

***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

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 official seal of the Department of State, at the City of Albany, on March 6, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

120302000 352

Certificate of Incorporation

of

FULTON COUNTY CENTER FOR REGIONAL GROWTH, INC.

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

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of New York, does hereby certify:

- (1) NAME. The name of the corporation is Fulton County Center for Regional Growth, Inc.
- (2) DESCRIPTION. The Corporation is formed under the New York State Not-for-Profit Corporation Law and shall be a Type B Corporation under Section 201 of that law. The corporation is not formed for pecuniary profit of financial gain, and no part of the assets, income or profit thereof will be distributable to, or enure to the benefit of its members, directors or officers except to the extent permitted under law.
- (3) PURPOSES. The charitable and educational objectives for which the Corporation is organized and operated are to educate the public on matters of sustainable economic growth and employment and to promote the health and welfare and economic well-being of residents of the **Fulton County Region**, through the following public purposes:
  - a) Provide education through a variety of mediums to the public to achieve sustainable economic and social improvement within distressed communities in the **Fulton County Region**;
  - b) Establish greater economic self-sufficiency for individuals in low and moderate income areas of **Fulton County Region** and the public at large elsewhere;
  - c) Stimulate results-oriented socio-economic development that ensures that the benefits of economic growth accrue to low and moderate income workers, families and community members, helping them create wealth;
  - d) Advance socio-economic change by increasing public awareness about the impact of economic development and investment decisions;
  - e) Educate business, government, academic and community leaders to help spur community development, and ensure that the benefits of community development accrue to low and moderate income individuals, their families and neighborhoods;
  - f) To provide professional and clerical assistance services to any expanding or start-up business in the county;

- g) To educate the public on appropriate and economical financial assistance, grants and loans;
- h) Strengthen the economic base of communities by assisting community-based organizations and enterprises that promote economic development;
- i) Build the long-term capacity of community-based organizations and enterprises by providing access to affordable capital and technical assistance;
- j) Mentor students and other thought-leaders in the development of their community and how they can contribute to the area's socio-economic well-being;
- k) Identify current opportunities and assets that are already present in the **Fulton County Region** and coordinate, guide and nurture them so that they have the largest positive community impact;
- l) Measuring social returns on community investments to determine which types of community investments have the greatest community impact, reporting the same;
- m) Advocating with business, government, academic and community leaders to help spur community development, and ensure that the benefits of community development accrue to individuals, their families and neighborhoods;
- n) Provide education to investors and the public at large regarding a reliable mechanism for channeling their capital to effective community development projects, and;
- o) Conduct all lawful activities that may be useful in accomplishing the foregoing purposes.

(4) In furtherance of the foregoing purposes, the corporation shall have all the general powers enumerated in section 202 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 and/or personal property for any corporate purposes. The corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes, or which are incidental to the conferred powers.

(5) Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable purposes, as specified by section 501(c) (3) of the Internal Revenue Code of 1986, as it may be amended, 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).

(6) The corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes.

(7) Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in section 404(b) through (u) of the Not-for-Profit Corporation Law.

(8) No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by

section 501(h) of the Internal Revenue Code of 1986, as it may be amended, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by that statutory provision), and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

(9) The office of the corporation shall be located in the County of Fulton, State of New York.

(10) The names and addresses of the initial directors of the corporation are as follows:

Laurence Kelly  
99 East State Street  
Gloversville, NY 12078

Ronald Olinsky  
PO Box 107  
Gloversville, NY

Shelley Yerdon  
363 North Comrie Avenue  
Johnstown, NY 12095

Dr. Dustin Swanger  
2805 State Highway 67  
Johnstown, NY 12095

Mark Kilmer  
PO Box 61  
Johnstown, NY 12095

Joyce L. Royal  
32 Spring Street  
Gloversville, NY 12078]

Tom Bell  
506 South William Street  
Johnstown, NY 12095

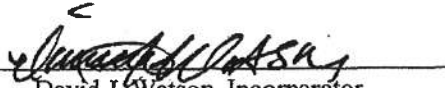
Donald F. Stanyon, Jr.  
PO Box 192  
Gloversville, NY 12078

(11) 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:

Fulton County Center for Regional Growth, Inc.  
32 Spring Street  
Gloversville, New York 12078

(12) In the event of a dissolution, the assets and property of the corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors and as approved by a court of competent jurisdiction, for the not-for-profit purposes of the corporation and/or to such charitable organizations as shall qualify under section 501(c) (3) of the Internal Revenue Code of 1986, as amended. Any of such assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the corporation.

**IN WITNESS WHEREOF**, the undersigned as signed this Certificate and affirmed as true the statements made herein under the penalties of perjury this 1<sup>ST</sup> day of MARCH, 2012.

  
\_\_\_\_\_  
David J. Watson, Incorporator

STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE  
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation

of Fulton County Center for Regional Growth, Inc.  
[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and 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 entity, nor shall it be construed as giving the officers or agents of such entity 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.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.



JOHN B. KING, JR.  
Commissioner of Education

By: Kathleen Marcelli  
Kathleen Marcelli

Commissioner's authorized designee

2/6/12  
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE  
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE  
STATE EDUCATION DEPARTMENT.**

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2012 MAR -1 PM 4:13

FILED  
2012 MAR -2 PM 12:59

CERTIFICATE OF INCORPORATION

OF

FULTON COUNTY CENTER FOR REGIONAL GROWTH, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAR 02 2012

TAX \$

BY:

*D*  
*DeK*  
*Fulton*

FILED BY:

David J. Watson, Esq.  
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Albany, New York 12204  
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