

4-1767900

Certificate of Incorporation  
of

PARTNERSHIP FOR ECONOMIC DEVELOPMENT IN SULLIVAN COUNTY, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law, hereby certify:

1. The name of the corporation is PARTNERSHIP FOR ECONOMIC DEVELOPMENT IN SULLIVAN COUNTY, INC.

2. The corporation is corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law.

3. The purpose or purposes for which the corporation is to be formed are:

To promote and coordinate the economic development of both public and private businesses in Sullivan County in order to benefit the general public by enhancing the quality of life, improving the standard of living and protecting and preserving the environment for all the inhabitants of Sullivan County.

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 or officers, except as permitted under

Article 5 of the Not-for-Profit Corporation Law.

4. In addition to the foregoing corporate purposes, the corporation shall have all of the general powers set forth in Section 202 of the Not-for-Profit Corporation Law.

5. The corporation is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

6. The county in which the corporation's office is to be located is Sullivan County, New York.

7. The names and residences of the directors until the first annual meeting are:

<u>Names</u>	<u>Addresses</u>
Steven D. Drobysch	12 Rennison Road Grahamsville, NY 12740
Irwin Gitlin	47 Yaun Avenue Liberty, NY 12754
Linda Green	67 Scarborough Circle Rock Hill, NY 12775
Jacqueline S. Leventoff	46 Winterthur Road Woodridge, NY 12789
Nicholas P. Speranza	2225 Hollow Road Glen Spey, NY 12737
Jeffrey B. Willens	9605 Route 42 Grahamsville, NY 12740

8. No part of the income of the corporation shall

inure to the benefit of any 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 effecting one or more of its purposes), and no member, trustee, 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.

9. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

10. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

11. In every taxable year in which the corporation is a private foundation as defined in Section 509 of the Internal Revenue Code of 1986 ("the Code"):

(a) The corporation shall distribute such amounts for each taxable year at such time and in such manner as not to

subject the corporation to tax on undistributed income under Section 4942 of the Code;

(b) The corporation shall not engage in any act of self dealing which is subject to tax under Section 4941 of the Code;

(c) The corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;

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

(e) The corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

12. The Secretary of State is hereby 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 is P.O. Box 4002, Loch Sheldrake, New York 12759.

13. Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in

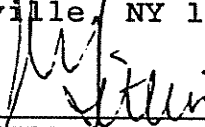
any act or practice prohibited by Section 340 of the General Business Law or any other anti-monopoly statute of the State of New York.

14. Each of the incorporators is eighteen years of age or over.

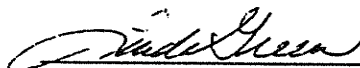
IN WITNESS WHEREOF, this certificate has been signed by each incorporator this 21<sup>ST</sup> day of December, 1993.



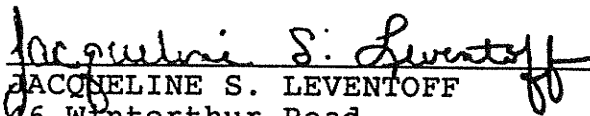
STEVEN D. DROBYSH  
12 Rennison Road  
Grahamsville, NY 12740



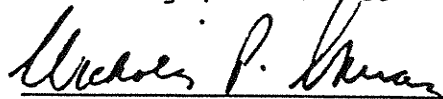
IRWIN GITLIN  
47 Yaun. Avenue  
Liberty, NY 12754



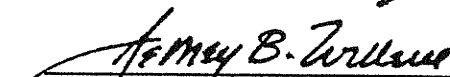
LINDA GREEN  
67 Scarborough Circle  
Rock Hill, NY 12775



JACQUELINE S. LEVENTOFF  
46 Winterthur Road  
Woodridge, NY 12789



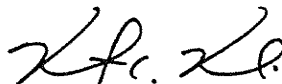
NICHOLAS P. SPERANZA  
2225 Hollow Road  
Glen Spey, NY 12737



JEFFREY B. WILLENS  
9605 Route 42  
Grahamsville, NY 12740

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF SULLIVAN)

On this 21<sup>st</sup> day of December, 1993, before me personally came LINDA GREEN, to me known and known to me to be the person described in and who executed the foregoing certificate of incorporation and she duly acknowledged to me that she executed the same.



Notary Public

KENNETH C. KLEIN  
Notary Public, State of New York  
N.Y.S. Reg. # 4856064  
Qualified in Sullivan County  
Commission Expires March 10, 1994

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF SULLIVAN)

On this 22<sup>nd</sup> day of December, 1993, before me personally came STEVEN D. DROBYSH, JACQUELINE S. LEVENTOFF and JEFFREY B. WILLENS, to me known and known to me to be the persons described in and who executed the foregoing certificate of incorporation and they duly severally acknowledged to me that they executed the same.



Notary Public

KENNETH C. KLEIN  
Notary Public, State of New York  
N.Y.S. Reg. # 4856064  
Qualified in Sullivan County  
Commission Expires March 10, 1994

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF SULLIVAN)

On this 28<sup>th</sup> day of December, 1993, before me personally came NICHOLAS P. SPERANZA, to me known and known to

me to be the person described in and who executed the foregoing certificate of incorporation and he duly acknowledged to me that he executed the same.

*K.C. Klein*

\_\_\_\_\_  
Notary Public

KENNETH C. KLEIN  
Notary Public, State of New York  
N.Y.S. Reg. # 4856064  
Qualified in Sullivan County  
Commission Expires March 10, 1994

STATE OF NEW YORK )  
  ) ss.:  
COUNTY OF SULLIVAN)

On this \_\_\_\_ day of January, 1994, before me personally came IRWIN GITLIN, to me known and known to me to be the person described in and who executed the foregoing certificate of incorporation and he duly acknowledged to me that he executed the same.

\_\_\_\_\_  
Notary Public

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