

**CHEMUNG COUNTY PROPERTY DEVELOPMENT CORPORATION  
OFFICER'S CERTIFICATE**

The undersigned, JOSEPH E. SARTORI, III, being the Treasurer of CHEMUNG COUNTY PROPERTY DEVELOPMENT CORPORATION, a not-for-profit corporation organized under the laws of the State of New York (the "Corporation"), does hereby certify as follows:

- (a) I am the duly elected Treasurer of the Corporation as of March 24, 2017.
- (b) Attached hereto are true and complete copies of the Articles of Incorporation and By Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of December 7, 2017.

  
\_\_\_\_\_  
JOSEPH E. SARTORI, III  
Treasurer

FILING RECEIPT

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ENTITY NAME: CHEMUNG COUNTY PROPERTY DEVELOPMENT CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PROCESS PROVISIONS

COUNTY: CHEM

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FILED:07/05/2017 DURATION:\*\*\*\*\* CASH#:170705000217 FILM #:170705000209

FILER:

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BRYAN J. MAGGS, ESQ.  
CHEMUNG COUNTY LAW DEPARTMENT  
P.O. BOX 588  
ELMIRA, NY 14902-0588

ADDRESS FOR PROCESS:

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THE CORPORATION  
400 EAST CHURCH STREET  
ELMIRA, NY 14901

REGISTERED AGENT:



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

SERVICE CODE: 00

FEEs                    30.00  
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FILING                  30.00  
TAX                     0.00  
CERT                    0.00  
COPIES                  0.00  
HANDLING               0.00

PAYMENTS              30.00  
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CASH                    0.00  
CHECK                   30.00  
CHARGE                  0.00  
DRAWDOWN               0.00  
OPAL                    0.00  
REFUND                  0.00



**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF**

**CHEMUNG COUNTY PROPERTY DEVELOPMENT CORPORATION**

*(Name of Domestic Corporation)*

Under Section 803 of the Not-for-Profit Corporation Law

**FIRST:** The name of the corporation is:

Chemung County Property Development Corporation

If the name of the corporation has been changed, the name under which it was formed is:

**SECOND:** The certificate of incorporation was filed by the Department of State on:

December 2, 2016

**THIRD:** The law the corporation was formed under is:

Section 402 of the NYS Not-for-Profit Corporation Law

**FOURTH:** The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph Article VII of the Certificate of Incorporation regarding  
dissolution of the organization

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is hereby [*check the appropriate box*]  added  amended to read in its entirety as follows:

The period of the corporation's duration is perpetual. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Paragraph Article X of the Certificate of Incorporation regarding

IRS Section 501(c)(3) requirements

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is hereby [*check the appropriate box*]  added  amended to read in its entirety as follows:

The said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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*(Remove this page if not needed)*


SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is:

Chemung County Property Development Corporation  
400 East Church Street  
Elmira, NY 14901

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SEVENTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- a vote of a majority of the members at a meeting.
- the unanimous written consent of the members entitled to vote thereon.
- a vote of a majority of the entire board of directors. The corporation has no members.

X  \_\_\_\_\_  
*(Signature)*

Director \_\_\_\_\_  
*(Capacity of Signer)*

Joseph E. Sartori, III  
\_\_\_\_\_  
*(Print or Type Signer's Name)*

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
CHEMUNG COUNTY PROPERTY DEVELOPMENT CORPORATION

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*(Name of Domestic Corporation)*

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Bryan J. Maggs, Esq.

Address Chemung County Law Department, P.O. Box 588

City, State and Zip Code Elmira, NY 14902-0588

**NOTES:**

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at [www.dos.ny.gov](http://www.dos.ny.gov).
2. The certificate must be submitted with a \$30 filing fee.
3. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
4. The Department of State recommends that all documents be prepared under the guidance of an attorney.
5. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

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*For Office Use Only*

AMENDED  
CERTIFICATE OF INCORPORATION  
OF  
CHEMUNG COUNTY PROPERTY DEVELOPMENT CORPORATION  
Under Section 402 of the Not-For-Profit Corporation Law

The undersigned persons(s) acting as incorporator(s) of a corporation under Section 402 of the N.Y. Not-for-Profit Corporation Law, adopt the following Certificate of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Chemung County Property Development Corporation.

ARTICLE II

The corporation is a corporation as defined in Section 102(a)(5) of the New York Not-for-Profit Corporation Law.

ARTICLE III

The purposes for which the Corporation is to be formed and operated are exclusively for charitable purposes as a land bank, to combat community deterioration by facilitating the return of vacant, abandoned, and tax-delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties, and lessen the burden of government and act in the public interest. In furtherance of said purposes, the Corporation's powers shall include all powers and duties granted to land bank corporations as set forth in Article 16 of the Not-for-Profit Corporation Law of the State of New York, as it may be amended from time to time, which powers are incorporated herein by reference as if fully stated herein, and shall also include:

- (a) 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.
- (b) 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 pursuant to the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes of the Corporation.

The Corporation's public objective and mission, which the Corporation's purpose will achieve, includes the lessening of the burdens of government by undertaking, promoting, and facilitating the return of vacant, abandoned, and tax delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties and to combat community deterioration in the County of Chemung, that will include real estate development and



management, real estate project finance, and other community-based economic and human services development activities permissible under the Not-for-Profit Corporation Law. The Corporation may contract with other foreclosing governmental units within the County of Chemung to achieve these purposes on terms agreeable to the Corporation.

#### ARTICLE IV

The Corporation will be a corporation as defined in Section 201 of the Not-for-Profit Corporation Law, and, as provided in Section 1603(f) of the Not-for-Profit Corporation Law, will be a charitable corporation.

#### ARTICLE V

The office of this corporation is to be located in the County of Chemung and State of New York.

#### ARTICLE VI

The Names and Addresses of the initial Directors of the Corporation are:

Name: Joseph E. Sartori, III,  
Address: 807 Euclid Avenue, Elmira, NY 14905

Name: Dawn Burlew  
Address: 150 Bert Little Road, Lowman, NY 14861

Name: L. Thomas Sweet  
Address: 807 Center Street, Horseheads, NY 14845

Name: Jennifer Miller  
Address: 974 Lincoln Street, Elmira, NY 14901

Name: Randy Olthof  
Address: 832 West First Street, Elmira, NY 14905

#### ARTICLE VII

The period of the corporation's duration is perpetual. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VIII

The Secretary of State is designated as the agent of the corporation upon whom service of process against the corporation may be made. The post office address to which the Secretary of State shall mail a copy of any process against the corporation is:

Chemung County Property Development Corporation  
400 East Church Street  
Elmira, New York 14901

## ARTICLE IX

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual.

## ARTICLE X

The said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Incorporator Name: Bryan J. Maggs, Esq., Chemung County Attorney  
Address: 203 Lake Street, P.O. Box 588, Elmira, NY 14902

Signature:

