

15601
V/c

CERTIFICATE OF INCORPORATION

of

TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORP.

Pursuant to the Membership Corporations Law

We, the undersigned, being desirous of forming a membership corporation pursuant to Article XIX of the Membership Corporations Law of the State of New York, hereby make, subscribe, acknowledge and file this Certificate, stating as follows:

FIRST: The name of the corporation shall be

TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORP.

SECOND: The corporation shall be a nonprofit local development corporation organized under Article XIX of the Membership Corporations Law and operated exclusively for the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding the territory in which its operations are principally to be conducted by attracting new industry to such territory or by encouraging the development of, or retention of, an industry in said territory, and lessening the burdens of government and acting in the public interest.

In furtherance of said purposes and not for any other purposes, the corporation shall have the following powers:

- (a) To conduct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;

(b) To acquire by purchase, lease, gift, bequest, devise or otherwise, real or personal property or interests therein;

(c) To borrow money and to issue negotiable bonds, notes and other obligations therefor;

(d) Without leave of the court, to sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine;

(e) In connection with loans from the New York Job Development Authority, to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of industrial or manufacturing plants in the territory in which the operations of such corporation are principally to be conducted; and

(f) To do all and everything suitable for the accomplishment of any of the foregoing purposes, either alone or in cooperation with chambers of commerce, business leagues, civic organizations and state and local government, including, but without limitation, the solicitation of contributions and gifts and the guaranty of the obligations of others to the extent permitted to a corporation organized under Article XIX of the Membership Corporations Law, provided, however, that nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any acts or practices prohibited by Section 340 of the General Business Law or other antimonopoly statute of this state, and that the corporation shall not attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidate for public office.

THIRD: The corporation shall be a nonprofit corporation.

All income and earnings of the 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 income or earnings of the corporation shall inure to the benefit of or profit of, nor shall any distribution of its property or assets be made to, any member or private person, corporate or individual, or any other private interest, provided that, the

corporation may pay the principal of, and interest on, any loan or advance to the corporation, by whomsoever made, and repay contributions (other than dues) made to it, but only if and to the extent that any such contributions may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1954. If the corporation accepts a mortgage loan or loans from the New York Job Development Authority, the corporation shall be dissolved in accordance with the provisions of Section Two hundred thirty-four of the Membership Corporations Law upon the repayment or other discharge in full by the corporation of all such loans.

FOURTH: None of the directors, officers, members or employees of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof but may receive reasonable compensation for services rendered and property delivered in effecting one or more of its corporate purposes.

FIFTH: Upon dissolution of the corporation, its assets shall be distributed pursuant to the provisions of Section 234 of the Membership Corporations Law of the State of New York.

SIXTH: The territory in which the operations of the corporation are principally to be conducted is in the unincorporated area of the Town of Hempstead, County of Nassau in the State of New York

SEVENTH: The principal office of the corporation is to be located in the Town of Hempstead, County of Nassau in the State of New York.

EIGHTH: The number of its directors shall be not less than five (5) nor more than fifteen (15). A director need not be a member.

NINTH: The names and post-office addresses of the directors until the first annual meeting of members are as follows:

Names

Post Office Addresses

Kenneth E. Vought

99 Randall Avenue, Freeport, N. Y.

George J. Trias

1314 Concord Place, N. Merrick, N.Y.

Michael R. Ponder

148 Poplar Street, Garden City, N. Y.

William F. Hoins

18 Archer Place, Baldwin, N. Y.

Samuel Jupiter

43 Crestwood Lane, Valley Stream, N.Y.

Robert Goldberg

56 Pearl Street, N. Woodmere, N.Y.

TENTH: Of the persons hereinabove named as directors, at least one is a citizen of the United States of America and a resident of the State of New York. Of the subscribers to this Certificate, all are of full age, and at least two-thirds are citizens of the United States of America, and at least one is a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in duplicate this 17th day of
MAY, 1966.

/s/ Kenneth E. Vought (U.S.)

/s/ George J. Trias (U.S.)

/s/ Michael R. Ponder (U.S.)

/s/ William F. Hoins (U.S.)

/s/ Samuel Jupiter (U.S.)

/s/ Robert Goldberg (U.S.)

STATE OF NEW YORK)
COUNTY OF NASSAU) ss:

Kenneth E. Vought, George J. Trias, Michael R. Pender,
William F. Hoins, Samuel Jupiter and Robert Goldberg, each
being severally duly sworn, depose and say, and each for
himself deposes and says, that he is one of the persons
described in and who executed the annexed Certificate of
Incorporation, and that he is of full age, a citizen of the
United States and a resident of the State of New York.

1/s/ Kenneth E. Vought

1/s/ George J. Trias

1/s/ Michael R. Pender

1/s/ William F. Hoins

1/s/ Samuel Jupiter

1/s/ Robert Goldberg

Subscribed and sworn to before me
this 17th day of MAY, 1966.

1/s/ Herbert J. Schert
Notary Public

#30-754650
Comm. Expires 3/30/68
Qualifies in Nassau Co