

FILING RECEIPT

ENTITY NAME: CHAUTAUQUA REGION ECONOMIC DEVELOPMENT CORPORATION

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FILER:

PHILLIPS LYTTLE LLP
ONE CANALSIDE
124 MAIN STREET
BUFFALO, NY 14203

ADDRESS FOR PROCESS:

THE CORPORATION
HOTEL JAMESTOWN BUILDING
JAMESTOWN, NY 14701

REGISTERED AGENT:



SERVICE COMPANY: UNITED CORPORATE SERVICES - 37

SERVICE CODE: 37

FEES 65.00
FILING 30.00
TAX 0.00
FRT 0.00
COPIES 10.00
HANDLING 25.00

PAYMENTS 65.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 65.00
OPAL 0.00
REFUND 0.00

CHAUT64649

DOS-1025 (04/2007)

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 August 31, 2015.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

150828000 475

**RESTATED CERTIFICATE OF INCORPORATION
OF
CHAUTAUQUA REGION INDUSTRIAL DEVELOPMENT CORPORATION**

Under Section 805 of the Not-For-Profit Corporation Law

The undersigned, Kevin M. Sarvidge, Administrative Director - CEO of
Chautauqua Region Industrial Development Corporation, does hereby certify:

1. The name of the corporation is Chautauqua Region Industrial
Development Corporation.
2. The corporation's Certificate of Incorporation was filed by the Department
of State on July 9, 1986.
3. The Certificate of Incorporation as now in full force and effect is hereby
amended to effect the following changes authorized in Section 801 of the Not-for-Profit
Corporation Law:
 - (a) To amend Paragraph FIRST (regarding the name of the
corporation).
 - (b) To renumber Paragraph SECOND (regarding the purposes of the
corporation) as Paragraph FOURTH and to amend and restate such renumbered
Paragraph in its entirety.
 - (c) To add a new Paragraph SECOND regarding the corporation's
classification as a charitable corporation.

(d) To renumber Paragraph THIRD (regarding the service of process address of the corporation) as Paragraph TENTH and restate such renumbered Paragraph in its entirety.

(e) To add a new Paragraph THIRD regarding the corporation's designation as a charitable corporation.

(f) To renumber Paragraph FOURTH (regarding certain powers of the corporation and tax matters pertaining to the corporation) as Paragraph FIFTH and to amend and restate such renumbered Paragraph in its entirety.

(g) To renumber Paragraph FIFTH (regarding the corporation's income and earnings) as Paragraph SIXTH.

(h) To delete in its entirety Paragraph SIXTH (regarding the corporation's distribution of its property or assets).

(i) To delete in its entirety Paragraph SEVENTH (regarding a mortgage loan).

(j) To add a new Paragraph SEVENTH (regarding the management of the corporation).

(k) To delete in its entirety Paragraph NINTH (regarding the initial directors of the corporation).

(l) To add a new Paragraph NINTH (regarding the dissolution of the corporation).

4. The Certificate of Incorporation, as heretofore amended is hereby restated to read in its entirety as follows:

FIRST: The name of the corporation is Chautauqua Region Economic Development Corporation.

SECOND: The corporation is a corporation as defined in Section 102(a)(5) of the Not-For-Profit Corporation Law of the State of New York.

THIRD: The corporation is a charitable corporation under Section 201 of the Not-For-Profit Corporation Law of the State of New York.

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

Said corporation shall be formed exclusively for the purposes set forth in Section 1411 of the Not-For-Profit Corporation Law and remain a corporation as defined in Section 102(a)(5) of the said law, and not be for pecuniary profit or financial gain. Such purposes are mandatory and exclusive upon this corporation pursuant to said Section 1411. Those purposes are to relieve and reduce unemployment, to promote and provide for additional and maximum employment, to maintain job opportunities and to better said job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding the community or geographical area by attracting industry to the community or area, or by encouraging the development of or retention of an industry in the community or area and to lessen the burden of government and to act in the public interest. The public objective of each and every one of the purposes enumerated above is to stimulate employment opportunities, job training and industrial development in the Chautauqua region.

To accomplish the foregoing purposes, the corporation shall solicit, seek, receive, hold, maintain, invest and reinvest money and real and personal property from time to time as the board of directors may deem prudent.

The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required under Section 404 of the Not-for-Profit Corporation Law of the State of New York.

FIFTH: The following language provisions are inserted for the regulation and conduct of the affairs of the corporation:

In furtherance of the purposes set forth herein and not for any other purpose, the corporation shall have the powers set forth and enumerated in Sections 202 and 1411 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

The corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of New York may now or hereafter have or exercise by law, provided, however, that:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any non-charitable member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no non-charitable member,

trustee, director, 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 consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(c) The following statement related to the corporation's tax exempt status is not a statement of purposes or powers and does not expand or alter the corporation's purpose or powers set forth in Paragraph Fourth. The corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific or educational purposes, or for the prevention of cruelty to children or animals as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended on the corresponding section of any future tax code (the "Code") and shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and by an organization, contributions to which are deductible under Section 170 (c)(2) of the Code.

(d) In the event of termination, dissolution, or winding up of the corporation, its remaining assets, if any, shall be distributed only to one or more organizations described in Section 501(c)(3) of the Code. None of the income, property or assets of the corporation shall ever be distributed to or divided among any non-charitable member, officer, director, trustee, creator, organizer of or contributor to the

corporation, nor ever be used for or inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

(e) Notwithstanding any other provision of this certificate of incorporation, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(i) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(ii) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;

(iii) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(iv) The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; and

(v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(f) Any reference herein to any provision of the Code shall be deemed to mean such provision as now or hereafter existing, amended or superseded, as the case may be.

SIXTH: 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.

SEVENTH: The management of the affairs of the corporation shall be vested in the board of directors, except as otherwise provided in this certificate of incorporation or in the by-laws of the corporation.

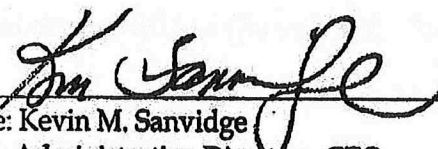
EIGHTH: The office of the corporation is to be located in the County of Chautauqua and State of New York.

NINTH: In the event of dissolution, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interest in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature (including the payment of loans and contributions the payment of which has been authorized in this Restated Certificate of Incorporation), shall be distributed to the County of Chautauqua for furtherance of the purposes set forth in Paragraph **FOURTH** of this Restated Certificate of Incorporation.

TENTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any such process accepted on behalf of the corporation is Chautauqua Region Economic Development Corporation, Hotel Jamestown Building, Jamestown, New York 14701.

5. The amendments and restatement of the Certificate of Incorporation were authorized by written consent of the members of the corporation.

IN WITNESS WHEREOF, the undersigned has made and signed this
restated certificate of incorporation this 21 day of July, 2015.


Name: Kevin M. Sanvidge
Title: Administrative Director - CEO

Doc #01-2875679.2



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF REGIONAL OFFICES
BUFFALO REGIONAL OFFICE

The Attorney General hereby approves pursuant to N-PCL § 804(a)(ii)(A) the proposed Restated Certificate of Incorporation of Chautauqua Region Industrial Development Corporation. Said approval is conditioned on submission to the Department of State for filing within 60 days hereafter. A copy of the filed certificate shall be provided to the Attorney General.

8-26-15

Date

William D. Maldovan

William D. Maldovan
Assistant Attorney General

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OF
CHAUTAUQUA REGION INDUSTRIAL DEVELOPMENT CORPORATION

Under Section 805 of the Not-for-Profit Corporation Law

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2015 AUG 28 PM 4:36

RECEIVED
2015 AUG 28 PM 2:06

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 28 2015
TAXS
BY: *pac*

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125 Main Street
Buffalo, New York 14203

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