

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of THE TOWN OF BABYLON L.D. CORPORATION II was filed on 08/19/1988, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of November
two thousand and thirteen.*

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on November 18, 2013.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF INCORPORATION

of

THE TOWN OF BABYLON L. D. CORPORATION II.

Under Section 1411 of the Not-for-Profit Corporation Law

We, the undersigned, desiring to associate ourselves together to form a local development corporation, to hereby certify:

FIRST: The name of the proposed corporation shall be THE TOWN OF BABYLON L. D. CORPORATION II.

SECOND: Said corporation shall be formed exclusively for the purposes set forth in section 1411 of the Not-for-Profit Corporation Law and remain a corporation as defined in Section 102 (a) (5) of the said law, and not be for pecuniary profit or financial gain. Such purposes are mandatory and exclusive upon this corporation pursuant to said Section 1411. Those purposes are: to relieve and reduce unemployment, to maintain job opportunities and to better said job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding the community of geographical area by attracting industry to the community or area, or by encouraging the development of or retention of an industry in the community area and to lessen the burden of government and to act in the public interest. This local development corporation is a Type "C" corporation under Section 201 of the Not-for-Profit Corporation Law. And the public objective of each and every of the purposes enumerated above is to promote the general and public welfare of the townspeople.

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The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served.

THIRD: The Post Office Address to which the Secretary shall mail a copy of any process against the Corporation served him is The Town of Babylon ^{L. D.} Local Development Corporation II, 400 West Main Street, Babylon, New York 11702.

FOURTH: In furtherance of the purposes set forth herein and not for any other purpose, the corporation shall have the powers set forth and enumerated in Sections 202 and 1411 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

FIFTH: 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.

SIXTH: 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 of private person, corporate or individual, or any other private interest. The corporation may pay the principal of and interest on any loan or advance to the corporation by whomsoever made, and repay contributions (other than dues) made to it, only if and to the extent that any such contributions may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1954.

No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or investing in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or

division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature (including the payment of loans and contributions the payment of which has been authorized in this certificate of incorporation), shall be distributed to the Town of Babylon, for furtherance of the purposes set forth in paragraph SECOND of this certificate of incorporation.

The corporation shall distribute its income for each year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not: (a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investment in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 (d) of the Code.

SEVENTH: If the corporation accepts a mortgage loan from New York Job Development Authority, the corporation shall be dissolved in accordance with the provisions of Section 1411 (g) of the Not-for-Profit Corporation Law upon the repayment or discharge of the loan in full.

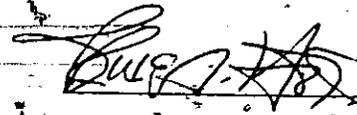
NINTH: The office of the corporation is to be located in the County of Suffolk, State of New York.

TENTH: The incorporators of the corporation shall be the directors until the first annual meeting. The number of directors of the corporation shall be not less than three nor more than ten (10). The names and residences of the directors until the first annual meeting are:

<u>Names</u>	<u>Residences</u>
Bruce A. Hoyt	4 46 Perrydale Court Babylon, NY 11702
Jon J. Mason	44 Douglas Avenue Babylon, NY 11702
Peter J. DeNigris	124 Paumanake Avenue Babylon, NY 11702
Russell Middleton	50 Paumanake Avenue Babylon, NY 11702
Charles W. Burger	8 Ocean Walk West Gilgo Beach, NY 11702
James Manfre	15 Henry Avenue North Babylon, NY 11704
Dr. Warren St. James	32 Offaly Street Amityville, NY 11701

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate
this 19 day of July, 1988.

Name Bruce A. Hoyt
Address 46 Perrydale Court
Babylon, NY 11702



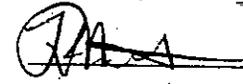
Name Jon J. Mason
Address 44 Douglas Avenue
Babylon, NY 11702



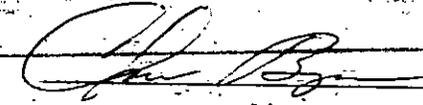
Name Peter J. DeNigris
Address 124 Paumanake Ave
Babylon, NY 11702



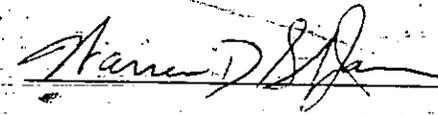
Name Russell Middleton
Address 50 Paumanake Ave
Babylon, NY 11702



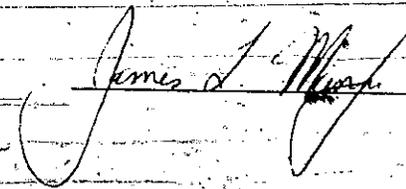
Name Charles Bunger
Address 8 Ocean Walk
West Gilgo Beach, NY 11702



Name Dr. Warren St. James
Address 32 Offaly Street
Amityville, NY 11701



Name James Manfre
Address 15 Henry Ave
North Babylon, NY 11702

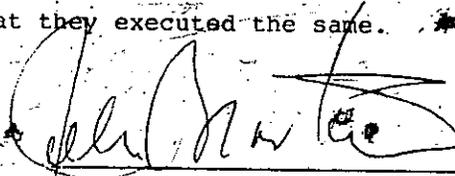


STATE OF NEW YORK)

SS:

COUNTY OF SUFFOLK)

On this 19th day of July, 1988, before me
personally, came BRUCE HOYT, JON MASON, PETER DENIGRIS,
RUSSELL MIDDLETON, CHARLES BUNGER, DR. WARREN ST. JAMES, and
JAMES MANERE, to me known to be the persons described in and
who executed the foregoing Certificate, and they severally
duly acknowledged to me that they executed the same.

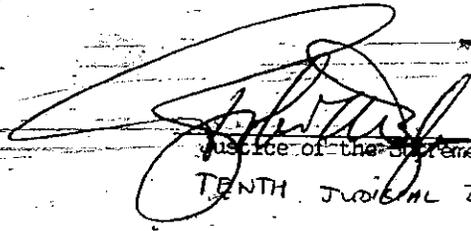


JOHN BRASLOW
Notary Public, State of New York
No. 52-0395015
Qualified in Suffolk County
Term Expires

10/31/89

I, Robert Doyle, a Justice of the Supreme Court of the State of New York, ten Judicial District, do hereby approve the foregoing Certificate of Incorporation of The Town of Babylon L. D. Corporation II and consent that the same be filed.

Dated: August 1988
RIVERHEAD, New York



Justice of the Supreme Court
TENTH JUDICIAL DISTRICT

(L)

July 27, 1988

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE.

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by Howard Holt
HOWARD HOLT
Associate Attorney

