

**CERTIFICATE OF INCORPORATION
OF
BROOME COUNTY LAND BANK CORPORATION**

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, for the purpose of forming a local development corporation, hereby certifies that:

1. The name of the Corporation is Broome County Land Bank Corporation
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("N-PCL"). The Corporation is a Type C Corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The Corporation is formed and shall be operated exclusively for the charitable and public purposes of benefiting and furthering the activities of Broome County (the "Municipality"). More specifically, the Corporation shall act as a land bank for the Municipality by conducting activities that will relieve the struggle to cope with vacant, abandoned and tax delinquent properties, to strengthen and revitalize the economy of the County by solving the problems of vacant and abandoned property in a coordinated manner and to foster the development of such property and promote economic growth, the Corporation shall facilitate the return of vacant, abandoned and tax delinquent properties to productive use.

In furtherance of the foregoing purposes, the Corporation shall have all the powers conferred by Article 16 of the N-PCL.

The lawful public or quasi-public objectives which each business purpose will achieve are the following: the acquisition of real property that is tax delinquent, tax foreclosed, vacant, abandoned and the use of tools authorized by Article 16 of N-PCL to eliminate the harm and liabilities caused by such properties.

Nothing herein shall authorize the 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.

Nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees. Nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law. Nothing herein shall authorize the Corporation to provide professional training in the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

4. (a) All income and earnings of such corporation shall be used exclusively for its corporate purposes. 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 that reasonable compensation may be paid, other than to a director, for services rendered to or for the Corporation. 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.

(b) 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 Code. The Corporation 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 public purposes and is intended to qualify as an entity the income of which is excludable under Code Section 115.

(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 Municipality for furtherance of the purposes set forth above or as otherwise provided under Article 16 of the N-PCL.

5. The office of the Corporation in the State of New York shall be located in Broome County.

6. The name and address of the initial directors of the Corporation are

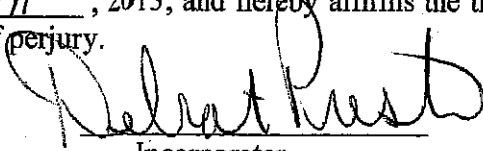
<u>NAME</u>	<u>ADDRESS</u>
Richard D'Attilio	Broome County Industrial Development Agency 60 Hawley St, Binghamton NY 13901
Frank Evangelisti	Broome County Department of Planning and Economic Development 60 Hawley St, Binghamton NY 13901
James Baumgartner	Broome County Office of Energy Development; 60 Hawley St, Binghamton NY 13901
Erik Miller	Southern Tier East Regional Planning and Development Board 49 Court Street, Suite 222, Binghamton, NY 13901
Daniel D. Reynolds	Broome County Legislature 60 Hawley St, 6th Floor Binghamton NY 13901
John Black	Broome County Legislature 60 Hawley St, 6th Floor Binghamton NY 13901
Kevin Keough	Department of Real Property Tax Services 60 Hawley St, 2nd Floor Binghamton NY 13901

The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

Broome County Land Bank Corporation
Broome County Department of Planning & Economic Development
Edwin L. Crawford County Office Building
PO Box 1766
Binghamton, New York, 13902

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this 23 day of April, 2013, and hereby affirms the truth of the statements contained herein under penalty of perjury.

/s/



Incorporator

Debra A. Preston
Edwin L. Crawford County Office Bldg.
PO Box 1766
Binghamton, New York, 13902

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OF

BROOME COUNTY LAND BANK CORPORATION

UNDER SECTION 402 OF THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW

**Filed by: ROBERT G. BEHNKE
Broome County Attorney
Broome County Office Bldg.
PO Box 1766
Binghamton, NY 13902-1766
(607) 778-2117**

New York State Department of Financial Services

I, Gene C. Brooks, First Assistant Counsel for Banking, New York State Department of Financial Services, hereby approve, pursuant to the New York Not-for-Profit Corporation Law Section 301(a)(5)(B), as amended, the use of the word or a derivative of the word "bank" in the name of **BROOME COUNTY LAND BANK CORPORATION**

THE APPROVAL GRANTED HEREIN DOES NOT CONSTITUTE A LICENSE TO ENGAGE IN ANY PARTICULAR ACTIVITY OR INDICATE A DETERMINATION THAT NO SUCH LICENSE IS NECESSARY. IT DOES NOT ITSELF OPERATE TO RESERVE THE NAME WITH THE SECRETARY OF STATE.

In Witness Whereof, I have hereunto set my hand and affixed the official seal of the Department this 25th day of February 2013.


Gene C. Brooks
First Assistant Counsel