

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of LIVINGSTON COUNTY CAPITAL RESOURCE CORPORATION was filed on 09/13/2010, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of December
two thousand and ten.*

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

Daniel Shapiro
First Deputy Secretary of State

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 September 14, 2010.

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

Daniel E. Shapiro
First Deputy Secretary of State

100913000138

CERTIFICATE OF INCORPORATION
OF
LIVINGSTON COUNTY CAPITAL RESOURCE CORPORATION

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

The undersigned, for the purpose of forming a local development corporation, hereby certifies that:

1. The name of the Corporation is Livingston County Capital Resource Corporation.
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("N-PCL") and is a local development corporation pursuant to Section 201 of the N-PCL. The Corporation is a Type C Corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The Corporation is formed and shall be operated exclusively for the charitable and public purposes of benefiting and furthering the activities of Livingston County, New York (the "County"). More specifically, the Corporation shall act as a local development corporation for the County by conducting activities that will relieve and reduce unemployment; promote and provide for additional and maximum employment; better and maintain job opportunities; instruct or train individuals to improve or develop their capabilities for such jobs; carry on scientific research for the purpose of aiding the County by attracting new industry to the County; or by encouraging the development of, or retention of, an industry in the County; and lessening the burdens of government and acting in the public interest. The Corporation's corporate powers shall include, but are not limited to, the power to finance facilities for not-for-profit corporations, acquire, improve, maintain, equip and furnish projects, to lease such projects and collect rent; to sell and convey any and all of its property whenever the Board of Directors shall find such action to be in furtherance of the purposes for which it was organized; to make grants in fulfillment of its purposes set forth above to other organizations, including the County; and to issue bonds for the purpose of carrying out any of its powers; all bonds are payable solely out of revenues and receipts derived from the leasing or sale by the Corporation of its projects, or from loans made by the Corporation. The County is not liable for the payment of principal or interest on any of the bonds of the Corporation.

In furtherance of the foregoing purposes, the Corporation shall have all the powers conferred by Section 1411(c) of the N-PCL.

The lawful public or quasi-public objectives which each business purpose will achieve are the following: the training of community residents in the development of their business skills; the reduction of unemployment; the promotion of maximum employment by bettering and maintaining job opportunities; the stimulation of the economic growth of the County.

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(a)-(v) of the Not-For-Profit Corporation Law.

Nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees. Nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law. Nothing herein shall authorize the Corporation to provide professional training in the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

4. (a) All income and earnings of such corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority. No part of the net earnings of the Corporation shall inure to the benefit of any director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid, other than to a director, for services rendered to or for the Corporation. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) 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 Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, it shall be dissolved in accordance with the provisions provided below 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 is organized exclusively for charitable and public purposes and is intended to qualify as an entity the income of which is excludable under Code Section 115.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to the County for furtherance of the purposes set forth above.

5. The office of the Corporation in the State of New York shall be located in Livingston County.

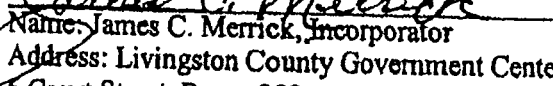
6. The name and address of the initial directors of the Corporation are

<u>NAME</u>	<u>ADDRESS</u>
Phillip Brooks	Livingston County Government Center 6 Court Street, Room 205 Geneseo, New York
Walt Isaac	Livingston County Government Center 6 Court Street, Room 205 Geneseo, New York
Steve Boscoe	Livingston County Government Center 6 Court Street, Room 205 Geneseo, New York
Peter Yendell	Livingston County Government Center 6 Court Street, Room 205 Geneseo, New York
Eric Gott	Livingston County Government Center 6 Court Street, Room 205 Geneseo, New York
Susan Doerflinger	Livingston County Government Center 6 Court Street, Room 205 Geneseo, New York
William Bacon	Livingston County Government Center 6 Court Street, Room 205 Geneseo, New York

7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

Livingston County Capital Resource Corporation
Livingston County Government Center
6 Court Street, Room 205
Geneseo, New York

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 24th day of August, 2010, and hereby affirms the truth of the statements contained herein under penalty of perjury.


Name: James C. Merrick, Incorporator
Address: Livingston County Government Center
6 Court Street, Room 302
Geneseo, New York

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

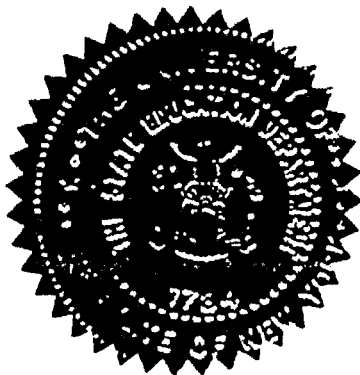
of LIVINGSTON COUNTY CAPITAL RESOURCE CORPORATION

[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.



DAVID M. STEINER
Commissioner of Education

By: Seth D. Gilboord
Seth D. Gilboord

Commissioner's authorized designee

SEP 02 2010

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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OF
LIVINGSTON COUNTY CAPITAL RESOURCE CORPORATION

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

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1CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

SEP 13 2010

TAX \$ _____
BY: _____

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Type C

[Handwritten signature]

Filed by:

Nixon Peabody LLP
1100 Clinton Square
Rochester, New York 14604

Customer Ref. # 32513

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