

CERTIFICATE OF CORPORATION
OF
WHEATFIELD LOCAL DEVELOPMENT CORPORATION

A Not-For-Profit Local Development Corporation
Under Section 1411 of the Not-For-Profit
Corporation Law of the State of New York

THE UNDERSIGNED, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation shall be "Wheatfield Local Development Corporation" (herein referred to as "Corporation").

SECOND: The Corporation will be a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and, as provided in Section 1411 of the Not-For-Profit Corporation Law, and will be a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law. The Corporation is a public instrumentality of, but separate and apart from, the Town of Wheatfield, Niagara County, New York (the "Town").

THIRD: The purposes for which the Corporation is to be formed and operated are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to relieve and reduce unemployment, promote and provide for additional and maximum employment, improve and maintain job opportunities, and lessen the burden of government and act in the public interest. In furtherance of said purposes, the Corporation's powers shall include:

(a) To foster the creation, retention, and expansion of jobs and economic opportunities for the benefit of the Town of Wheatfield, Niagara County, New York State, and local economies; and

(b) To construct, acquire, rehabilitate, and improve for use by others, facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation, and improvement, to maintain and/or lease such facilities on its behalf or for others in such territory; to disseminate information and furnish advice, technical assistance, and liaison with federal, state, and local authorities with respect thereto;

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

(d) To apply for loans and borrow money without limits as to amount; to make, draw, accept, endorse, execute, and issue negotiable bonds, debentures, notes, and other obligations therefor;

(e) To sell, lease, mortgage, or otherwise dispose of or encumber any such facilities or any of its real or personal property or an interest therein upon such terms as it may determine;

(f) 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 facilities and related businesses in the territory in which the operations of the Corporation are principally to be conducted;

(g) To apply for and make grants and loans and to execute any and all documents necessary in connection therewith;

(h) To 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, officers, or any private person; and

(i) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purposes of accomplishing any of the foregoing purposes of the Corporation., and in particular, for accomplishing the purposes set forth in Section 1141 of the New York Not-For-Profit Corporation Law.

FOURTH: The Corporation's mission and public objective, which the Corporation's purposes will achieve, include, but are not limited to, the lessening of the burdens of government by undertaking and promoting economic development initiatives in the Town of Wheatfield, Niagara County, New York area that will include real estate leasing, acquisition, development, and management, real estate project finance, and other community-based economic development activities permissible under the Not-For-Profit Corporation Law.

FIFTH: The operations of the Corporation will be principally conducted within the territory of the Town of Wheatfield, Niagara County, New York and surrounding areas.

SIXTH: Pursuant to the requirements of 1411(e) of the Not-For-Profit Corporation Law:

(a) All income and earnings of the corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or deposited in appropriate reserves for corporate purposes; to the extent not so used, the income and earnings will accrue and be paid to the Job Development Authority to the extent required by Section 1411 of the Not-For -Profit Corporation Law.

(b) The property of the Corporation is irrevocably dedicated to its corporate purposes. 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, director, or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(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 paragraph (g) of Section 1411 of the Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

SEVENTH:

(a) The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate in or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

(b) The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

EIGHTH: In the event of dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the Town for furtherance of the purposes set forth in Section 1411 of the Not-For-Profit Corporation Law. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-For-Profit Corporation Law.

NINTH: The office of the Corporation shall be located in the Town of Wheatfield, Niagara County, New York.

TENTH: The offices of the Corporation shall be functionally separate from those of the Town of Wheatfield or any of its affiliated entities (collectively, the "Town Entities") (although such office may be in a facility leased from the Town or any of its affiliates on arms-length terms). The Corporation at all times shall:

(a) maintain separate accounting records and other corporate records from those of Town Entities;

(b) not divert the Corporation's funds to any other person or for any other use than that of the Corporation and not commingle any of the Corporation's assets with those of the Town's Entities;

- (c) pay any employee, consult, or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of any of the Town Entities;
- (d) maintain its own deposits account or accounts, separate from those of the Town Entities, with commercial banking institutions and/or trust companies;
- (e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other person, the cost incurred in so doing shall be fairly allocated to or among the Corporation and such persons for whose benefit the goods and services are provided, and the Corporation and each such person shall bear its fair share of such costs;
- (f) conduct its business in its own name and conduct all material transactions between the Corporation and the Town Entities only on an arms-length basis;
- (g) observe all necessary, appropriate, and customary corporate formalities, including, but not limited to, holding all regular and special members' and directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records, and accounts, including, but not limited to, intercompany transaction accounts. Regular members' and directors' meetings shall be held at least annually;
- (h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision also may be an employee, officer, or director of the Town Entities);
- (i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationary;
- (j) other than as expressly provided herein, pay all expenses, indebtedness, and other obligations incurred by it;
- (k) not enter into any guarantee, or otherwise become liable, with respect to any obligation of the Town Entities;
- (l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for any member of the Town Entities; and
- (m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein.

ELEVENTH: The types of classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the Corporation's by-laws.

TWELFTH: The Corporation shall be managed by a Board of Directors consisting of not less than three (3) and not more than nine (9) Directors. Any subsequent increase or decrease in the size of the Board of Directors will require approval of a majority of Members and the affirmative vote of a majority of the Directors.

THIRTEENTH: The names and addresses of the initial Directors of the Corporation are as follows:

Name	Address
Robert B. Cliffe	6582 Ward Road, Niagara Falls, NY 14304
Sharon DiPasquali	2540 Nicole Drive, Niagara Falls, NY 14304
Dawn Gilliam	2140 River Road, Niagara Falls, NY 14304
Joshua Heim	3685 Trails End, North Tonawanda, NY 14120
Larry Helwig	51 Sunset Drive, Niagara Falls, NY 14304
Victor Montalbo	7089 DiMatteo Cr., North Tonawanda, NY 14120
Richard Muscatello	6744 Rose Court, Niagara Falls, NY 14304
William Wagner	7370 Balla Drive, North Tonawanda, NY 14120
Larry Witul	2647 Ferchen Street, Niagara Falls, NY 14304

FOURTEENTH: The duration of the Corporation shall be perpetual.

FIFTEENTH: The Corporation shall indemnify each Member, each Director, each Officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

SIXTEENTH: The Secretary of State of the State of New York is designated as an agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of the State shall mail a copy of any process against the Corporations served upon him is as follows: Wheatfield Local Development Corporation, 2800 Church Rd., North Tonawanda, NY 14120.

SEVENTEENTH: The by-laws of the Corporation may be adopted, amended, or repealed by a majority of the Directors of the Corporation.

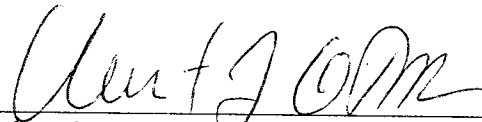
EIGHTEENTH: The Corporation will not do any of the following:

(a) Without the affirmative vote of a majority of all Members of the Corporation and the affirmative vote of the majority of the Directors, increase or decrease the number of Members of the Corporation or increase or decrease the number of Directors of the Corporation.

(b) Without the affirmative vote of a majority of the Directors of the Corporation and a majority vote of all of the Corporation's Members, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against it, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, or other similar official of the Corporation or a substantial part of its property, (v) make a general assignment for the benefit of creditors, (vi) admit in writing its liability to pay its debts generally as they become due or (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

(c) Without the affirmative vote of a majority of all of the Directors of the Corporation's and a majority vote of the members, merge or consolidate with any other corporation, company, or entity, except to the extent contemplated by paragraph THIRD hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company, or entity.

IN WITNESS WHEREOF, this certificate has been subscribed this 14th day of January, 2014.



Robert J. O'Toole, Esq., Incorporator
Wheatfield Town Hall
2800 Church Road
North Tonawanda, New York 14120