



OFFICE OF THE CORPORATION COUNSEL • CITY OF BINGHAMTON

JUANITA M. CRABB, MAYOR  
KENNETH AUERBACH, CORPORATION COUNSEL

LAWRENCE PRAGA  
DAVID M. DUTKO  
LAWRENCE A. MUCCI  
A. DAVID SCOONES

CERTIFICATE OF INCORPORATION

of the

BINGHAMTON LOCAL DEVELOPMENT CORPORATION

DATED: May 21, 1982

FILED: June 28, 1982

INITIAL DIRECTORS

Hon. Juanita M. Crabb  
Kenneth Auerbach, Esq.  
Mark Levinson  
John Walluk  
Donald E. Freed

Office of the Corporation Counsel  
David M. Dutko, Esq.  
Acting Counsel BLDC  
City Hall  
Binghamton, New York 13901

NYS DEPARTMENT OF STATE

FILING RECEIPT INCORPORATION (NOT FOR PROFIT)

~~RECEIVED~~  
DEPARTMENT OF LAW  
JUL 06 1982

CORPORATION NAME

BINGHAMTON LOCAL DEVELOPMENT CORPORATION

DATE FILED 06/28/82	DURATION & COUNTY CODE P BROO	FILM NUMBER A881422-13	CASH NUMBER 037500
------------------------	----------------------------------	---------------------------	-----------------------

NUMBER AND KIND OF SHARES

LOCATION OF PRINCIPAL OFFICE

BINGHAMTON

COMMENTS:

TYPE: C, EDUCATION, RES 5/17/82 A868781-2

ADDRESS FOR PROCESS

S/S THE CORPORATION  
38 HAWLEY ST.  
BINGHAMTON CITY HALL  
BINGHAMTON NY 13901

REGISTERED AGENT

FEE AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ 00050.00 AMOUNT OF MONEY ORDER \$ AMOUNT OF CASH \$

\$ 6.00 DOLLAR FEE TO COUNTY

\$ 050.00 FILING  
\$ TAX  
\$ CERTIFIED COPY  
\$ CERTIFICATE

FILER NAME AND ADDRESS

KENNETH AUERBACH  
38 HAWLEY ST.  
BINGHAMTON CITY HALL  
BINGHAMTON NY 13901

TOTAL PAYMENT \$ 000050.00

REFUND OF \$

TO FOLLOW

CERTIFICATE OF INCORPORATION  
OF  
BINGHAMTON LOCAL DEVELOPMENT CORPORATION  
UNDER SECTION 402  
OF  
THE NOT-FOR-PROFIT CORPORATION LAW

I, the undersigned, acting as incorporator of a corporation under the New York Not-For-Profit Corporation Law, do hereby adopt the following certificate of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be the Binghamton Local Development Corporation, under Section 1411 of the Not-For-Profit Corporation Law and is a Type C Corporation under Section 201 of said law. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.

ARTICLE II

This corporation is not organized for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributable to, or inure to the benefit of its members, directors or officers except to the extent permitted under the Not-For-Profit Corporation Law. 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 or the City of Binghamton, New York. 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 members or private person, corporate or individual, or any other private interest; provided that, the corporation may repay loans and repay contributions made to it, but only if and to the extent that any such contributions may not be allowable as a deductor in computing taxable income under the Internal Revenue Code of 1954.

### ARTICLE III

The purposes for which the corporation is formed are as follows:

A) (1) To provide programs for relieving and reducing adult unemployment and promoting additional maximum employment, bettering and maintaining job opportunities, promoting the instruction or training of individuals to improve or develop their capabilities for such jobs, including the carrying on of scientific research for such purposes; and

(2) To provide programs to aid the City of Binghamton in which the corporation's operations are principally to be conducted in attracting new business and industry to such City and in encouraging the development of or retention of business and industry in such City and lessening the burdens of the City Government and thereby acting in the public interest.

B) Nothing herein contained shall authorize the corporation, directly or indirectly, to undertake any of the activities specified in Section 404 (b) of the Not-For-Profit Corporation Law or Section 460-a of the Social Services Law.

C) The lawful public or quasi-public objectives which said business purposes will achieve are enhancement of adult employment opportunities including training of individuals within the City of Binghamton and attraction and retention of business and industry in said area, in order to lessen the burdens of government.

### ARTICLE IV

In furtherance of the purposes set forth above, the corporation shall have the following powers: (a) to plan, construct, operate, acquire, rehabilitate and improve for the use by others industrial, commercial or manufacturing buildings or plants within the City of Binghamton in which the corporation's operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such buildings or 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;

(b) To acquire by purchase, lease, gift, bequest, devise or otherwise, real or personal property or interests therein;

(c) To borrow money and to issue evidence of indebtedness in furtherance of any or all of the objectives of its business and to issue negotiable bonds, notes and other obligations therefor;

(d) To sell, lease, mortgage or otherwise dispose of or encumber any such buildings or plants or any portions thereof or any of its real or personal property or any interest therein upon such terms as it may determine without leave of court;

(e) 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, commercial or manufacturing buildings or plants within the City of Binghamton, New York, in which its operations are principally to be conducted; and

(f) To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation;

(g) To encourage and cooperate with municipalities and local governments of every kind and nature, community groups and agencies, and other non-profit corporations, to carry on its corporate purposes;

(h) To do all and everything suitable for the accomplishment of any of the foregoing purposes.

#### ARTICLE V

Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any acts or practices prohibited by Section 340 of the General Business Law or other anti-monopoly statutes of this State.

## ARTICLE VI

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.

## ARTICLE VII

None of the directors; officers, members or employees of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof but may receive reasonable compensation for services rendered and property delivered in effecting one or more of its corporate purposes.

## ARTICLE VIII

The territory in which the operations of the corporation are principally to be conducted is the City of Binghamton, New York.

## ARTICLE IX

The principal office of the corporation is to be located in the City of Binghamton, County of Broome, New York.

## ARTICLE X

The number of voting members shall be twenty-five. No member shall have any right or interest in or to the property or assets of the corporation. There shall be members representing the City of Binghamton, private sector lending institutions and at least one of the following groups:

- (a) Community Development Organizations
- (b) Neighborhood Associations
- (c) Business Associations
- (d) Broome County Chamber of Commerce

At least seventy-five (75%) of the voting members shall reside or do business in the City of Binghamton.

## ARTICLE XI

The number of its directors shall be not less than 5 nor more than 11.

A director need not be a member.

The members of the City of Binghamton Industrial Development Agency shall be directors of this corporation provided that the Legislature of the State of New York passes an act to enable the City of Binghamton to create such an Industrial Development Agency.

If said City of Binghamton Industrial Development Agency is not established or, alternatively, until such time as said Agency is established, those officers of the City of Binghamton, New York as set forth below shall be members of the Board of Directors of the Corporation by virtue of the public office held by each:

- (a) Mayor
- (b) Corporation Counsel
- (c) Treasurer
- (d) Director of the Community Development Department or such agency of the City which may be created to succeed said Department.
- (e) Director of Finance

Each of the above shall be elected in the same manner and for the same term as all other directors subject, however, to the special provision that in the event a different person occupies any of the above public offices, then that new public officer shall take the place of the former one and serve out the remainder of the term.

## ARTICLE XII

The names and residence addresses of the directors until the first annual meeting of members are as follows:

<u>Names</u>	<u>Residence Addresses</u>
1) Juanita M. Crabb	121 Murray Street Binghamton, New York 13905
2) Kenneth Auerbach	25 Brookfield Road Binghamton, New York 13903

	<u>Names</u>	<u>Residence Addresses</u>
3)	Mark Levinson	47 Cedar Street Binghamton, New York 13905
4)	John Walluk	33 Cleveland Avenue Binghamton, New York 13905
5)	Donald E. Freed	601 Lacey Drive Endwell, New York 13760

#### ARTICLE XIII

Of the persons hereinabove named as directors, at least one is a citizen of the United States of America and a resident of the State of New York.

#### ARTICLE XIV

The duration of this corporation is to be perpetual.

#### ARTICLE XV

Pursuant to Section 402 (a) (7) of the Not-For-Profit Corporation Law, the Secretary of State is designated as the agent of the Corporation upon whom process against it may be served. The post office address within the state to which the Secretary of State shall mail a copy of any process against it shall be Binghamton Local Development Corporation, Binghamton City Hall, 4th Floor, 38 Hawley Street, Binghamton, New York 13901.

#### ARTICLE XVI

All approvals required by the New York Not-For-Profit Corporation Law are annexed to or endorsed upon the Certificate of Incorporation prior to the delivery to the Department of State for filing.

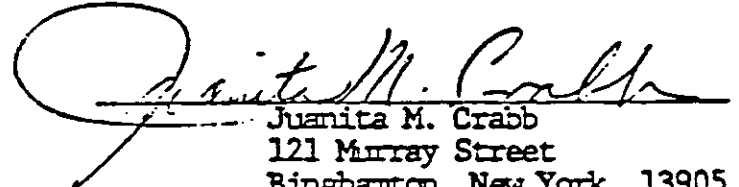
#### ARTICLE XVII

By resolution adopted by a majority of the entire board authorizing the same, the Board of Directors may designate from its numbers an executive committee of at least five directors, which committee to the extent provided in




such resolution shall have all the authority of the board except as to the matters set forth in Section 712 (a) of the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, I have hereunto set my hand this  
21st day of May 1982.

  
\_\_\_\_\_  
Juanita M. Crabb  
121 Murray Street  
Binghamton, New York 13905

STATE OF NEW YORK     )  
                              :   SS  
COUNTY OF BROOME     )

On this 21st day of May 1982, before me, the subscriber,  
personally appeared Juanita M. Crabb to me personally known and known  
to be the same person described in and who executed the within Instrument,  
and she duly acknowledged to me that she executed the same.



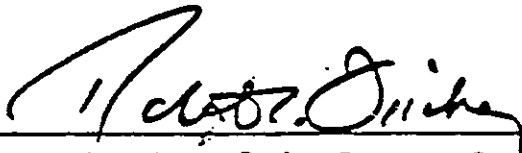
David M. Dutko  
Notary Public

DAVID M. DUTKO  
Notary Public, State of New York  
No. 45,5851  
Residing in Broome County  
My commission expires March 30, 19 83

STATE OF NEW YORK        )  
                                      : SS  
COUNTY OF BROOME        )

I, Robert E. Fischer, a Justice of the Supreme Court of  
the Sixth Judicial District do hereby approve the foregoing certificate of  
incorporation and consent that the same be filed.

Dated: May 25, 1982  
Binghamton, New York

  
\_\_\_\_\_  
Justice of the Supreme Court