

FILING RECEIPT

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ENTITY NAME: JAMESTOWN LOCAL DEVELOPMENT CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP) TYPE: C COUNTY: CHAU  
DURATION PURPOSES PROCESS NFP TYPE REG.AGENT PROVISIONS RE

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FILED: 11/14/2017 DURATION: \*\*\*\*\* CASH#: 171114000765 FILM #: 171114000707

FILER:

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MARILYN FIORE-LEHMAN, ESQ. CORP.  
COUNSEL CITY OF JAMESTOWN, NY  
MUNICIPAL BLDG., 200 E. THIRD ST.  
JAMESTOWN, NY 14701

RECEIVED

NOV 30

MAYOR'S OFFICE

ADDRESS FOR PROCESS:

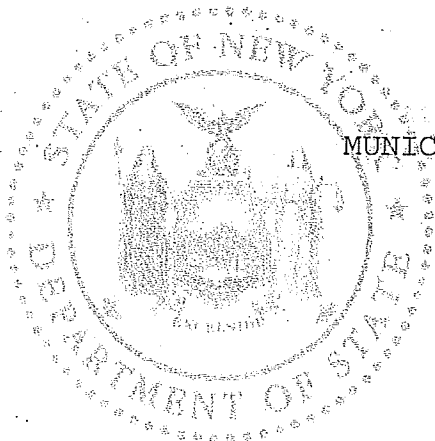
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OFFICE OF THE MAYOR  
MUNICIPAL BUILDING  
JAMESTOWN, NY 14701

200 EAST THIRD ST., FOURTH FL.

REGISTERED AGENT:

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SAMUEL TERESI  
OFFICE OF THE MAYOR  
JAMESTOWN, NY 14701

MUNICIPAL BLDG., FOURTH FLOOR



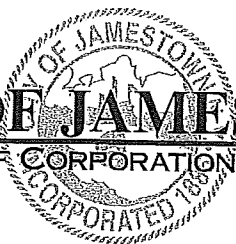
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SERVICE COMPANY: \*\* NO SERVICE COMPANY \*\*

SERVICE CODE: 00

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FILING            30.00  
TAX                0.00  
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PAYMENTS        30.00  
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CASH              0.00  
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CHARGE            0.00  
DRAWDOWN        0.00  
OPAL              0.00  
REFUND            0.00

  
**CITY OF JAMESTOWN**  
OFFICE OF CORPORATION COUNSEL

Municipal Building  
200 East Third Street  
Jamestown, NY 14701  
716/483-7540  
FAX 716/483-7591

**MARILYN FIORE-LEHMAN, ESQ.**

November 3, 2017

NYS Dept of State  
Div. of Corporations State Records  
And Uniform Commercial Code  
One Commerce Plaza  
99 Washington Ave.  
Albany, NY 12231-0001

Attn: Gary Trechel, Associate Counsel

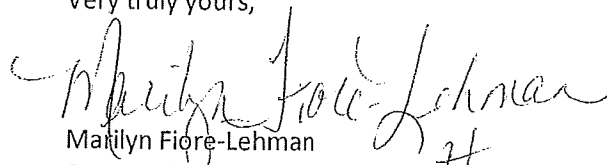
Re: City of Jamestown JLDC

Dear Mr. Trechel:

Enclosed please find the Certificate of Amendment of the Certificate of Incorporation for the Jamestown Local Development Corporation with the Attorney General's signed endorsement for filing.

Should you have any questions or concerns, please do not hesitate to contact my office. Thank you for your assistance in this matter.

Very truly yours,

  
Marilyn Fiore-Lehman  
Corporation Counsel

MFL:tt  
Enclosures



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 Jamestown Local 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.

10.27.2017

Date

Melissa H. Thore

Melissa H. Thore  
Assistant Attorney General

**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**

**Jamestown Local Development Corporation**

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

Jamestown Local Development Corporation, a corporation organized and existing under the laws of the Not-for-Profit Corporation Law of the State of New York (the "NPCL"), hereby certifies as follows:

1. The name of this Corporation is Jamestown Local Development Corporation.
2. The Certificate of Incorporation was filed on May 22, 1981 under the NPCL.
3. In accordance with Section 802 of the NPCL, this restatement of the certificate of incorporation was authorized by a Unanimous Written Consent of the Board of Directors of the Jamestown Local Development Corporation, and approved by the City Council of the City of Jamestown (the "City") on August 28, 2017.
4. This Restated Certificate of Incorporation amends the Certificate of Incorporation as follows:
  - a. Article III – Which currently provides the definitional statement required by NFPCL section 402(a)(2) is amended to add a statement regarding the corporation's classification as a "charitable corporation and to clarify that the corporation is a "constituted authority" and "instrumentality" of the City under the NFPCL and applicable federal tax law. The reference to IRS revenue rulings in this section is not a statement of purposes and powers. Consequently this language does not expand or alter the corporation's purposes or powers set forth in Article III.
  - b. Article IV – The statement of the corporation's purposes is amended to include the development and financing of related infrastructure for the City of Jamestown.
  - c. Article V – Regarding the statement of the corporation's "Type" is deleted and new Article V is added to set forth the statements required by Section 1411e of the NFPCL and to prohibit activities which are not permitted by a not-for-profit corporation qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The reference to IRS revenue rulings in this section is not a statement of purposes and powers. Consequently this language does not expand or alter the corporation's purposes or powers set forth in Article IV.
  - d. Article VI – Regarding restrictions on political activities is deleted and new Article VII is added to include requirements for the corporation to act as a constituted authority or instrumentality of the City for purposes of engaging in

tax-exempt financing on behalf of the City and that the offices, accounts and affairs of the corporation and those of the City are separate and apart. These requirements imposed by the Code in this section are not statements of purposes and powers otherwise granted by law. Consequently this language does not expand or alter the corporation's purposes or powers set forth in Article IV.

- e. Article IX – The statement regarding the area in which the activities of the corporation will be conducted is amended to include the service area of the Jamestown Board of Public Utilities within the operations of the corporation.
- f. Article XI – Which sets forth the names and addresses of the initial directors of the corporation is omitted. New Article XI is added to set forth the names and addresses of the of the current directors of the corporation. Article XII regarding the citizenship of the directors is deleted and new Article XII is added regarding the corporation's duration.
- g. Article XIII regarding the corporation's duration is deleted and a new Article XIII is added to designate THE Secretary of State as agent of the corporation for service of process and to provide an address to forward any such process.
- h. Article XIV which sets forth the notice address for the corporation is deleted and a new Article XIV is added designating a registered agent for the corporation,
- i. Article XV which sets forth a designation of a registered agent is deleted and a new Article XV is added regarding approvals.
- j. Article XVI regrading indemnification of directors us added,
- k. Article XVII regarding prohibited acts of the corporation is added.
- l. Article XVIII regarding dissolution of the corporation is added.
- m. Article XIX regarding adoption, amendment or repeal of the Corporation's by-law is added.

The text of the Certificate of Incorporation is hereby restated, as amended, to read in full as follows:

RESTATED CERTIFICATE OF INCORPORATION  
OF  
JAMESTOWN LOCAL DEVELOPMENT CORPORATION  
UNDER SECTION 805 OF THE NOT-FOR-PROFIT CORPORATION LAW

I, the undersigned, acting as incorporator of a corporation under the New York Not-for-Profit Corporation Law, do hereby adopt the following certificate of incorporation for such corporation:

ARTICLE I

The Name of the Corporation is Jamestown Local Development Corporation.

ARTICLE II

This Corporation is not organized for pecuniary profit or financial gain, and no part of its assets, income or profits shall be distributable to, or inure to the benefit of its members, directors or officers except to the extent permitted under the Not-for-Profit Corporation law.

ARTICLE III

The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a charitable corporation under Section 201 (b) of the Not-For-profit Corporation Law and Section 1411 of the Not-For-profit Corporation Law. The Corporation shall serve as a supporting organization for, but operate separate and apart from, the City of Jamestown and said City's Board of Public Utilities. Such support shall include the power to issue negotiable bonds, notes or other obligations on behalf of for the benefit of said

City and the development of its public infrastructure. The Corporation shall have the status of a “constituted authority,” as described in Internal Revenue Service Revenue Rulings 57-187 and 60-248, and an “instrumentality,” as described in Internal Revenue Service Revenue Ruling 57-128 of said City for federal income tax purposes; provided, that the Corporation shall not carry on any activity that would prevent it from claiming or maintaining its status as a “constituted authority” or “instrumentality” of said City for federal income tax purposes.

#### ARTICLE IV

The purposes for which the Corporation is formed are as follows.

(a) To provide programs for relieving and reducing unemployment and promoting additional maximum employment, bettering and maintaining job opportunities, promoting the instruction of training of individuals to improve to develop their capabilities for such jobs, including the carrying on of scientific research for such purposes;

(b) To provide and operate programs to aid the City of Jamestown in which the Corporation's operations are principally to be conducted in attracting new business and industry to such City and providing related infrastructure and in encouraging the development of or retention of business and industry in said City and lessening the burdens of the City government and thereby acting in the public interest;

(c) To plan, construct, operate, acquire, rehabilitate and improve for the use by others and by the public, industrial, commercial, manufacturing buildings or plants or housing units or related public infrastructure within and/or for the City of Jamestown in which the corporation's operations are principally to be constructed, to assist financially in such construction, acquisition, rehabilitation and improvement.

(d) To maintain such buildings or plants for others in such territory and to disseminate information, furnish advice, technical assistance and liaison with Federal, State and local authorities with respect thereto;

(e) To acquire by gift or purchase, bequest or otherwise, real or personal property or interest therein;

(f) To sell, lease, mortgage or otherwise dispose of or encumber any such buildings or plants or any portions thereof or any of the Corporation's real or personal property or any interest therein upon such terms as it may determine without leave of court;

(g) To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objectives of its business and to issue negotiable bonds, notes and other obligations therefor, and to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof and otherwise to carry out its corporate purpose;

(h) To apply for, obtain and contract with any Federal, state or local government agency for direct loan or loans or other financial aid or grants in furtherance of its corporate purposes.

(i) In connection with loans from the New York State Job Development Authority to enter into covenants and agreements, and to comply with all of 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, commercial or manufacturing buildings or plants to benefit the City of Jamestown in which its operations are principally to be conducted;

(j) To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation;



(k) To encourage and cooperate with municipalities and local governments of every kind and nature, community groups and agencies, and other non-profit corporations, to carry on its corporate purposes;

(l) To do all and everything suitable for the accomplishment of any of the foregoing purposes.

Nothing herein contained shall authorize the corporation, directly or indirectly to undertake any of the activities specified in Section 404(b) through (t) of the Not-For-Profit Corporation Law or Section 557 of the Executive Law.

The lawful, public or quasi-public objectives which said business purposes will achieve are the enhancement of employment opportunities, including training of individuals within the City of Jamestown, New York, the attraction and retention of business and industry in or for the benefit of said City, and the development and financing of related public infrastructure, in order to lessen the burdens of government.

#### ARTICLE V

Pursuant to the requirements of Section 1411(e) of the Not-For-profit Corporation Law:

(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; to the extent not so used, the income and earnings will accrue and be paid to the Job Development Authority to the extent required by Section 1411 of the Not-For-profit Corporation Law.

(b) The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the income or earnings of the Corporation shall inure to the

benefit or profit of, nor shall any distribution of its property or assets be made to, any member, director or officer of the Corporation, or any private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(c) 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 paragraph (g) of Section 1411 of the Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

(d) 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.

(e) 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.

(f) Nothing in this Certificate of Incorporation shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a)-(w) of the Not-for-Profit Corporation Law or Section 557 of the Executive Law, and therefore 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 and no such consent or approval is required.

(g) 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 City of Jamestown, in furtherance of the purposes set forth in Section 1411 of the Not-for-Profit Corporation Law. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-For-Profit Corporation Law.

#### ARTICLE VI

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 of the State of New York or other anti-monopoly statutes of this State.

#### ARTICLE VII

The offices of the Corporation shall be functionally separate from those of the City of Jamestown (although such office may be in a facility leased from said City). The Corporation at all times shall:

- (a) maintain separate accounting records and other corporate records from those of said City;
- (b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of said City;
- (c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of said City;
- (d) maintain its own deposit account or accounts, separate from those of said City, with commercial banking institutions and/or trust companies;
- (e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit

of any other person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such persons for whose benefit the goods and services are provided, and the Corporation and each such person shall bear its fair share of such costs;

(f) conduct its business in its own name and conduct all material transactions between the Corporation and said City only on an arms-length basis;

(g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special members' and directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records, and accounts, including, but not limited to, intercompany transaction accounts. Regular members' and directors' meetings shall be held at least annually;

(h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision also may be an employee, officer or director of the City or any of its related entities);

(i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery;

(j) other than as expressly provided herein, pay all expenses, indebtedness and other obligations incurred by it;

(k) not enter into any guaranty, or otherwise become liable, with respect to any obligation of said City;

(l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually

and be issued separately from, although they may be consolidated with, any reports prepared for said City unless prohibited by law or generally accepted accounting principles; and

(m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein.

#### ARTICLE VIII

The office of the corporation is to be located in the City of Jamestown, County of Chautauqua, State of New York.

#### ARTICLE IX

The activities of the Corporation are principally to be conducted in the City of Jamestown, New York for the benefit of said City and, where appropriate, in the service area of said City's Board of Public Utilities.

#### ARTICLE X

The corporation shall be managed by a Board of Directors consisting of three to nine directors.

#### ARTICLE XI

The types or classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the By-laws. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Members and the affirmative vote of a majority of the Directors.

The names and addresses of the Directors of the Corporation as of August 28, 2017 are as follows:

Name	Address
Mayor Sam Teresi	Municipal Building 200 East Third Street Jamestown, NY 14701
Gregory Rabb (City Council President)	518 Lakeview Avenue Jamestown, NY 14701
Russell E. Diethrick, Jr. (Chamber of Commerce)	153 Hallock Street Jamestown, NY 14701
Kimberly Ecklund (City Council Member)	32 Harris Avenue Jamestown, NY 14701
Randall Ordines (Business Management Community)	20 May Street Jamestown, NY 14701
Anthony Dolce (City Council Finance Chair)	38 Clyde Avenue Jamestown, NY 14701
George Spitale (Labor Community)	67 Camp Street Jamestown, NY 14701
Justin Hanft (Manufacturer's Association)	278 State Street Jamestown, NY 14701
John Whittaker (Jamestown Renaissance Corporation)	940 Forest Avenue Jamestown, NY 14701

Of the persons hereinabove named as directors, at least one is a citizen of the United State of America and a resident of the State of New York.

## ARTICLE XII

The duration of the Corporation shall be perpetual.

## ARTICLE XIII

The Secretary of State of the State 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 notice required by law, is Office of the Mayor, Municipal Building, 200 East Third Street, Fourth Floor, Jamestown, New York 14701.

## ARTICLE XIV

The name and address of the registered agent of the Corporation upon whom process against the Corporation may be served is Samuel Teresi, Office of the Mayor, Municipal Building, Fourth Floor, Jamestown, New York, 14701.

## ARTICLE XV

All approvals required by the New York State Not-for-Profit Law will be endorsed upon or annexed to the Certificate of Incorporation prior to the delivery to the Department of State for filing.

## ARTICLE XVI

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.

## ARTICLE XVII

The Corporation shall not do any of the following:

(a) Without the affirmative vote of all Members of the Corporation and the affirmative vote of a majority of the Directors, 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 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.

## ARTICLE XVIII

In the event of the dissolution of the Corporation or the winding up of its affairs, the Directors shall, after payment of or making provisions for the payment of all debts and obligations of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the City of Jamestown, New York and/or other political

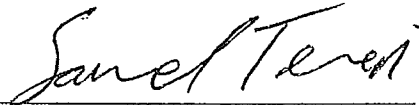


subdivisions of the State of New York, in furtherance of the purposes set forth in section 1411 of the Not-For-Profit Corporation Law.

ARTICLE XIX

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

IN WITNESS WHEREOF, this certificate has been subscribed this 30<sup>th</sup> day of August, 2017.



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Samuel Teresi  
President and Mayor of the  
City of Jamestown, New York

**Restated Certificate of Incorporation**  
**Of**  
**JAMESTOWN LOCAL DEVELOPMENT CORPORATION**  
**Under Section 805 of the Not-for-Profit Corporation Law**

**Filer's Name and Address: Marilyn Fiore-Lehman, Esq.**  
**Corporation Counsel**  
**City of Jamestown, NY**  
**Municipal Building**  
**200 East Third Street**  
**Jamestown, NY 14701**

CITY  
OF  
JAMESTOWN



OFFICE OF THE CITY CLERK/TREASURER  
JAMES N. OLSON, DIRECTOR OF FINANCIAL SERVICES/CITY CLERK

SAMUEL TERESI, MAYOR

201708B18

BY COUNCILMAN DOLCE:

RESOLVED, that the Certificate of Incorporation of the Jamestown Local Development Corporation, as originally filed and approved on April 10, 1981, is hereby approved and updated and restated, and be it further

RESOLVED, that the Mayor is hereby authorized to file said restated Certificate of Incorporation with the Secretary of State of the State of New York, subject to the approval of the Corporation Counsel as to form.

Carried: 9 ayes, 0 nays

I, Todd M. Thomas, City Clerk of the City of Jamestown, New York, do hereby certify that the above resolution is a true and correct copy of the resolution adopted by the City Council of the City of Jamestown at a regular meeting held August 28, 2017.

September 26, 2017 Todd M. Thomas, Director of Administrative Services/City Clerk