

CERTIFICATE OF INCORPORATION OF

THE CHEEKTOWAGA COMMUNITY DEVELOPMENT CORPORATION

Under Sections 402 and 1411 of the Not-for-Profit Corporation Law

WE, the undersigned, for purposes of forming a local development corporation under Sections 402 and 1411 of the Not-for-Profit Corporation Law, do hereby certify the following:

- 1) The name of the corporation shall be THE CHEEKTOWAGA COMMUNITY 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 intended to be a Type C corporation, as a local development corporation under section 1411 of the said law.
- 3) The purposes for which this corporation is formed, which purposes are mandatory and exclusive upon this corporation pursuant to Section 1411 of the Not-for-Profit Corporation Law, are the charitable and 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 scientific research for the purpose of aiding the 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 lessening the burdens of government and acting in the public interest.
- 4) The lawful and quasi-public objective which the purposes enumerated in Paragraph "3" will achieve is the promotion of the general and public welfare of the people of the Town of Cheektowaga.
- 5) In furtherance of the purposes set forth in Paragraph "3" of this Certificate, the corporation shall have the powers set forth and enumerated in Sections 202 and 1411 (c) of the Not-for-Profit Corporation Law, but in furtherance only of such lawful purposes, and shall additionally have the power to solicit grants and contributions for its corporate purposes, subject to the requirements of Article 7-A of the Executive Law, relating to solicitation and collection of funds for charitable purposes.

6) The corporation is not intended to possess any of the purposes enumerated in sub-paragraphs (b) through (t) of Section 404 of the Not-for-Profit Corporation Law.

7) A. 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;

B. 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, corporation or individual, or any other private interest; however, the corporation is authorized to repay the principal of and interest on any loan or advance to the corporation, by whomsoever made, and to repay contributions (other than dues) made 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;

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 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;

D. Notwithstanding any other provision of this Certificate, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law of the United States); or (b) by a corporation to which contributions made are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law of the United States).

8) In the event of dissolution of the corporation, 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 the payment of all debts and liabilities of the corporation of whatever kind and nature (including the payment of loans and contributions as authorized in Paragraph "7 - B" of this Certificate) shall be distributed to the Town of Cheektowaga, New York, for the furtherance of the purposes enumerated in Paragraph "3" of this Certificate.

9) The corporation is specifically prohibited from undertaking any actions to attempt to influence legislation by propaganda or otherwise, and from participating or intervening, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

10) The corporation is authorized, by resolution of its board of directors, to accept subventions from members or non-members on terms and conditions not inconsistent with the provisions of the Not-for-Profit Corporation Law, and to issue certificates therefor.

11) The office of the corporation is to be located in the Town of Cheektowaga, and County of Erie, New York.

12) The territory in which the activities of the corporation are principally to be conducted is the Town of Cheektowaga, New York.

13) The Secretary of State is hereby designated as the agent of the corporation upon whom process against the corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the corporation which is served upon him is as follows:

c/o The Corporation
Cheektowaga Town Hall
Broadway at Union Road
Cheektowaga, NY 14227

14) The incorporators of the corporation shall constitute the directors of the corporation until the first annual meeting. The names and addresses of the initial directors until the first annual meeting are as follows:

NAME	ADDRESS
KENNETH J. MEYERS (Cheektowaga Town Supervisor)	Cheektowaga Town Hall- Cheektowaga, NY 14227
THOMAS M. JOHNSON, JR. (Cheektowaga Town Councilman)	Cheektowaga Town Hall- Cheektowaga, NY 14227
PATRICIA A. JAWOROWICZ (Cheektowaga Town Councilman)	Cheektowaga Town Hall- Cheektowaga, NY 14227

15) The subscribers of this Certificate are each over the age of 18 years.

16) Prior to the delivery of this Certificate to the Department of State for filing, all approvals or consents thereto which may be required by law will be endorsed upon or annexed to this Certificate.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged
this Certificate on this day of December, 1982.

13/ Kenneth J. Meyers

KENNETH J. MEYERS,
Cheektowaga Town Supervisor
Cheektowaga Town Hall
Broadway at Union Road
Cheektowaga, NY 14227

13/ Thomas M. Johnson, Jr.

THOMAS M. JOHNSON, JR.
Cheektowaga Town Councilman
Cheektowaga Town Hall
Broadway at Union Road
Cheektowaga, NY 14227

13/ Patricia A. Jaworowicz

PATRICIA A. JAWOROWICZ
Cheektowaga Town Councilman
Cheektowaga Town Hall
Broadway at Union Road
Cheektowaga, NY 14227

STATE OF NEW YORK)
COUNTY OF ERIE) S S . . .

On this 29th day of December, 1982, before me personally came
KENNETH J. MEYERS, THOMAS M. JOHNSON, JR., and PATRICIA A. JAWOROWICZ,
to me known and known to me to be the persons described in and who
executed the foregoing Certificate, and they did severally acknowledge to
me that they executed the same.

15/ Kevin G. Schenk

Notary Public - State of New York
Commissioned in Erie County
Commission expires March 30, 1984.

I, William J Ostrowski, a Justice of the Supreme Court of the State of New York, for the eighth Judicial District, do hereby approve the foregoing Certificate of Incorporation of THE CHEEKTOWAGA COMMUNITY DEVELOPMENT CORPORATION, and consent that the same be filed with the Department of State.

DATED: ~~December~~, 1982
January 4, 1983

15/ William J. Ostrowski

J.S.C.