

**DRAWDOWN  
ALLSTATE 91**

**CERTIFICATE OF INCORPORATION  
OF  
DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION**

**UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW**

The undersigned, for the purpose of forming a local development corporation, hereby certifies that:

1. The name of the Corporation is Dutchess County Local Development 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 is a local development corporation pursuant to Section 201 of the N-PCL. The Corporation is a Type C Corporation under Section 201 of the Not-for-Profit Corporation Law.

3. The Corporation is formed and shall be operated exclusively for the charitable and public purposes of benefiting and furthering the activities of Dutchess County, New York (the "County"). More specifically, the Corporation shall act as a local development corporation for the County by conducting activities that will relieve and reduce unemployment; promote and provide for additional and maximum employment; better and maintain job opportunities; instruct or train individuals to improve or develop their capabilities for such jobs; carry on scientific research for the purpose of aiding the County by attracting new industry to the County; or by encouraging the development of, or retention of, an industry in the County; and lessening the burdens of government and acting in the public interest. The Corporation's corporate powers shall include, but are not limited to, the power to finance facilities for not-for-profit corporations, acquire, improve, maintain, equip and furnish projects, to lease such projects and collect rent; to sell and convey any and all of its property whenever the Board of Directors shall find such action to be in furtherance of the purposes for which it was organized; and to issue bonds for the purpose of carrying out any of its powers; all bonds are payable solely out of revenues and receipts derived from the leasing or sale by the Corporation of its projects, or from loans made by the Corporation. The County is not liable for the payment of principal or interest on any of the bonds of the Corporation.

In furtherance of the foregoing purposes, the Corporation shall have all the powers conferred by Section 1411(c) of the N-PCL.

The lawful public or quasi-public objectives which each business purpose will achieve are the following: the training of community residents in the development of their business skills; the reduction of unemployment; the promotion of maximum employment by bettering and maintaining job opportunities; the stimulation of the economic growth of the County.

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Section 404(a)-(v) of the Not-For-Profit Corporation Law.

Nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees. Nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law. Nothing herein shall authorize the Corporation to provide professional training in the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

4. (a) 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. 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, other than to a director, for services rendered to or for the Corporation. 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 of 1986, as amended. 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) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, it shall be dissolved in accordance with the provisions provided below upon the repayment or other discharge in full by the Corporation of all such loans.

(d) 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 excludable under Code Section 115.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to the County for furtherance of the purposes set forth above.

5. The office of the Corporation in the State of New York shall be located in Dutchess County.

6. The name and address of the initial directors of the Corporation are

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Tomkovitch	Dutchess County Local Development Corporation 3 Neptune Road Poughkeepsie, New York 12601
Charles Daniels, III	Dutchess County Local Development Corporation 3 Neptune Road Poughkeepsie, New York 12601
Angela Flesland	Dutchess County Local Development Corporation 3 Neptune Road Poughkeepsie, New York 12601
George R. Stoffers	Dutchess County Local Development Corporation 3 Neptune Road Poughkeepsie, New York 12601
David R. Teter	Dutchess County Local Development Corporation 3 Neptune Road Poughkeepsie, New York 12601
Phyllis DiStasi Keenan	Dutchess County Local Development Corporation 3 Neptune Road Poughkeepsie, New York 12601
Henry Killian	Dutchess County Local Development Corporation 3 Neptune Road Poughkeepsie, New York 12601

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 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:

Dutchess County Local Development Corporation  
3 Neptune Road  
Poughkeepsie, New York 12601

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 30th day of April, 2010, and hereby affirms the truth of the statements contained herein under penalty of perjury.



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Steven Weiss, Incorporator  
Allstate Corporate Services Corp.  
One Commerce Plaza,  
99 Washington Avenue, Suite 1008  
Albany, New York 12260

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION**  
Under Section 803 of the New York Not-for-Profit Corporation Law

Filed by:

Nixon Peabody LLP  
1300 Clinton Square  
Rochester, New York 14604

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION**

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

The undersigned, being the Secretary of the Dutchess County Local Development Corporation (the "Corporation"), in order to amend the Corporation's Certificate of Incorporation, certifies that:

**FIRST:** The name of the Corporation is Dutchess County Local Development Corporation.

**SECOND:** The Certificate of Incorporation of the Corporation was filed with the Department of State of the State of New York on April 3, 2010 under the New York Not-for-Profit Corporation Law.

**THIRD:** The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL. The Corporation is a charitable corporation under Section 201 of the N-PCL, and shall continue to be a charitable corporation under Section 201 after the amendment of its Certificate affected herein.

**FOURTH:** The Certificate of Incorporation is hereby amended to affect the following:

(A) Paragraph 3 of the Certificate of Incorporation relating to the purposes of the Corporation are hereby amended to read in its entirety as follows:

"3. The Corporation is formed and shall be operated exclusively for the charitable and public purposes of benefiting and furthering the activities of the County and contiguous counties which do not have an established local development corporation, solely upon the request of such contiguous county, more specifically, the Corporation shall act as a local development corporation in the territory in which its operations are principally to be conducted, by conducting activities that will relieve and reduce unemployment; promote and provide for additional and maximum employment; better and maintain job opportunities; instruct or train individuals to improve or develop their capabilities for such jobs; carry on scientific research for the purpose of aiding the territory in which its operations are principally to be conducted by attracting new industry to the territory in which its operations are principally to be conducted; or by encouraging the development of, or retention of, an industry in the territory in which its operations are principally to be conducted; and lessening the burdens of government and acting in the public interest."

FIFTH: This amendment of the Certificate of Incorporation was duly authorized by two-thirds vote of the Corporation's member.

SIXTH: 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:

Dutchess County Local Development Corporation  
3 Neptune Road  
Poughkeepsie, New York 12601



IN WITNESS WHEREOF, I have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 17<sup>th</sup> day of November 2015.



Name: Angela E. Flesland  
Title: Assistant Secretary

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.



ASSISTANT ATTORNEY GENERAL

11-24-2015

DATE