of the public to encourage the rehabilitation and preservation of properties within the County; and
- c. To acquire by purchase, grant, gift or otherwise, real property within Greene County (including property which is contaminated), to improve, maintain and manage such property (or contract for the improvement, maintenance and improvement of such property), to enter into contracts to sell, lease or otherwise dispose of such property, to mortgage such property and otherwise take steps to facilitate the redevelopment, preservation, use or reuse of vacant, underused or

deteriorated properties within Greene County and to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto; and

- d. To apply for and make grants and loans, and to execute any documents necessary in connection therewith, and to borrow money and to make, draw, accept, endorse, execute and issue negotiable bonds, debentures, notes and other obligations therefore; and
- e. To enter into agreements and covenants 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 facilities and related businesses within Greene County; and
- f. To undertake such other activities as deemed advisable by the Corporation to advance its corporate purposes, but not for the pecuniary profit or financial gain of any member, director, officer or any private person.

In addition to the foregoing, the Corporation shall have all the powers conferred by Section 202 and Section 1411 (c) of the N-PCL, together with the power to solicit grants and contributions for any corporate purpose and the power to maintain funds of real or personal property for any corporate purposes. The Corporation shall have the right to exercise all other powers which are, or hereby may be, conferred by law upon a corporation organized for charitable purposes or which are incidental to the conferred powers.

The Corporation's mission and public objective, which the Corporation's purposes will achieve, shall include the lessening of the burdens of government and fostering the creation, retention and expansion of jobs and economic opportunities for the benefit of the economy and residents of Greene County, and the elimination of blight and combating community deterioration by fostering the preservation and/or redevelopment of properties within Greene County.

Notwithstanding any other provisions of this certificate of incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Code and shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code.

4. Pursuant to the requirements of Section 1411 (c) of the N-PCL:

a. All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or deposited in appropriate reserves for corporate purposes; to the extent not so used, the income and earnings will accrue and be paid to the Job Development Authority to the extent required by Section 1411 of the N-PCL.

b. The property of the Corporation is irrevocable dedicated to its corporate purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member, director or officer

of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it, but only to the extent that any such contributions may not be allowable as a deduction in computing taxable income under the Code.

c. If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions of paragraph (g) of Section 1411 of the N-PCL upon repayment or other discharge in full by the Corporation of all such loans.

5. a. All income and earnings of such corporation shall be used exclusively for its corporate purposes. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation relating to one or more of its purposes. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

b. 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 Section 501(h) of the Internal Revenue Code. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

c. Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable and public purposes and is intended to qualify as an entity the income of which is exempt under Internal Revenue Code Section 501.

d. Upon the dissolution of the Corporation, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, including the public purposes set forth in Section 1411 of the New York Not-for-Profit Corporation Law. Any such assets not disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized exclusively for such purposes.

6. The Corporation is not formed to engage in any activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. No consent or approval is required.

7. The office of the Corporation in the State of New York shall be located in Greene County.

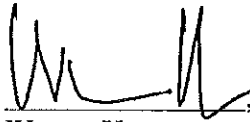
8. The Corporation shall be operated by a board of directors, the number of which is to be no less than three (3) nor more than fifteen (15). The name and address of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Warren Hart	168 Spring Street, Catskill, NY 12414
Karl Heck	84 Grandview Avenue, Catskill, NY 12414
Teri Weiss	19 Austin Acres, Catskill, NY 12414

9. 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 the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

Greene County Economic Development Corporation
411 Main Street
Catskill, New York 12414

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 5TH day of DECEMBER, 2018, and hereby affirms the truth of the statements contained herein under penalty of perjury.



Warren Hart Incorporator

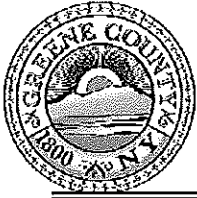
**CERTIFICATE OF INCORPORATION
OF
GREENE COUNTY ECONOMIC DEVELOPMENT CORPORATION**
UNDER SECTION 1411 OF THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW

Filed by:

Name: Warren Hart

Mailing Address: 411 Main Street, 4th Floor

City, State, Zip: Catskill, New York 12414



Resolution No. 271-18

Authorizing The Creation Of A Not for Profit Local Development Corporation For Greene County

WHEREAS, Section 1411 of the New York Not-For-Profit Corporation Law authorizes the creation of local development corporations to be operated for charitable or public purposes, including relieving and reducing unemployment, promoting and providing for additional and maximum employment, improving and maintaining job opportunities, providing instruction or training to individuals to improve or develop their capabilities for employment, encouraging the attraction, development or retention of businesses, and combating community deterioration and blight, lessening the burdens of government and acting in the public interest; and

WHEREAS, Greene County, through its Department of Economic Development, seeks to improve the livability and quality of life for its residents, facilitate the creation of jobs, generate new investment in its communities and ensure the County's long-term fiscal health; and

WHEREAS, the Greene County Legislature (hereinafter called the Legislature) has determined that it would be beneficial to form a local development corporation to undertake community and economic development activities within Greene County and to seek and receive funding for such activities.

NOW THEREFORE, the Legislature hereby resolves:

1. The Department of Economic Development is authorized to form a local development corporation pursuant to Section 1411 of the New York Not-For-Profit Corporation Law to operate within Greene County.
2. This authorization is subject to the condition that the by-laws adopted for such corporation provide for the appointment of its board of directors by the Legislature.

Meeting History

10/15/18 Finance

MOVED FOR ADOPTION

RESULT:	MOVED FOR ADOPTION [7 TO 2]
MOVER:	Linda H. Overbaugh, Legislator
SECONDER:	William B. Lawrence, Majority Leader/Legislator
AYES:	Martinez, Lennon, Gardner, Overbaugh, Lewis, Lawrence, O'Connor
NAYS:	Thomas Hobart, Kevin C. Lennon

10/15/18 Economic Development & Tourism

MOVED FOR ADOPTION

RESULT:	MOVED FOR ADOPTION [6 TO 2]
MOVER:	William B. Lawrence, Majority Leader/Legislator
SECONDER:	Harry A. Lennon, Legislator
AYES:	Overbaugh, Lennon, Torgersen, Gardner, Lewis, Lawrence
NAYS:	Michael Bulich, Lee Allen Palmateer
EXCUSED:	Aidan O'Connor

10/17/18 **Greene County Legislature** **PULLED**

RESULT:	PULLED
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Current Meeting

11/07/18 Greene County Legislature **ADOPTED**

RESULT:	ADOPTED [9 TO 4]
AYES:	Lawrence, Lennon, Linger, Luvera, Martinez, O'Connor, Overbaugh, Torgersen, Lewis
NAYS:	Michael Bulich, Thomas Hobart, Kevin C. Lennon, Lee Allen Palmateer
ABSENT:	Larry Gardner

(6,374.5) (2,806.5) (819)
Ayes 9 Noes 4 Absent 1