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May 21, 1998

VIA CERTIFIED MAIL

COPY

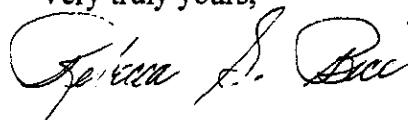
Ms. Victoria Simpson  
Secretary  
Bethel Local Development Corporation  
Route 55  
Post Office Box 300  
White Lake, New York 12786-0300

RE: *Bethel Local Development Corporation  
Certificate of Incorporation*

Dear Vicki:

Enclosed please find the certified copy of the Certificate of Incorporation for the Bethel Local Development Corporation which was filed May 8, 1998.

Very truly yours,



Rebecca S. Bice

*For Robert S. McEwan, Jr.*

Enclosure

COPY

*State of New York* }  
*Department of State* } <sup>ss:</sup>

*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*

**MAY 12 1998**



A handwritten signature in cursive script, appearing to read "J. Leub", followed by a horizontal line.

*Special Deputy Secretary of State*

FILING RECEIPT

F980508000706

ENTITY NAME : REHEL LOCAL DEVELOPMENT CORPORATION

DOCUMENT TYPE : NAME RESERVATION (NEW) (DOM. NFP)

SERVICE COMPANY : NATIONWIDE INFORMATION SERVICES, INC.

SERVICE CODE : 27

APPLICANT NAME : SHIRLEY PHILLIPS

FILED: 03/05/1998 DURATION: 07/06/1998 CASH #: 980505000688 FILE #: 980505000688

ADDRESS FOR PROCESS  
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REGISTERED AGENT  
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\* SUBMIT RECEIPT WHEN FILING CERTIFICATE \*\*

FILER	FEES		PAYMENTS	
-----	-----	35.00	-----	35.00
GINA CARNEY	FILING :	10.00	CASH :	0.00
52 JAMES STREET	TAX :	0.00	CHECK :	0.00
ALBANY, NY 12207	CERT :	0.00	BILLED:	35.00
	COPIES :	0.00		
	HANDLING:	25.00	REFUND:	0.00
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**CERTIFICATE OF INCORPORATION**  
**OF**  
**BETHEL LOCAL DEVELOPMENT CORPORATION**

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

The undersigned, for the purpose of forming a local development corporation under Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies that:

1. The name of the Corporation is Bethel Local Development Corporation.
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is not formed, conducted or operated for purposes of pecuniary profit or financial gain. The Corporation is a Type C Corporation under Section 201 of the Not-For-Profit Corporation Law.
3. The purpose for which the Corporation is to be formed is to lessen the burdens of government in the following manner:
  - (a) the Corporation shall be operated exclusively for the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, and bettering and maintaining job opportunities within the Town of Bethel thereby benefiting its residents, carrying on research for the purpose of aiding the Town and surrounding area by attracting new industry to the community or by encouraging the development or retention of an industry in the community, and acting in the public interest, including developing and promoting musical concerts, festivals, performances and other cultural events within the Town of Bethel ("Events"), including but not limited to, the establishment, equipment and maintenance of facilities for Events, the stimulation of public interest in Events, and the raising of funds to support the staging of Events; and
  - (b) the payment at least annually to the Town of moneys not required by the Corporation for the costs and expenses associated with the exercise of its powers and the accomplishment of any of its purposes; and
  - (c) in general, the performance of any and all acts and things, and in exercise of 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 New York for the purpose of accomplishing any of the purposes of the Corporation.

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4. It is determined and declared that the Corporation in carrying out its lawful purposes and in exercising its lawful powers will be performing an essential government function.

5. The operations of the Corporation will be conducted principally within the territory of the Town of Bethel.

6. (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 assets, earnings, or income of the Corporation shall inure to the benefit of or profit of, nor shall any distribution of its property or assets be made to, any member, director or officer of the Corporation, or any private person, corporation or individual, except that compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(b) In addition to those rights granted by the Not-for-Profit Corporation Law, approval and authorization of the Board of the Town of Bethel, as corporate member, shall be a prerequisite to any of the following actions of the Corporation: approval of an annual operating budget; any issuance of obligations by or in the name of the Corporation, the existence of which might materially affect the financial condition of the Corporation; and participation by the Corporation in any lease, mortgage or other obligation of the Corporation of any facilities of the Corporation.

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

(d) 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 Town. Any such assets not so disposed of, shall be distributed pursuant to Section 1008 of the Not-For-Profit Corporation law.

(e) 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 the repayment or other discharge in full by the Corporation of all such loans.

7. The office of the Corporation in the State of New York shall be located in the Town of Bethel, County of Sullivan.

8. The Corporation shall be managed by a Board of Directors consisting of not less than three nor more than seven Directors. The Directors shall be designated and appointed by the Supervisor of the Town. At least a majority of the Directors shall be officials of the Town, each of whom shall serve so long as such Director continues to hold the public office held at the time such person became a Director or in either case until the earlier designation by the Supervisor of the Town of a new Director to serve in

such Director's stead. Directors who are not officials of the Town shall serve for the term of office provided in the by-laws of the Corporation and may be removed by the Board with or without cause. The Directors shall serve without compensation.

9. The names, public office, where appropriate, and addresses of the initial Directors of the Corporation are as follows:

Allan C. Scott	Supervisor, Town of Bethel, Route 55, White Lake, N.Y.
Lynden L. Lilley	Board Member, Town of Bethel, Route 55, White Lake, N.Y.
Robert Blais	Board Member, Town of Bethel, Route 55, White Lake, N.Y.
Victoria Simpson	Board Member, Town of Bethel, Route 55, White Lake, N.Y.
Harold E. Russell, Jr.	Board Member, Town of Bethel, Route 55, White Lake, N.Y.
Frederick W. Michel	15 Michel Road, Swan Lake, N. Y.
Donald Roth	99 Creamery Road, Swan Lake, N.Y.

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**CERTIFICATE OF INCORPORATION**  
**OF**  
**BETHEL LOCAL DEVELOPMENT CORPORATION**

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

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*lcc*

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**  
FILED MAY 08 1998  
TAX \$ \_\_\_\_\_  
BY:           PJC          

*SULLIVAN*

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