



**Division of Corporations,
State Records and
Uniform Commercial Code**

New York State
Department of State
**DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE**
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

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

TIOGA 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:

Tioga 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:

March 17, 2017

THIRD: The law the corporation was formed under is:

Article 16 of the Not-For-Profit Corporation Law of the State of New York

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 THIRD of the Certificate of Incorporation regarding
the corporation's purposes

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

"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 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, including, but not limited to, by the provision and fostering of housing for persons and families of low and moderate income, 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 and pursuant to the laws of the State of New York for the purposes of accomplishing any of the foregoing purposes of the Corporation.

Paragraph **FOURTH** of the Certificate of Incorporation regarding

the corporation's public objective and mission

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

FOURTH: 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 Tioga County, New York, 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, including, but not limited to, the provision and fostering of housing for persons and families of low and moderate income.

(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:

Tioga County Property Development Corporation
56 Main Street
Suite 203
Owego, New York 13827

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

Martha Sauerbrey
(Signature)

Chair, Tioga County
Property Development Corp.
(Capacity of Signer)

Martha C. Sauerbrey
(Print or Type Signer's Name)

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

TIOGA COUNTY PROPERTY DEVELOPMENT CORPORATION

(Name of Domestic Corporation)

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

Filer's Name Joseph B. Meagher, Esq.

Address 1201 Monroe Street, P.O. Box 329

City, State and Zip Code Endicott, New York 13761-0329

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.
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.**

For Office Use Only

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CERTIFICATE OF INCORPORATION
OF
TIOGA COUNTY PROPERTY DEVELOPMENT CORPORATION

A Not-For-Profit Land Bank Corporation
under Article 16 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 land bank corporation pursuant to Article 16 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 Tioga County Property 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 1603(f) 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 a public instrumentality of and supporting organization for, but separate and apart from Tioga County, New York (the "County").

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 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 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 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 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 Tioga County, New York, 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.

FIFTH: The operations of the Corporation will be principally conducted within the territory of Tioga County.

SIXTH: (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;

(b) The property of the Corporation is irrevocably dedicated to charitable purposes.

SEVENTH: (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.

EIGHTH: 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 County as set forth in Section 1613 of the Not-for-Profit Corporation Law.

NINTH: The office of the Corporation shall be located in the County of Tioga, New York.

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

ELEVENTH: The Corporation shall be initially managed by seven directors, who shall be appointed by the Chair of the Tioga County Legislature, subject to confirmation by the Tioga County Legislature. All Directors must either be a resident of or employed in Tioga County. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Members, and shall be in accordance with Article 16 of the Not-For-Profit Corporation Law of the State of New York.

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

<u>Name</u>	<u>Position</u>	<u>Address</u>
Martha C. Saucrbrey	Chair of the Legislature	56 Main Street Owego, NY 13827
Dale N. Weston	Chairman of the TCED&P Committee	56 Main Street Owego, NY 13827
Steve May	Mayor, Village of Owego Municipal Representative	178 Main Street Owego, NY 13827
Chris Brewster	Trustee, Village of Waverly Municipal Representative	32 Ithaca Street Waverly, NY 14892
Lewis Zorn	Supervisor, Town of Tioga Municipal Representative	54 Fifth Avenue Barton, NY 13734
Stuart Yetter	Supervisor, Town of Newark Valley Municipal Representative	109 Whig Street Newark Valley, NY 13811
Ralph Kelsey	Board Member, Tioga County Industrial Development Agency	56 Main Street Owego, NY 13827

THIRTEENTH: The duration of the Tioga County Property Development 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 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 process against the Corporation served upon him is as follows: Tioga County Department of Law, 56 Main Street, Suite 204, Owego, NY 13827.

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 all Members of the Corporation, 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 voting 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.

IN WITNESS WHEREOF, this certificate has been subscribed this 24th day February of 2017.



Incorporator

Martha C. Sauerbrey

Chair of the Tioga County Legislature

56 Main Street

Owego, NY 13827

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CERTIFICATE OF INCORPORATION
OF

TIOGA COUNTY PROPERTY DEVELOPMENT CORPORATION

Under Section ⁶⁰³ ^(Corporation Name) of the Not-for-Profit Corporation Law

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FILED

Filer's Name: Gary H. Collison

Mailing Address: 1000 7th North Street, Suite B10

City: Liverpool State: NY Zip Code: 13088

NOTES:

1. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
2. This form is designated to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions.
3. The Division recommends that this legal document be prepared under the guidance of an attorney.
4. The Division does not provide legal, accounting or tax advice.
5. This certificate must be submitted with a \$75 filing fee made payable to the Department of State.

For DOS use only

STATE OF NEW YORK
DEPARTMENT OF STATE

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