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**CERTIFICATE OF INCORPORATION
OF
1000 ISLANDS REGIONAL LOCAL DEVELOPMENT CORPORATION
UNDER SECTIONS 402 AND 1411 OF THE
NOT-FOR-PROFIT CORPORATION LAW**

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

1. The name of the corporation shall be 1000 Islands Regional 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 and is a local development corporation pursuant to section 1411 of said law.

3. The purposes for which the cCorporation is formed are the exclusively charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on research for the purpose of aiding the communities within Jefferson County by attracting new industry to said communities or by encouraging the development of or retention of industry within said communities and lessening the burdens of government and acting in the public interest.

In furtherance of the aforesaid purposes the Corporation shall have all of the powers conferred by paragraph (c) of section 1411 of the Not-for-Profit Corporation Law.

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 members, 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.

4. The Corporation shall be a charitable corporation under section 201 of the Not-for-Profit Corporation Law.

5. 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.

6. 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 that the Corporation is hereby authorized pursuant to section 1411 (e) (2) of the Not-for-Profit Corporation Law to repay loans and to repay contributions (other than dues) to the 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 1954 as amended from time to time.

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INCORPORATION

Gizelle J Meeks, Jefferson County Clerk

ClerkAF

7. 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 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.

8. The office of the Corporation shall be located in the County of Jefferson, State of New York.

9. The following language contained in this section relates to the Corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in section 3. Notwithstanding any other provisions in the certificate:

(A) the Corporation is organized exclusively for charitable purposes as specified in section 501 (c) (3), or any successor section, of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (3) or any successor section, of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170 (c) (2), or any successor section of the Internal Revenue Code;

(B) 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, and 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

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

10. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to be selected by the Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

11. The names and addresses of the initial directors until the first annual meeting, each of whom is at least 18 years of age, are as follows:

John Morgia
567 Cedar Ave.
Watertown, NY 13601

William Caprara
22966 Stone Rd.
Dexter, NY 13624

Thomas Bowie
522 Weldon Dr., unit C 4
Watertown, NY 13601

Robert Kowalik
319 Broadway Ave. W.
Watertown, NY 13601

Mark Gebo
1044 State St., Unit 16
Clayton, New York 13624

12. The Secretary of State is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process against the corporation served upon him as agent of the corporation is 22867 County Route 67, Watertown, NY 13601.

IN WITNESS WHEREOF, the undersigned incorporator, being at least 18 years of age, have subscribed this certificate in hereby affirms it as true under penalties of perjury this 30th day of August, 2018.



Joseph W. Russell, Incorporator
Barclay Damon LLP
120 Washington St., Suite 500
Watertown, New York 13601

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**UNDER SECTIONS 402 AND 1411 OF THE
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STATE OF NEW YORK
DEPARTMENT OF STATE

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TAX \$ _____

BY: n

Submitted By:

BARCLAY DAMON LLP

120 Washington St, Suite 500

New York, New York 13601

(315) 413-016

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that this 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 official seal of the Department of State in the City of Albany, September 27, 2018.

Brendan W. Fitzgerald
Executive Deputy Secretary of State

