

State of New York }
Department of State } ss:

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 seal of the Department of State on **September 13, 2006**



A handwritten signature in black ink, appearing to read "Neil A. ...", is written over the seal area.

Special Deputy Secretary of State

F 060829000079

RESTATED CERTIFICATE OF INCORPORATION

59677

OF

WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION

Under Section 805 of the New York Not-for-Profit Corporation Law

I, the undersigned, being the President of WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION, (hereinafter the "Corporation") do hereby certify:

1. The name of the Corporation is WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION.
2. The Corporation's Certificate of Incorporation was filed by the New York State Department of State on October 5, 2005.
3. The Certificate of Incorporation of the Corporation is amended to effect the following amendments authorized by the Not-For-Profit-Corporation Law (the "N-PCL"):

a. To amend Paragraph **THIRD** relating to the purposes of the Corporation, to read in its entirety:

"**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 support and further the activities of the Agency by relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, and lessening the burden of government and acting in the public interest."

b. To amend Paragraph **FOURTH** relating to the public objective of the Corporation, to read in its entirety:

"**FOURTH:** The Corporation's public objective, which the Corporation's purpose will achieve, includes the lessening of the burdens of government and promoting social welfare in Wayne County and surrounding areas."

c. To amend Paragraph **SIXTH** relating to use of funds, limitations of activities of the Corporation and dissolution provisions, to read in its entirety:

"**SIXTH:** (a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority. No part of the net earnings of the Corporation shall inure to the benefit of any director, or officer of the Corporation or any private individual, except (i) that reasonable compensation may be paid for services rendered to or for the Corporation; and (ii) except for the repayment

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of loans and contributions (other than dues) to the local development corporation but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(b) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation and shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable and educational purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event that the Corporation accepts a mortgage loan or loans from the 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 repayment or other discharge in full by the Corporation of all such loans.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to the Agency for the purposes set forth above, or to the New York Job Development Authority, as determined by the Corporation or by Order of a Justice of the Supreme Court of the State of New York. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation."

d. To delete the language in Paragraph **SEVENTH** relating to lobbying, political and other prohibited activities.

e. To delete the language in Paragraph **EIGHTH** relating to dissolution of the Corporation.

f. To delete Paragraph **ELEVENTH** relating to the Corporation's Board of Directors.

g. To omit Paragraph **TWELFTH** relating to the Corporation's initial Board of Directors.

h. To delete Paragraph **FOURTEENTH** relating to indemnification of agents.

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- i. To delete Paragraph **SIXTEENTH** relating to amending the Corporation's By-laws.
 - j. To delete Paragraph **SEVENTEENTH** relating to limitations on corporate authority.
4. To renumber the remaining paragraphs accordingly.
 5. The text of the Certificate of Incorporation is hereby restated as amended to read herein set forth in full:

FIRST: The name of the corporation shall be Wayne Industrial Sustainability 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 1411 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 and is at all times separate and apart from the County of Wayne, New York (the "County") and Wayne County Industrial Development Agency (the "Agency").

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 support and further the activities of the Agency by relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, and lessening the burden of government and acting in the public interest.

FOURTH: The Corporation's public objective, which the Corporation's purpose will achieve, includes the lessening of the burdens of government and promoting social welfare in Wayne County and surrounding areas.

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

SIXTH: (a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority. No part of the net earnings of the Corporation shall inure to the benefit of any director, or officer of the Corporation or any private individual, except (i) that reasonable compensation may be paid for services rendered to or for the Corporation; and (ii) except for the repayment of loans and contributions (other than dues) to the local development corporation but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

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(b) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation and shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable and educational purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event that the Corporation accepts a mortgage loan or loans from the 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 repayment or other discharge in full by the Corporation of all such loans.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to the Agency for the purposes set forth above, or to the New York Job Development Authority, as determined by the Corporation or by Order of a Justice of the Supreme Court of the State of New York. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation."

SEVENTH: The office of the Corporation shall be located in the County of Wayne in the State of New York and such office shall be functionally separate from those of any member of the County or its affiliated entities (the County and its affiliated entities other than the Corporation being referred to in this Certificate of Incorporation as the "County Group" (although such office may be in a facility leased from a member of the County Group on arms-length terms). The Corporation at all times shall:

- (a) maintain separate accounting records and other corporate records from those of each member of the County Group;
- (b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of any member of the County Group;
- (c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of any member of the County Group;
- (d) maintain its own deposit account or accounts, separate from those of any member of the County Group, with commercial banking institutions and/or trust companies;

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- (e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such persons for whose benefit the goods and services are provided, and the Corporation and each such person shall bear its fair share of such costs;
- (f) conduct its business in its own name and conduct all material transactions between the Corporation and any member of the County Group only on an arm's-length basis;
- (g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special members' and directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records, and accounts, including, but not limited to, inter-company transaction accounts. Regular members' and directors' meetings shall be held at least annually;
- (h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision also may be an employee, officer or director of a member of the County Group);
- (i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery;
- (j) other than as expressly provided herein, pay all expenses, indebtedness and other obligations incurred by it;
- (k) not enter into any guaranty, or otherwise become liable, with respect to any obligation of any member of the County Group;
- (l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for any member of the County Group; and
- (m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein.

EIGHTH: The types or classes, the rights and powers of Membership in the Corporation and the number of Members of the Corporation shall be described in the By-laws.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: 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: 16 William Street, Lyons, New York 14489.

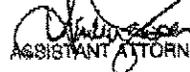
6. The amendments and restatement of this Certificate of Incorporation of the Corporation were authorized by the Board of Directors and by the Members of the Corporation at a meeting duly held on Feb. 27, 2006.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate and hereby affirms it as true under penalties of perjury this 27th day of February, 2006.



Name: David Spickerman
Title: President

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPOINTMENT
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS FOR THE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 30 DAYS OF THE DATE OF THIS ORDER.

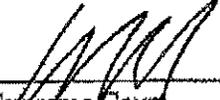
 6-15-06
ASSISTANT ATTORNEY GENERAL Date

2006 JUN 30 AM 10:44
JUDICIAL AND COUNTY COURTS

The undersigned, a Justice of the Supreme Court of the State of New York for the Seventh Judicial District, in which the office of the Corporation is located, hereby approves the foregoing Restated Certificate of Incorporation of Wayne Industrial Sustainability Development Corporation and consents that the same be filed.

Dated: _____, 2006

8-2



Justice, Supreme Court
STEPHEN R. SIRKIN

2006 JUN 30 AM 10:44
LIBERTY COUNTY COURTS



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ELIOT SPITZER
Attorney General

REGIONAL OFFICE DIVISION
Rochester Regional Office

June 15, 2006

Elizabeth M. Howse, Paralegal
Nixon Peabody LLP
P.O. Box 31051
Clinton Square
Rochester, New York 14603-1051

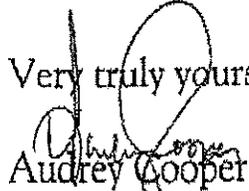
Re: Wayne Industrial Sustainability Development Corporation
Certificate of Amendment

Dear Liz:

The Attorney General has no objection to the filing of the proposed certificate of amendment with the Secretary of State, and will not appear at time of application.

Please provide a copy of the filing receipt so I may close the Attorney General's file on the matter.

Very truly yours,


Audrey Cooper
Assistant Attorney General

AFFIDAVIT

59677

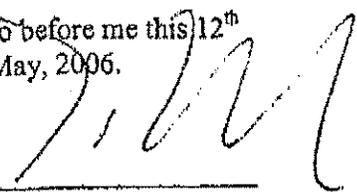
STATE OF NEW YORK)
COUNTY OF WAYNE) ss:

Margaret Churchill, being duly sworn deposes and says:

1. I am the Executive Director of the Wayne Industrial Sustainability Development Corporation (the "Corporation"), a New York not-for-profit corporation incorporated in 2005.
2. The Corporation is in the process of amending its Certificate of Incorporation to change its purposes.
3. The Corporation agrees to use its current assets for its current purposes and activities. Future assets will be used for purposes and activities as stated in the Corporation's Amended and Restated Certificate of Incorporation.

Margaret Churchill
 Name: Margaret Churchill
 Title: Executive Director

Sworn to before me this 12th
 day of May, 2006.



Notary Public

JOHN F. MORELL
 Notary Public State Of New York
 Qualified In Wayne County
 Commission Expires March 10, 2007

2006 JUN 30 AM 10:44
 SUPREME AND COUNTY COURTS
 WAYNE COUNTY

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing of the annexed restatement of certificate of incorporation

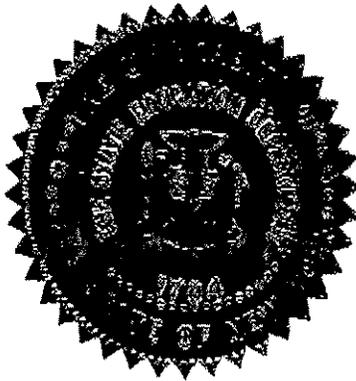
of Wayne Industrial Sustainability Development Corporation

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.



RICHARD P. MILLS
Commissioner of Education

By:

Howard S. Boyer
Howard S. Boyer

Commissioner's authorized designee

8/25/06
Date

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE STATE EDUCATION DEPARTMENT.

F 060829000079

RESTATED CERTIFICATE OF INCORPORATION

59677

OF

WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION

Under Section 805 of the Not-For-Profit Corporation Law

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

AUG 29 2006

FILED

TAX S

BY:

MMR

Wayne

mb.

2006 JUN 30 AM 10:43
UPPER MERSENER COUNTY COURTS

LCS
DRAWDOWN - #AL

FILED BY:

Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14603

Customer Ref. # 11197

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