

FILING RECEIPT

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ENTITY NAME: ONTARIO COUNTY ECONOMIC DEVELOPMENT CORPORATION

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: ONTA

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UNDERBERG & KESSLER LLP
300 BAUSCH & LOMB PLACE

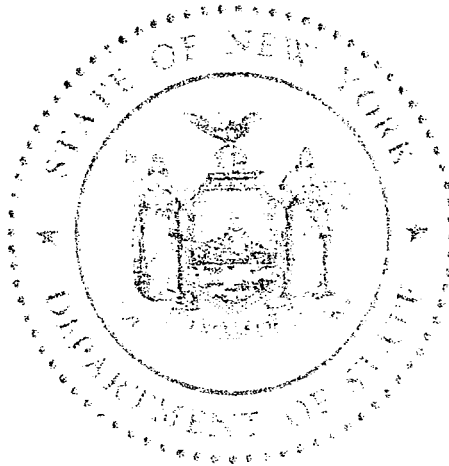
01/11/2010

ROCHESTER, NY 14604

ADDRESS FOR PROCESS:

THE CORPORATION
20 ONTARIO STREET SUITE 106B
CANANDAIGUA, NY 14424

REGISTERED AGENT:



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SERVICE COMPANY: ACCELERATED INFORMATION & DOCUMENT FIL SERVICE CODE: 24

FEEES 100.00

FILING 75.00
TAX 0.00
CERT 0.00
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PAYMENTS 100.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 100.00
OPAL 0.00
REFUND 0.00

**CERTIFICATE OF INCORPORATION
OF
ONTARIO COUNTY ECONOMIC DEVELOPMENT CORPORATION**

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

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies:

1. The name of the Corporation is the Ontario County Economic Development Corporation (hereinafter "the 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 Type C Corporation under Section 201 of the N-PCL.

3. The Corporation is being formed and shall be operated exclusively for the lawful public and quasi-public purposes of benefiting and furthering the well being of the citizens of Ontario County. Through lessening the burdens of government and otherwise acting in the public interest, the public and quasi-public purposes shall be fulfilled:

- a. by engaging in activities to relieve and reduce unemployment;
- b. by promoting and providing for additional employment;
- c. by maintaining and creating better job opportunities;
- d. by carrying on research for the purpose of attracting new industry to Ontario County;
- e. by helping to increase the tax base of Ontario County through the attraction of private sector investment; and
- f. by encouraging the development of, or retention of, industry and commerce in Ontario County.

In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by Section 202 of the N-PCL.

Notwithstanding any other provisions of this certificate of incorporation, the Corporation is organized exclusively of one or more of the purposes specified in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code") and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

4. (a) All income and earnings of such corporation shall be used exclusively for its corporate purposes. 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. 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) 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 exempt under Internal Revenue Code Section 501.

(d) 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 in furtherance of the purposes set forth above or as otherwise provided under Section 1001, et seq. of the N-PCL.

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

6. The Corporation shall be operated by a board of directors, the number of which is to be no less than three.


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

<u>NAME</u>	<u>ADDRESS</u>
James Doran	219 Kennedy St., Canandaigua, NY 14424
Joseph Bridgeford	4914 Bramblewood Tr., Canandaigua, NY 14424
Richard Calabrese	4736 South Street, Gorham, NY 14461
Walter Matyjas	5092 Foster Road, Canandaigua, NY 14424
Rob Sellenne	41 Slosson Lane, Geneva, NY 14456
David Bunnell	1045 Lochland Rd., Geneva, NY 14456
Dodie Huber	9 Main St., E. Bloomfield, NY 14443
Kevin Hill	25 North St., Canandaigua, NY 14424
Karen Wood	12 Clark St., Naples, NY 14512

8. 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:

Ontario County Economic Development Corporation
20 Ontario Street, Suite 106B
Canandaigua, New York 14424

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 5th day of January, 2010, and hereby affirms the truth of the statements contained herein under penalty of perjury.

 Incorporator
Scott D. Shimick
Underberg & Kessler LLP
300 Bausch and Lomb Place
Rochester, New York 14604
Telephone: (585) 258-2800