

**ARTICLES OF INCORPORATION  
O F T H E  
GREATER MOHAWK VALLEY LAND BANK 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 Greater Mohawk Valley Land Bank 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 Type C 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 the Members.

**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; to lessen the burden of government; and to 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 to 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 the Greater Mohawk Valley, New York, that will include real estate development and management, deconstruction and salvaging of building materials, 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 the Corporation Members, each of which is a Foreclosing Governmental Unit (hereinafter "FGU").

SIXTH: (a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent 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, nor 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 FGUs 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 Herkimer, New York.

TENTH: Members of the Corporation shall be referred to herein, and in the Intermunicipal Agreement, as Corporation Members. The types or classes of Membership in the Corporation and the number of Corporation Members shall be described in the Intermunicipal Agreement, and the initial Corporation Members shall be identified in the Intermunicipal Agreement.

ELEVENTH: The Corporation shall be initially managed by nine directors, hereinafter referred to as Corporation Directors, and collectively as the Board of Directors, and who shall be appointed as provided in the Intermunicipal Agreement, as may be amended from time to time. Each Corporation Director must be a resident of the county or city FGU which is appointing him/her. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Corporation Directors, 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 Corporation Directors will be as follows:

- (a) Appointed by the Chairman of the Legislature, confirmed by the Herkimer County Legislature:  
Ray Johnson (County Legislator), and  
Kurt Ackerman (County Legislator);  
109 Mary Street, Suite 1310, Herkimer, NY 13350
- (b) Appointed by the County Executive of Montgomery County:  
Karl Gustafson (Office of the Executive);  
20 Park Street, PO Box 1500, Fonda, New York 12068
- (c) Appointed by the Chairman of the Board of Representatives of Otsego County, confirmed by Resolution of the Board:  
Margaret M. Kennedy (County Representative), and  
Craig Gelbsman (County Representative);  
197 Main Street, Cooperstown, NY 13326
- (d) Appointed by Chairman of the Board of Supervisors, confirmed by Resolution of the Board of Schoharie County:  
Steven Wilson (County Administrator);  
284 Main Street, PO Box 429, Schoharie, NY 12157
- (e) Appointed by the Mayor of the City of Rome:  
Mark Domenico (Chief Code Enforcement Officer);  
198 N Washington Street, Rome, NY 13440
- (f) Appointed by the Mayor of the City of Utica:  
Brian Thomas (Commissioner, Urban & Economic Development);  
1 Kennedy Plaza, Utica, New York 13502
- (g) Appointed by the Common Council of the City of Utica:  
Joseph A. Marino (Chair, Economic Development Committee);  
1 Kennedy Plaza, Utica, New York 13502

THIRTEENTH: The duration of the Corporation shall be perpetual.

FOURTEENTH: The Corporation shall indemnify each Corporation Member, each Corporation 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/her is as follows: Greater Mohawk Valley Land Bank, Mohawk Valley Economic Development District, 26 West Main St., PO Box 69, Mohawk NY 13407-0069.

SIXTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by a majority of the voting Corporation Directors.

SEVENTEENTH: The Corporation will not do any of the following:

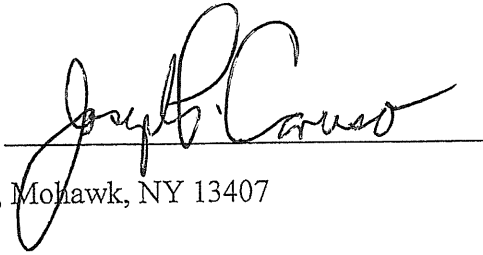
(a) Without the affirmative vote of all Corporation Members, increase the number of Corporation Members..

(b) Without the affirmative vote of two-thirds of the voting Corporation Directors, (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 Corporation Directors, merge or consolidate with any other corporation, company or entity or, except to the extent contemplated above, 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 14<sup>th</sup>  
day of October, 2016.

Joseph P. Caruso, MVEDD, Incorporator:

A handwritten signature in cursive script, reading "Joseph P. Caruso", written over a horizontal line.

Address: 26 West Main Street, PO Box 69, Mohawk, NY 13407

CERTIFICATE OF INCORPORATION

O F T H E

GREATER MOHAWK VALLEY LAND BANK CORPORATION

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

Filed by: