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The University of the State of New York
Education  Department

STATE OF NEW YORK :
 :
 : ss.:
COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-for-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of **LLOYD COMMUNITY DEVELOPMENT CORPORATION**, as a not-for-profit corporation.

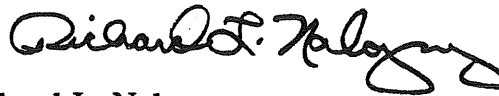
This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

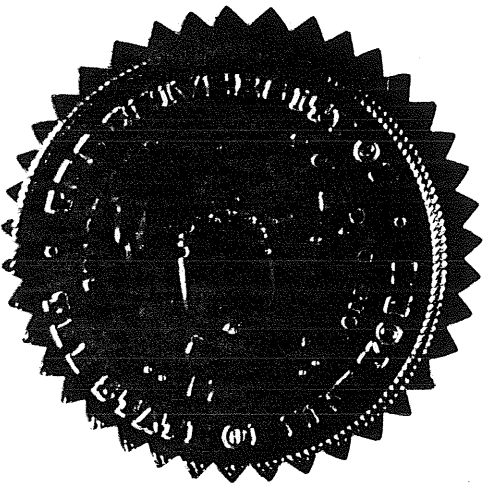
IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 21st day of May, 1996.

Richard P. Mills
Commissioner of Education

By:



Richard L. Nabozny
Senior Attorney



This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

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CERTIFICATE OF INCORPORATION

OF

LLOYD COMMUNITY DEVELOPMENT CORPORATION

Under Section 402 of the Not-For Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

FIRST: The name of the corporation is:

LLOYD COMMUNITY DEVELOPMENT CORPORATION

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law and is a local development corporation pursuant to section 1411 of said law.

THIRD: The purposes for which the corporation is formed are the exclusively charitable or public purposes of relieving and reducing adult unemployment, promoting and providing for additional and maximum adult employment, bettering and maintaining adult 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 Town of Lloyd by attracting new industry to said community or area or by encouraging the development of, or retention of, industry in

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the said community or area, and lessening the burdens of government and acting in the public interest.

In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by paragraph (c) of section 1411 of the Not-for-Profit Corporation Law.

The corporation may 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 Articles 5 and 14 of the Not-for-Profit Corporation Law and Article 8 of the Public Authorities Law.

Nothing herein contained shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in section 404 of the Not-for-Profit Corporation Law or section 460-a of the Social Services Law.

Nothing herein contained shall authorize or empower the corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by New York General Business Law §340 or any other New York anti-monopoly law, and the corporation is not authorized so to engage.

FOURTH: The corporation shall be a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The lawful public or quasi-public objectives

which each business purpose will achieve are the following: 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 business skills and capabilities for such jobs, carrying on scientific research for the purpose of aiding the Town of Lloyd by attracting new industry to the community or by encouraging the development of, or retention of, and industry in the community, the stimulation of economic growth in the community, and lessening the burdens of government enacting in the public interest.

SIXTH: All income and earnings of such corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority.

SEVENTH: No part of the income or earnings of such corporation shall inure to the benefit 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[, except that the corporation is hereby authorized pursuant to section 1411(e)(2) of the Not-for-Profit corporation Law to repay loans and to repay contributions (other than dues) to the corporation, but only if and to the extent that any such contribution may not be

allowable as a deduction in computing taxable income under the Internal Revenue Code of 1954].

EIGHTH: If the corporation accepts a mortgage loan from the New York Job Development Authority, the corporation shall be dissolved in accordance with the provision of section 1411(g) of the Not-for-Profit Corporation Law upon the repayment or other discharge in full by the corporation of all such loans.

NINTH: The office of the corporation is to be located in the County of Ulster, State of New York.

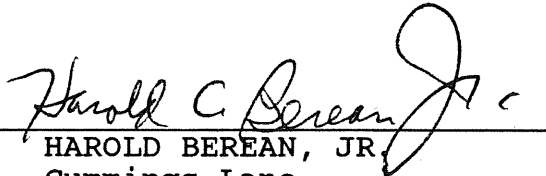
TENTH: The names and addresses of the initial directors until the first annual meeting, each of whom is at least eighteen years of age, are as follows:

Name	Address
HAROLD BEREAN	Cummings Lane Highland, NY 12528
THOMAS SHAY	756 New Paltz Road Highland, NY 12528
VIVIAN WADLIN	38 Bellevue Road Highland, NY 12528
NANCY HAMMOND	31 Brescia Boulevard Highland, NY 12528
DOMINICK PALLADINO	6 Leonta Court Highland, NY 12528
LEWIS C. DI STASI, JR.	22 Reservoir Road Highland, NY 12528

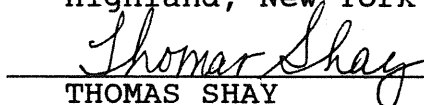
ELEVENTH: The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the corporation is: 12 Church Street, P. O. Box 897, Highland, New York 12528.

TENTH: All consents required by the New York Not-for-Profit Corporation Law will be annexed to the certificate.

IN WITNESS WHEREOF, we the undersigned incorporators, being all at least eighteen years of age, have signed this certificate and cause it to be acknowledged this 8th day of May, 1996.



HAROLD BEREAN, JR.
Cummings Lane
Highland, New York 12528



THOMAS SHAY
756 New Paltz Road
Highland, NY 12528

~~WYLIAN WADLIN~~
~~38 Bellevue Road~~
~~Highland, NY 12528~~



NANCY HAMMOND
31 Brescia Boulevard
Highland, NY 12528

Dominick Palladino
 DOMINICK PALLADINO
 6 Leonta Court
 Highland, NY 12528

Lewis C. Di Stasi, Jr.
 LEWIS C. DI STASI, JR.
 22 Reservoir Road
 Highland, NY 12528

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

On this 8th day of May, 1996 , before me, the subscriber,
 personally appeared HAROLD BEREAN, JR. to me personally known and
 known to me to be the same person described in and who executed
 the within Instrument, and he duly acknowledged to me that he
 executed the same.

ROSARIA PELOW NO. 4850895
 NOTARY PUBLIC, STATE OF NEW YORK
 QUALIFIED IN ULSTER COUNTY
 COMMISSION EXPIRES JAN. 27, 1998

Rosaria Pelow

 Notary Public

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

On this 8th day of May, 1996 , before me, the subscriber,
 personally appeared THOMAS SHAY to me personally known and known
 to me to be the same person described in and who executed the
 within Instrument, and he duly acknowledged to me that he executed

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the same.

Rosaria Peplow

Notary Public

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

ROSARIA PELOW NO. 4850895
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ULSTER COUNTY
COMMISSION EXPIRES JAN. 27, 1998

~~On this 8th day of May, 1996, before me, the subscriber,
personally appeared WILLIAM WABLEN to me personally known and known
to me to be the same person described in and who executed the
within Instrument, and she duly acknowledged to me that she
executed the same.~~

Notary Public

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

On this 8th day of May, 1996 , before me, the subscriber,
personally appeared NANCY HAMMOND to me personally known and known
to me to be the same person described in and who executed the
within Instrument, and she duly acknowledged to me that she
executed the same.

Rosaria Peplow

Notary Public

ROSARIA PELOW NO. 4850895
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ULSTER COUNTY
COMMISSION EXPIRES JAN. 27, 1998

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

On this 8th day of May, 1996 , before me, the subscriber, personally appeared DOMINICK PALLADINO to me personally known and known to me to be the same person described in and who executed the within Instrument, and he duly acknowledged to me that he executed the same.

Rosaria Peplow

Notary Public

ROSARIA PELOW NO. 4850895
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ULSTER COUNTY
COMMISSION EXPIRES JAN. 27, 1998

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

On this 8th day of May, 1996 , before me, the subscriber, personally appeared LEWIS C. DI STASI, JR. to me personally known and known to me to be the same person described in and who executed the within Instrument, and he duly acknowledged to me that he executed the same.

Sally S. Cappillino

Notary Public

CONSENT

SALLY S. CAPPILLINO
Notary Public in the State of New York
Resident in and for Ulster County
Commission Expires 11/30/97

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

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