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**CERTIFICATE OF INCORPORATION**

**OF**

**NEW YORK CENTER FOR RESEARCH, ECONOMIC ADVANCEMENT,  
TECHNOLOGY, ENGINEERING AND SCIENCE CORP.**

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a not-for-profit corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies:

1. The name of the corporation is New York Center for Research, Economic Advancement, Technology, Engineering and Science Corp.
2. The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.
3. The purposes for which the corporation is being formed and will be operated are for the exclusively charitable or public purposes of advancing scientific research, education and economic development within the State of New York. Specifically, the purpose of the corporation is to facilitate the attraction and expansion of innovative research and development projects and facilities, and to develop strategic assets that support the growth of high technology companies throughout the State in cooperation with the State University of New York and the New York State Urban Development Corporation d/b/a Empire State Development.
4. The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.
5. Nothing contained herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a)-(v) of the Not-for-Profit Corporation Law.
6. Nothing contained herein shall authorize this corporation to operate a school, a college, a university or other entity providing post-secondary education, a library, or a museum or historical society.
7. In furtherance of its corporate purposes, the corporation shall have the power to solicit and receive grants, gifts, and contributions from public and private sources, together with all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law.
8. The corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

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9. Notwithstanding any other provision contained herein, the corporation is organized and operates exclusively for charitable, educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization to which contributions are deductible under Section 170(c)(2) of said Code.

10. No part of the net earnings of the corporation shall inure to the benefit of any non-charitable member, trustee, director or officer of the corporation or any other private person (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no non-charitable member, trustee, director or officer of the corporation or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

11. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

12. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to one or more organizations that are organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the approval of the Attorney General of the State of New York or a Justice of the Supreme Court of the State of New York.

13. In any taxable year in which the corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall:

a. not engage in any act of self-dealing that is subject to tax under Section 4941 of said Code;

b. distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under Section 4942 of said Code;

c. not retain any excess business holdings in such manner as to subject the corporation to tax under Section 4943 of said Code;

d. not make any investments in such a manner as to subject the corporation to tax under Section 4944 of said Code; and

e. not make any expenditures that are subject to tax under Section 4945 of said Code.

14. The principal office of the corporation is to be located in the County of Albany, State of New York.

15. The types or classes of membership in the corporation and the number of members of the corporation shall be described in the corporation's bylaws.

16. The corporation shall be managed by a board of directors consisting of not less than three (3) persons. Subject to such limitation, the number shall be fixed by the bylaws of the corporation pursuant to Section 702 of the Not-for-Profit Corporation Law. The names and addresses of the initial directors are:

| <u>Name</u>      | <u>Address</u>                              |
|------------------|---------------------------------------------|
| Robert J. Ryan   | 677 Broadway Suite 1101<br>Albany, NY 12207 |
| Shawn M. Griffin | 99 Garnsey Road<br>Pittsford, NY 14534      |
| Julie Marshall   | 677 Broadway Suite 1101<br>Albany, NY 12207 |

17. The directors of the corporation shall not be personally liable to the corporation for monetary damages because of their breach of duty as directors unless such liability is based upon a judgment or other final adjudication adverse to the director which establishes, (i) that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of the law, (ii) that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or (iii) that the director's acts violated Section 719 of the New York Not-for-Profit Corporation Law. If the New York Not-for-Profit Corporation Law is amended to authorize the further elimination or limitation of liability of directors, the liability of a director of the corporation, in addition to the limitation on personal liability established by this certificate, shall be further limited to the fullest extent permitted by the amended New York Not-for-Profit Corporation Law.

18. The duration of the corporation shall be perpetual.

19. The Secretary of State is hereby designated as the 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 that may be served upon the Secretary is as follows: Attn. Counsel, 257 Fuller Road, Albany, New York 12203.

IN WITNESS WHEREOF, the subscriber has signed this Certificate of Incorporation this  
8th day of May, 2018.

/s/ Carla J. Penazek  
Carla J. Penazek, Incorporator  
Harris Beach PLLC  
99 Garnsey Road  
Pittsford, New York 14534