

*State of New York* }  
*Department of State* }<sup>SS:</sup>

*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 seal of the Department of State on*

DEC 11 1996



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

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CHAUTAUGUA COUNTY CLERK  
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**CERTIFICATE OF INCORPORATION**

OF

**F 961 211 000374**

**DUNKIRK LOCAL DEVELOPMENT CORPORATION**

**Under Section 402 of the Not-for-Profit Corporation Law  
and Section 1411 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 is **DUNKIRK LOCAL DEVELOPMENT CORPORATION.**

**SECOND:** The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 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 to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better and maintain job opportunities, to instruct or train individuals to improve or to develop their capabilities for such jobs, to carry on scientific research for the purpose of aiding a community or geographical area by attracting new 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.

**FOURTH:** In furtherance of the foregoing purposes, the corporation shall have all of the general powers enumerated in Sections 202 and 1411(c) of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes. The corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof; provided, however, that notwithstanding any other provision of this paragraph, the corporation shall not have the power to carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

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

**SIXTH:** 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

1

bettering and maintaining job opportunities; the stimulation of the economic growth of the community; and the development and the improvement of both commercial and residential properties.

SEVENTH: All income and earnings of the corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York job development authority.

EIGHTH: 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 or private person, corporate or individual, or any other private interest, except for the repayment of loans.

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

TENTH: The corporation is not formed for pecuniary profit or for financial gain. In the event of dissolution, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after payment of all debts and liabilities of the corporation of whatsoever kind and nature (including the repayment of loans and contributions, in accordance with the terms hereof), shall be distributed to the City of Dunkirk for the furtherance of the purposes set forth in Section 1411(a) of the New York Not-for-Profit Corporation Law, as shall be provided by the corporation or by an order of the Supreme Court of the State of New York.

ELEVENTH: The corporation shall not attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

TWELFTH: The office of the corporation shall be located in the City of Dunkirk, County of Chautauqua, State of New York.

THIRTEENTH: The territory in which the corporation's activities are principally to be conducted is the City of Dunkirk, County of Chautauqua, State of New York.

FOURTEENTH: The names and addresses of the initial board of directors until the first annual meeting are as follows:

| <u>Name</u>          | <u>Address</u>                             |
|----------------------|--|
| Margaret A. Wuerstle | 763 Park Avenue<br>Dunkirk, New York 14048 |

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|                      |   |
|----------------------|---|
| John M. Kuzdale      | 68 North Jerboa Street<br>Dunkirk, New York 14048 |
| Frank V. Gawronski   | 62 Lucas Avenue<br>Dunkirk, New York 14048        |
| Paul E. VanDenVouver | 818 Central Avenue<br>Dunkirk, New York 14048     |
| Truman Bradley       | 26 Albany Avenue<br>Dunkirk, New York 14048       |
| Jill M. Casey        | 10299 McAllister Road<br>Fredonia, New York 14063 |
| Adelino Gonzalez     | 217 South Roberts Road<br>Dunkirk, New York 14048 |
| Vincent Bradley      | 127 Serval Street<br>Dunkirk, New York 14048      |
| Gary L. Damico       | 148 Liberty Avenue<br>Fredonia, New York 14063    |

FIFTEENTH: The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the corporation served upon him is c/o the corporation, 342 Central Avenue, Dunkirk, New York 14048.

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

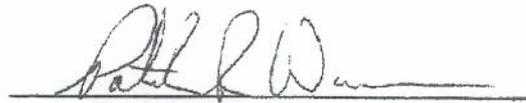
SEVENTEENTH: In any taxable year in which the corporation is a private foundation as defined under Section 509 of the Code, the corporation shall:

- (a) not engage in any act of self-dealing that is subject to tax under Section 4941 of the Code;
- (b) distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under Section 4942 of the Code;
- (c) not retain any excess business holdings in such manner as to subject the corporation to tax under Section 4943 of the Code;

(d) not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and

(e) not make any taxable expenditures that are subject to tax under Section 4945 of the Code.

IN WITNESS WHEREOF, this certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 5<sup>th</sup> day of December, 1996.



Patrick R. Wawro  
342 Central Avenue  
Dunkirk, New York 14048

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and Section 1411 of the Not-for-Profit Corporation Law

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 11 1996

TAX \$

BY: *SAC*

*Chautauqua*

**BILLED**

December 5, 1996

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DEC 12

DAMON & MORREY  
1000 CATHEDRAL PLACE  
298 MAIN STREET

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