

State of New York }  
Department of State } SS:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**March 10, 2005**



A handwritten signature in black ink, appearing to read "R. M. ...", is written over the printed title.

*Secretary of State*

DOS-200 (Rev. 03/02)

COPY

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New York State  
Department of State  
Division of Corporations  
Albany, NY 12231

**CERTIFICATE OF INCORPORATION  
OF**

Town of Bolton Local Development Corporation  
(Corporation Name)

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

**FIRST:** The name of the corporation is: Town of Bolton Local Development Corporation.

**SECOND:** The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

**THIRD:** The purpose or purposes for which the corporation is formed are as follows:

- a) To be operated for 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 and develop their capabilities for such jobs, conducting 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 lessening the burdens of government and acting in the public interest;
- b) To have such powers as to construct, acquire, rehabilitate or improve for use by others, industrial manufacturing plants in the territory in which operations are to be principally conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants for others in such territory, to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto, to acquire by purchase, lease, gift, bequest, devise or otherwise real property or personal property or interest therein, to borrow money and to issue negotiable bonds, notes and other obligations therefore, and notwithstanding section 510 (disposition of all or substantially all assets) without leave of the court, to sell, lease, mortgage or otherwise dispose of or encumber

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any facilities or any of its real property or personal property or any interest therein upon such terms as it may determine, and, in connection with loans from the New York Job Development Authority, to enter into covenants and agreements 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 industrial or manufacturing facilities in the territory in which the operations of such corporation are principally to be conducted, provided, however, that no such corporation shall attempt to enforce 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;

c) To have all such powers and to do all things that may be necessary to foster, promote, facilitate and provide for local land development within the Town of Bolton, Warren County, New York, including, but not limited to, commercial development, industrial development, residential and housing facilities development and/or rehabilitation, streetscape projects, landscaping projects, lighting district, recreational facilities, public assembly facilities, municipal parking facilities, municipal entertainment, parks, recreation and playgrounds and general promotion of land development within the Town of Bolton;

d) To negotiate, contract, invest, loan, grant, encumber, hypothecate, lease, finance, promote or facilitate and do all things necessary to accomplish local land development with the goal and purpose of improving the Town of Bolton tax base and the quality of life and opportunity within the Town of Bolton consistent with zoning and any master plan for development of the municipality;

e) To act in coordination with any public or private entities whose stated purposes, powers, efforts and programs, in cooperation with other entities for the accomplishment of local land development within the Town of Bolton as a joint or cooperative effort; to do all things and have all powers necessary to accomplish the purposes herein specified and as permitted by New York State Not-for-Profit Corporation Law and other applicable statutes, rules and regulations in the furtherance of the purposes and powers hereinabove specified.

**FOURTH:** The local development corporation incorporated hereby shall require (1) that all income and earnings of the corporation shall be used exclusively for corporate purposes or accrue and be paid to the New York Job Development Authority, (2) that 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 authorized for the repayment of loans and may also authorize the repayment of contributions (other than dues) to the local development corporation, but only if and to the extent that any such contribution may not be allowed as a deduction in computing taxable income under the Internal Revenue Code of 1954 (IRC), (3) that 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 the Not-for-Profit Corporation Law Article 14, Section 1411G (upon the repayment or other discharge in full by the corporation of all such loans).

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

**SIXTH:** The office of the corporation is to be located in the County of Warren, State of New York, and the name and the address of the incorporator is Alexander G. Gabriels, III, P.O. Box 7, Bolton Landing, New York 12814.

**SEVENTH:** The names and addresses of the initial five directors of the corporation are:

1. Alexander G. Gabriels, III, Supervisor  
P.O. Box 7  
Bolton Landing, New York 12814
2. Jason N. Saris, Councilman  
P.O. Box 61  
Bolton Landing, New York 12814
3. J. Buckley Bryan, Jr.  
P.O. Box 240  
Bolton Landing, NY 12814
4. Richard Bartlett  
Fourteen Mile Island  
P.O. Box 479  
Bolton Landing, New York 12814

5. Ronald R. Alcan  
4979 Lakeshore Drive  
Bolton Landing, New York 12814

**EIGHTH:** The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Town of Bolton  
Attn: Town Clerk/Treasurer  
4949 Lakeshore Drive  
P.O. Box 7  
Bolton Landing, New York 12814

**NINTH:** The name and street address in this state of the registered agent upon whom process against the corporation may be served is:

Michael J. Muller, Esq.  
Muller & Muller  
257 Bay Road  
P.O. Box 143  
Glens Falls, New York 12801

**TENTH:** Notwithstanding any other provisions specified within, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent federal tax laws.

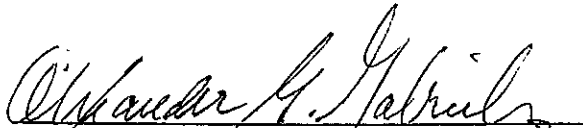
No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

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 IRC §501(h)), 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.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), or corresponding provisions of any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c); (b) make any investments in such manner as to subject the corporation to tax under IRC §4944; or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent federal tax laws.

Dated: December 17, 2004,

  
ALEXANDER G. GABRIELS, III  
Incorporator  
P.O. Box 7  
Bolton Landing, NY 12814

Dated: Dec. 17, 2004

  
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JASON N. SARIS

Dated: Dec. 17, 2004

  
\_\_\_\_\_  
J. BUCKLEY BRYAN, JR.

Dated: Dec. 17, 2004

  
\_\_\_\_\_  
RICHARD BARTLETT

Dated: Dec. 17, 2004

  
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RONALD R. ALCAN

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**CERTIFICATE OF INCORPORATION  
OF**

*Town of Bolton Local Development Corporation*

Under Section 402 of the Not-for-Profit Corporation Law

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Filed by:

**MICHAEL J. MULLER, ESQ.**  
Muller & Muller  
257 Bay Road, P.O. Box 143  
Glens Falls, NY 12801



The  
University of the  
Education  State of New York  
Department

STATE OF NEW YORK :  
COUNTY OF ALBANY :

ss.:

Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-for-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of Town of Bolton Local Development Corporation, a not-for-profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

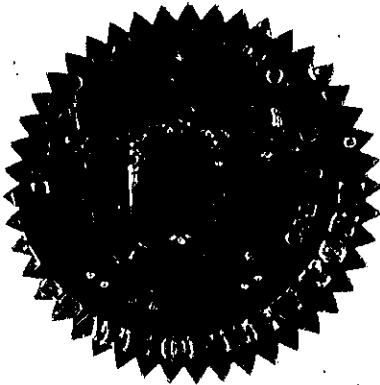
IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 11th day of February 2005.

Richard P. Mills  
Commissioner of Education

By:



Susan A. Naccarato  
Senior Attorney



This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to provide services as an approved supplemental educational services provider pursuant to 8 NYCRR section 120.4 and 20 USC section 6316(e) prior to receiving such approval from the Commissioner of Education. Furthermore, this consent to filing shall not be deemed to constitute such approval of the Commissioner of Education to provide supplemental educational services as an approved provider pursuant to 8 NYCRR section 120.4 and 20 USC section 6316(e).

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.