

CERTIFICATE OF INCORPORATION

INDUSTRIAL DEVELOPMENT, COLUMBIA COUNTY, INC.

Pursuant to the Membership Corporation Law

We, the undersigned, for the purpose of forming a membership corporation, pursuant to Article II of the Membership Corporations Law of the State of New York, and under the authority of Article 6, Title 6 of the Public Authorities 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 INDUSTRIAL DEVELOPMENT, COLUMBIA COUNTY, INC.

SECOND: The purpose or purposes for which it is to be formed are:

(a) To encourage and effect the location and expansion of industrial and manufacturing facilities, the creation of new and improved job opportunities, the reduction of unemployment and the betterment of individual and community prosperity within the County of Columbia, New York.

(b) To purchase, lease and otherwise acquire real property for industrial and manufacturing plants or any other purposes, whether improved or unimproved, or any interest or right therein, and buildings, fixtures, improvements and personal property located thereon or for use in connection therewith; to construct, erect, maintain, rehabilitate, improve, purchase, lease or otherwise acquire, raise and wreck any and all kinds of industrial or manufacturing plants, buildings, and structures for itself or for others; to hold, maintain, divide, manage, sell, mortgage or dispose of or encumber any such property or interest therein, building, fixture or improvement of any character owned or in any manner held by it, upon any terms, for itself or for others; to the extent permitted by law, to act as a general contractor and builder in connection therewith.

(c) To assist financially in accomplishing the foregoing purposes.

(d) To pursue any of the purposes of a "local development corporation" as described and defined in Article 6, Title 6, of the Public Authorities Law.

(e) To provide advice and technical and financial assistance to others in the management of their properties, affairs and businesses; to provide liaison for them in their business and financial dealings with Federal, State and local authorities; and, to disseminate, by advertisement, circular, radio, television and other media, information relating to the attractiveness of the territory of its operations as a place in which to locate or maintain industrial and manufacturing facilities and the availability and terms of financial assistance and other services from governmental or private sources.

(f) To study and promote, alone or in concert with Federal, State or local officials and interested groups, the economic growth, business prosperity, and the solution of civic problems, within its territory of operation.

(g) Pursuant to the accomplishment of the foregoing purposes, the corporation shall have the following powers:

1. To borrow money from any Federal, State or local governmental source or from any private source; to loan or contribute money for the attainment of its corporate purposes; to make, accept, endorse, execute and issue promissory notes, bills of exchange or other obligations or agreements from time to time, with or without security; for the acquisition, construction, rehabilitation or improvement of industrial or manufacturing plants or other real or personal property pursuant to its corporate purposes; to secure or cause to be secured the payment of any such obligations and the performance of any such agreements by mortgage, pledge, deed of trust, assignment or otherwise; and to sell or otherwise dispose of any such obligations or any similar obligations of others acquired by it pursuant to its corporate purposes.

2. To solicit contributions, to receive by gift, deed, legacy, bequest or devise, and otherwise acquire money and property of every kind and description without limitation as to value or amount.

3. To apply for, obtain, register, purchase, lease or otherwise acquire, hold, use, introduce, develop or control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways exploit or turn to account inventions, improvements, processes, copyrights, patents, design patents, trademarks, formulas, trade names and distinctive marks and similar rights of any and all kinds relating to or useful in connection with any business of the corporation, whether granted, registered or established by or under the laws of the United States or of any state, country, authority or place.

4. To have one or more offices or branches within the State of New York and to carry on its operations and business elsewhere in the United States.

5. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the attainment of the objects of the corporation or business of a similar nature, with any person, firm, corporation, private, public or municipal body political under the government of the United States of America and the State of New York so far as and to the extent that the same may be done and performed by corporations organized under the Membership Corporation Law of the State of New York.

6. To purchase, subscribe to, acquire, hold and dispose of the stocks, bonds and other securities or evidences of indebtedness of any other association or corporation, domestic or foreign, for whatever purpose organized and in whatever business engaged, and to issue in exchange therefor obligations or to pay therefor in cash or otherwise; to hold for investment, own, use, sell, pledge, hypothecate, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose; to do any acts or things necessary, proper, convenient or desirable for the protection or development of any association or corporation exercising like corporate powers within the County of Columbia, New York for the preservation, improvement or enhancement of the value of any stocks, bonds or other securities of such associations or corporations, or any acts or things designed for any such purposes, including the making of loans, subsidies or guaranties to or for such associations or corporations.

7. To purchase or otherwise acquire the whole or any part of the business, good will, name and assets of any person, firm or corporation and to assume any indebtedness of any such person, firm or corporation.

8. To do anything necessary, suitable or proper for the accomplishment of any of the purposes, or the furtherance of any of the powers hereinafore set forth, either alone or with other corporations, firms or individuals and either as principal or agent; to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or powers or any of them; to have and enjoy all of the rights, powers and privileges now or hereafter conferred by the laws of the State of New York upon corporations organized under the Membership Corporations Law, or under any law amendatory thereof, supplemental thereto or in substitution thereof.

THIRD: Nothing contained in this certificate shall author-

ize or empower the corporation to perform or engage in any acts or

practices prohibited by Section 340 of the General Business Law or other anti-trust laws of this state.

FOURTH: The corporation shall not be conducted or operated for profit and no part of its income, earnings, contributions, surplus or other property shall inure or be distributed to any member or private person, corporate or individual, or any other private interest during the term of its corporate existence or upon dissolution, nor shall any such earnings, contributions, surplus or other property be used otherwise than for the corporate purposes set forth in Article SECOND.

FIFTH: The territory in which the operations of the corporation are principally to be conducted is the County of Columbia, New York.

SIXTH: The principal office of the corporation is to be located in the City of Hudson, County of Columbia, New York.

SEVENTH: The number of directors of the corporation shall be seven (7).

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

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|---------------------|--------------------------------------|
| J. Warren Van Dusen | Jordan Blvd., Hudson, N. Y. |
| Henry K. Bender | James Street, Hudson, N. Y. |
| Edward V. Casperly | 4 Michael Court, Hudson, N. Y. |
| Orlin R. Lindner | 173 Roosevelt Road, Hyde Park, N. Y. |
| William D. Vincent | Old Chatham, N. Y. |
| William J. Charlson | Old Lane, Claverack, N. Y. |
| Adolph S. Hayes | Wanantuck, New York |

NONE of the persons hereinabove named as directors, at least one is a citizen of the United States and a resident of the State of New York, Of the subscribers to this certificate, all are of full age, at least two-thirds are citizens of the United State, and at least one is resident of the State of New York.

IN WITNESS WHEREOF, we have made, signed and acknowledged this certificate on this 20th day of May, 1944.

Henry E. Bender (U.S.)

William B. Vincent (U.S.)

William J. Charlson (U.S.)

Edward V. Casperly (U.S.)

J. Warren Van Dineen (U.S.)

STATE OF NEW YORK)
) SS.:
COUNTY OF COLUMBIA)

On this 20th day of May, 1964, before me personally came
J. WARREN VAN DENBROEK, HENRY E. BENDER, EDWARD V. CASSELL, WILLIAM
D. VINCENT and WILLIAM J. CHARLSON, so as known to be the persons
described in and who executed the foregoing certificate, and they
severally duly acknowledged to me that they executed the same.

Morris Millman
Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF COLUMBIA)

J. WARREN VAN DENBROEK, HENRY E. BENDER, EDWARD V. CASSELL,
WILLIAM D. VINCENT and WILLIAM J. CHARLSON, each being severally
duly sworn, depose and say, and each for himself depose and say
that he is one of the persons described in and who executed the
aforesaid 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.

Henry E. Bender

William D. Vincent

William J. Charlson

Edward V. Cascell

J. Warren Van Denbroek

Subscribed and sworn to
before me this 20th
day of May, 1964.

Morris Millman
Notary Public

STATE OF NEW YORK)
COUNTY OF COLUMBIA)

MORRIS MILLMAN, ESQ., being duly sworn, deposes and says that he is a member of the firm of Connor, Millman & Connor, attorneys for the subscribers to the amended certificate of incorporation, and no previous application for the approval of said certificate by any Justice of the Supreme Court has ever been made.

Morris Millman

Subscribed and sworn to
before me this 20th
day of May, 1964.

J. Warren Van Dusen
Morris Millman
Notary Public

The undersigned, a Justice of the Supreme Court of the Judicial District in which the office of the INDIVIDUAL DEVELOPMENT COLUMBIA COUNTY/IS to be located, does hereby approve the foregoing certificate of incorporation and does hereby endorse his approval upon such certificate of incorporation pursuant to Section 10 of the Membership Corporation Law of the State of New York.

H. Harry E. Salwick
Justice of the Supreme Court

Dated: May 1st, 1964.