

CERTIFICATE OF INCORPORATION

OF

CHAUTAUQUA COUNTY LAND BANK CORPORATION

A Not-For-Profit Land Bank Corporation
under Article 16 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 land bank corporation pursuant to Article 16 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 Chautauqua County Land Bank Corporation (hereinafter referred to as the “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 1603(f) of the Not-For-Profit Corporation Law, will be a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law. The Corporation shall be a public instrumentality of and supporting organization for, but separate and apart from Chautauqua County, New York (the “County”).

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 combat community deterioration by facilitating the return of vacant, abandoned, and tax-delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties, and lessen the burden of government and act in the public interest. In furtherance of said purposes, the Corporation’s powers shall include all powers and duties granted land bank corporations as set forth in Article 16 of the Not-For-Profit Corporation Law of the State

of New York, as it may be amended from time-to-time, which powers are incorporated herein by reference as if fully stated herein, and shall also include:

(a) 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.

(b) 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 purpose of accomplishing any of the foregoing purposes of the Corporation.

FOURTH: The Corporation's public objective and mission, which the Corporation's purpose will achieve, includes the lessening of the burdens of government by undertaking, promoting, and facilitating the return of vacant, abandoned, and tax-delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties and to combat community deterioration in Chautauqua County, New York, that will include real estate development and management, real estate project finance, and other community-based economic and human services 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 County.

SIXTH: (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;

(b) The property of the Corporation is irrevocably dedicated to charitable purposes.

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 the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision 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 County as set forth in Section 1613 of the Not-for-Profit Corporation Law.

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

TENTH: The types or classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the By-laws. The initial Member of the Corporation shall be identified in the By-laws.

ELEVENTH: The Corporation shall be initially managed by eleven directors, who shall be appointed by the Chautauqua County Executive, subject to confirmation by the Chautauqua County Legislature. All Directors must either be a resident of or employed in Chautauqua County. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Members, and shall be in accordance with Article 16 of the Not-For-Profit Corporation Law of the State of New York.

TWELFTH: The names and addresses of the initial Directors of the Corporation will be as follows:

<u>Name</u>	<u>Address</u>
James E. Caflisch	928 Marvin Road P.O. Box 100 Clymer, NY 14724
Larry L. Barmore	P.O. Box 245 Gerry, NY 14740
Lori B. Cornell	20 Dewey Place Jamestown, NY 14701
Steven Centi	199 McDaniel Avenue Jamestown, NY 14701
Steve R. Neratko	733 Washington Street Dunkirk, NY 14048
Michael L. Bradshaw	145 Pardee Avenue Jamestown, NY 14701
Peter A. Lombardi	190 Newton Avenue Jamestown, NY 14701
Daniel P. Reininga	86 Central Avenue Fredonia, NY 14063
Andrea L. Magnuson	132 Hotchkiss Street Jamestown, NY 14701
William W. Carlson	10370 Chestnut Road Dunkirk, NY 14048
Garrett A. Brooks	129 Hotchkiss Street Jamestown, NY 14701

THIRTEENTH: The duration of the Corporation shall be perpetual.

FOURTEENTH: 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.

FIFTEENTH: The Secretary of New York State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is as follows: Chautauqua County Department of Law, 3 North Erie Street, Mayville, New York 14757.

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

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

(a) Without the affirmative vote of all Members of the Corporation, 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 voting Directors of the Corporation and 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 inability 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 all of the Directors of the Corporation and all of the Corporation's Members, merge or consolidate with any other corporation, company or entity or, 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 _____ day of _____, 2012.

_____, Incorporator
Street
_____, New York

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OF

CHAUTAUQUA COUNTY LAND BANK CORPORATION

(Under Article 16 of the Not-For-Profit Corporation Law of the State of New York)

Filed by: Chautauqua County Department of Law
 3 North Erie Street
 Mayville, New York 14757