

A RESOLUTION OF THE BOARD OF DIRECTORS OF ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION RATIFYING THE CERTIFICATE OF INCORPORATION, ADOPTING THE BYLAWS AND AUTHORIZING AN APPLICATION FOR TAX EXEMPT STATUS

RESOLUTION NO. CDC-10-05-01

May 12, 2010

WHEREAS, a Certificate of Incorporation has been filed with the New York State Secretary of State which established the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “CDC”), and

WHEREAS, the Certificate of Incorporation established the CDC Board of Directors, specified its corporate purposes and authorized the CDC to engage in qualified activities under Internal Revenue Code Sections 501(c)(3) or 501(c)(4), and

WHEREAS, the Certificate of Incorporation and proposed bylaws have been presented to the CDC Board of Directors (the “Board”), and

WHEREAS, it is necessary to ratify the filing of the Certificate of Incorporation by the Incorporator adopt the bylaws and to authorize the filing of an application for the applicable tax exempt status under the Internal Revenue Code.

IT IS THEREFORE

RESOLVED, that the terms of the Certificate of Incorporation and the filing thereof by the Incorporator are hereby approved and ratified, and it is further

RESOLVED, that the Bylaws of the CDC as presented to the Board are hereby adopted, and it is further

RESOLVED, that the filing of an application with the Internal Revenue Service for tax exempt status under Internal Revenue Code Section 501(c)(3) or 501(c)(4), as determined by the CDC’s legal counsel, is hereby authorized.

This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

MEMBER	AYE	NAY	ABSTAIN	ABSENT
Lynn Blevins	X			
Mark C. Hall	X			
Ernest LaBaff	X			
Andrew J. McMahon	X			
Brian W. Staples	X			
R. Joseph Weekes, Jr.	X			

The resolution was thereupon declared duly adopted.

SECRETARY’S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) ss.:

I, the undersigned Secretary of the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “CDC”), DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the CDC, including the resolution contained therein, held on May 12, 2010 with the original thereof on file in my office, and that the same is a true and correct copy of the said original and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that (A) all Directors of said CDC had due notice of said meeting; (B) that the meeting was in all respects duly held; and (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with the Open Meetings Law.

I FURTHER CERTIFY, that there was a quorum of the Directors of the CDC present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed, rescinded or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said CDC this 12th day of May, 2010.

/s/
Lynn Blevins, Secretary

[SEAL]