

NEW YORK STATE DEPARTMENT OF STATE

DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE  
**FILING RECEIPT**

**ENTITY NAME :** CAPE VINCENT LOCAL DEVELOPMENT CORPORATION  
**DOCUMENT TYPE :** CERTIFICATE OF INCORPORATION  
**ENTITY TYPE :** DOMESTIC NOT-FOR-PROFIT CORPORATION (LOCAL DEVELOPMENT CORPORATION)

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PO BOX 915 ,  
CAPE VINCENT, NY, 13618, USA

**FILER :** MILENA VORDRAN, PARALEGAL  
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**SERVICE COMPANY :** COGENCY GLOBAL INC.  
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<b>CERTIFICATE OF STATUS:</b>	<b>\$0.00</b>	<b>CHECK/MONEY ORDER:</b>	<b>\$0.00</b>
<b>CERTIFIED COPY:</b>	<b>\$10.00</b>	<b>CREDIT CARD:</b>	<b>\$0.00</b>
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**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy for CAPE VINCENT LOCAL DEVELOPMENT CORPORATION, File Number 220919003330 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 19, 2022.



*Brendan C. Hughes*

Brendan C. Hughes  
Executive Deputy Secretary of State

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**CERTIFICATE OF INCORPORATION**  
**CAPE VINCENT LOCAL DEVELOPMENT CORPORATION**

A Not-For-Profit Local Development Corporation  
under Section 1411 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 local development corporation pursuant to Section 1411 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 Cape Vincent Local Development 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 1411 of the Not-For-Profit Corporation Law, will be a charitable Corporation as defined in Section 201 of the Not-For-Profit Corporation Law. The Corporation shall be private, not-for-profit organization established for the economic wellbeing and benefit of the residents of Cape Vincent, New York (the "Town").

**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 relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burden of government and act in the public interest. In furtherance of said purposes, the Corporation's powers shall include:

(a) To foster the creation, retention and expansion of jobs and economic opportunities for the benefit of the Town, State and regional economies; and

(b) To construct, acquire, rehabilitate and improve for use by others, facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain and/or lease such facilities for others in such territory; to disseminate information and furnish

advice, technical assistance and liaison with federal, state and local authorities with respect thereto;

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

(d) To apply for loans and borrow money without limit as to amount; to make, draw, accept, endorse, execute and issue negotiable bonds, debentures, notes and other obligations therefor;

(e) To sell, lease, mortgage or otherwise dispose of or encumber any such facilities or any of its real or personal property or any interest therein upon such terms as it may determine;

(f) 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 facilities and related businesses in the territory in which the operations of such Corporation are principally to be conducted;

(g) To apply for and make grants and loans and to execute any and all documents necessary in connection therewith;

(h) 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, officers or any private person.

(i) 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 mission and public objective, which the Corporation's purpose will achieve, includes the lessening of the burdens of government by undertaking and promoting economic development initiatives in the Town of Cape Vincent, New York

that will include community-based economic development activities including the administration of business retention and attraction activities, providing financial assistance to businesses and organizations within the Town, undertaking real estate and infrastructure development projects, providing real estate and infrastructure project finance, and any other activities permissible under the Not-For-Profit Corporation

FIFTH: 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 New York 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 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

SIXTH:

(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.

SEVENTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section J01(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Town, Village or other local government, for a public purpose. Any such assets not to 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes,

EIGHTH: The office of the Corporation shall be located in the County of Jefferson, State of New York.

NINETH: The office of the Corporation shall be located within the Town of Cape Vincent, New York and such office shall be functionally separate from those of any governmental agency or unit (although such office may be in a facility leased from a governmental agency or unit on arms-length terms). The Corporation at all times shall:

(a) Maintain separate accounting records and other corporate records from those of any governmental agency or unit;

(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 any governmental agency or unit;

(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 any member of any governmental agency or unit;

(d) Maintain its own deposit account or accounts, separate from those of

any member of any governmental agency or unit, 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 service 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 any governmental agency or unit only on an arm's-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;

(i) Act solely in its own corporate name and through its or 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 any member of any governmental agency or unit;

(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 any governmental agency or unit; and

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

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 Members of the Corporation shall be identified in the By-laws.

ELEVENTH: The Corporation shall be managed by a Board of Director consisting of a minimum of Seven (7) and maximum of Thirteen (13) voting Directors. Up to an additional Thirteen (13) individuals can be designated by the voting Directors as non-voting members of the Board who shall serve for one year terms and act in an advisory capacity only to the voting Directors. The non-voting Directors shall hold the title merely in an advisory capacity to the voting Directors. The designation of non-voting Director does not create any rights for the individual designated to notice or other participation except at the request of the voting Directors; provided however, said non-voting directors shall enjoy the benefits of any indemnification of directors as determined herein or as determined from time to time. 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 voting Directors.

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

Name: Daniel A. Wiley  
Address: 35865 NYS Route 12-E Box #432  
Cape Vincent, NY 13618

Name: Pamela Youngs  
Address: P.O. Box # 685  
Cape Vincent, NY 13618



Name: Mary Farrell  
Address: 32519 County Rd 6  
Cape Vincent, NY 13618

Name: Mandy Mason  
Address: 1210 East Broadway  
Cape Vincent, NY 13618

Name: Carol Thomas  
Address: 34311 NYS Rt 12-E  
Cape Vincent, Ny 13618

Name: Sharon Sackie  
Address; 28052 Stony Point Rd  
Cape Vincent, NY 13618

Name; Joseph DeJoia  
Address; 446 W Broadway  
Cape Vincent, NY 13618

Name: Kathleen Karenko  
Address; 27846 Dablon Point Rd  
Cape Vincent, NY 13618

Name: Nadirah Chestnut  
Address: 103 W 127 Street  
New York, NY 10027

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 the State of New York 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: PO Box 915, Cape Vincent, NY 13618.

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 a majority of the voting Directors, 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, (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 voting Directors of the Corporation, 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.

interest of any other corporation, company or entity.

IN WITNESS WHEREOF, this certificate has been subscribed this 12<sup>th</sup> Day of July.

2022

*Daniel A. Wiley*  
Name: Incorporator  
Address: 35865 NYS Rt 10-E  
Cape Vincent, NY 13618

*Mary Farrell*  
32549 County Route 6  
Cape Vincent, NY 13618

*Sharon Sackie*  
Sharon Sackie  
321 John St., Apt 1  
Clayton, NY 13624

*Pamela Young*  
212 William St.  
Cape Vincent NY 13618

*James J. De...*  
27846 Dublin Pt. Rd.  
Cape Vincent, NY 13618

*Amber Mear*  
1210 E. Broadway  
Cape Vincent, NY 13618

*Jay L. Paffins*  
1446 W Broadway  
Cape Vincent, NY 13618

**RESOLUTION #37**

**TOWN BOARD MEETING June 19, 2022**

**Moved by Councilman Wiley**

**Seconded by Councilman Wood**

**WHEREAS**, the Town of Cape Vincent (the "Town") desires to establish a not-for-profit local development corporation pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York (the "Action"); and

**WHEREAS**, the name of the corporation shall be Cape Vincent Local Development Corporation (the "Corporation");

**WHEREAS**, the Corporation's mission and public objective, which the Corporation's purpose will achieve, includes the lessening of the burdens of government by undertaking and promoting economic development initiatives in the Town of Cape Vincent, New York that will include community-based economic development activities including the administration of business retention and attraction activities, providing financial assistance to businesses and organizations within the Town, undertaking real estate and infrastructure development projects, providing real estate and infrastructure project finance, and any other activities permissible under the Not-For-Profit Corporation Law; and

**WHEREAS**, 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 1411 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; and

**WHEREAS**, 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 relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burden of government and act in the public interest; and

**WHEREAS**, the Corporation desires to apply for recognition of exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended; and

**WHEREAS**, prior to filing an application for recognition of exemption, the Corporation is required to adopt a Certificate of Incorporation to include certain provisions required for organizations that are exempt under Code Section 501(c)(3); and

**WHEREAS**, pursuant to the Not-for-Profit Corporation Law of the State of New York, the Certificate of Incorporation must be approved by the Town Board of the Town of Cape Vincent (the "Town Board"); and

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WHEREAS, the Town Board desires to comply with the requirements of the State Environmental Quality Review Act ("SEQRA") and its implementing regulations set forth at 6 NYCRR Part 617; and

WHEREAS, the Town Board preliminarily classified the Action as an unlisted action under SEQRA; and

WHEREAS, a public hearing was held on June 10, 2022 to hear all persons interested in the Action.

NOW, THEREFORE, BE IT RESOLVED that the Town Board hereby confirms its preliminary classification of the Action as an unlisted action under SEQRA; and

BE IT FURTHER RESOLVED that the Town Board has compared the Action against the criteria in 6 NYCRR Section 617.7(c) and has determined, based on the information available concerning the Action, that the following impacts are expected to result from the Action:

- a. There will not be a substantial adverse change in existing air quality, ground or surface water quality or quantity, traffic noise levels; a substantial increase in solid waste production; a substantial increase in potential for erosion, flooding, leaching or drainage problems.
- b. There will not be large quantities of vegetation or fauna removed or destroyed as the result of the Action; there will not be substantial interference with the movement of any resident or migratory fish or wildlife species as the result of the Action; there will not be a significant impact upon habitat areas; there are no substantial adverse impacts on any known threatened or endangered species of animal or plant, or the habitat of such species; nor are there any other significant adverse impacts to natural resources.
- c. There are no known Critical Environmental Area(s) which will be impaired as the result of the proposed Action.
- d. The Action will not result in the creation of a material conflict with the Town's current plans or goals as officially approved or adopted.
- e. The Action will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources or of existing community or neighborhood character.
- f. There will not be an increase in the use of either the quantity or type of energy resulting from the Action.
- g. There will not be any hazard created to human health.
- h. There will not be an irreversible change in the use of active agricultural lands that receive an agricultural use tax exemption or that will ultimately result in the loss

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of ten acres of such productive farmland.

- i. The Action will not encourage or attract large number of people to a place or places for more than a few days, compared to the number of people who would come to such place absent the Action.
- j. There will not be created a material demand for other Actions that would result in one of the above consequences.
- k. There will not be changes in two or more of the elements of the environment that when considered together result in a substantial adverse impact.
- l. There are not two or more related Actions which would have a significant impact on the environment.

**BE IT FURTHER RESOLVED** that the Town Board concludes, based on the foregoing findings of fact, that the Action will not result in any significant adverse environmental impacts; and

**BE IT FURTHER RESOLVED** that a determination of non-significance on the Action is hereby issued; and

**BE IT FURTHER RESOLVED** that the information available concerning the Action was sufficient for the Town Board to make its determination and the preparation of an environmental impact statement for the action shall not be required; and

**BE IT FURTHER RESOLVED** that the Town Board hereby approves the Certificate of Incorporation of the Corporation; and

**BE IT FURTHER RESOLVED** that the Town Supervisor and Town Clerk are hereby authorized to take such further and additional steps as are necessary to implement this Resolution; and

**BE IT FURTHER RESOLVED** that this Resolution shall take effect immediately.

Roll Call Vote:

Supervisor Mason AYE                      Councilman Aubertine AYE Councilman Wiley AYE

Councilman Maloney Absent              Councilman Wood              AYE



*Michelle Bouchard*  
Michelle Bouchard, RMC – Town Clerk

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**CERTIFICATE OF INCORPORATION**  
**CAPE VINCENT LOCAL DEVELOPMENT CORPORATION**

A Not-For-Profit Local Development Corporation  
under Section 1411 of the Not-For-Profit  
Corporation Law of the State of New York

Client Reference: 428150

Filed by:

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14824373

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