

CERTIFICATE OF  
INCORPORATION OF  
BUFFALO ERIE NIAGARA LAND IMPROVEMENT CORPORATION

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

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The undersigned incorporator, being over the age of eighteen years, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of New York, does hereby certify:

1. The name of the Corporation is Buffalo Erie Niagara Land Improvement Corporation.
2. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law.
3. The Corporation shall be a Type C corporation under Sections 201 and 1603 (f) of the Not-for-Profit Corporation Law.
4. The purposes for which the Corporation is formed are exclusively charitable, scientific or educational within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code, as it may be amended from time to time (the "Code"). Subject to that limitation and the limitations stated in subsequent paragraphs of this Certificate, its purposes shall include the following:
  - (a) To confront and alleviate the problems caused by vacant, abandoned, tax-delinquent, and tax foreclosed properties and to turn vacant spaces into vibrant places in Erie County and Western New York.
  - (b) To lessen the burdens on the governments of Erie County and Western New York of acquiring and maintaining vacant, abandoned, tax-delinquent, and tax-foreclosed properties.

(c) To combat community deterioration and urban decay caused by vacant, abandoned, tax-delinquent, and tax foreclosed properties by taking remedial action to eliminate the physical, economic, and social causes of such deterioration.

(d) To serve as a land bank pursuant to Article 16 (the Land Bank Act) of the Not-for-Profit Corporation Law.

(e) To demonstrate the feasibility of a land bank and to encourage both other foreclosing governmental units and non-foreclosing municipalities and school districts to enter into intergovernmental cooperative agreements with the foreclosing governmental units in Erie County and/or the Corporation when they determine it to be in the interest of their residents to do so.

(f) To pursue and to cooperate with and assist other organizations to pursue any one or more of the above-mentioned purposes.

(g) Any other purpose which shall assist the Corporation in the furtherance of the above-stated purposes which can be performed by a corporation as defined by subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law.

5. The lawful public objectives which each purpose of the Corporation will serve are to lessen the burdens of government and combat community deterioration by performing those functions permissible under the New York Land Bank Act.

6. Notwithstanding any other provision of this Certificate, the purposes of the Corporation do not extend to or include any of the purposes mentioned in Section 404 of the Not-for-Profit Corporation Law.

7. Notwithstanding any other provision of this Certificate, the purpose and powers of the Corporation shall be limited as follows:

(a) The Corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more exempt purposes

within the meaning of Section 501 (c) (3) of the Code.

(b) The Corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

(c) The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(d) Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Code, and none of the assets shall be distributed to any non-exempt person or organization.

(e) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation) and no member, director, 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.

(f) The Corporation shall not carry on any other 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.

(g) If at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4842 of the Code;

(2) The corporation shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Code;

(3) The corporation shall not retain any excess business holdings, as defined in Section 4943 (c) of the Code;

(4) The corporation shall not make any

investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and

(5) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Code.

8. The duration of the Corporation is perpetual.

9. The office of the Corporation is to be located in Erie County, New York.

10. The Corporation may be authorized by resolution of the Board of Directors to accept subventions from members or non-members on terms and conditions not inconsistent with the Not-for-Profit Corporation Law, and to issue certificates therefor.

11. The names and addresses of the persons constituting the initial Board of Directors of the Corporation are:

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| 1. Brendan R. Mehaffy, Executive Director of Strategic Planning of the City of Buffalo                       | 920 City Hall<br>Buffalo, New York 14202   |
| 2. Timothy A. Ball<br>Corporation Counsel of the City of Buffalo   | 1100 City Hall<br>Buffalo, NY 14202  |
| 3. James Comerford, Jr.<br>Commissioner of Permit and Inspection Services of the City of Buffalo             | 324 City Hall<br>Buffalo, NY 14202   |
| 4. Janet Penksa<br>Commissioner of Administration, Finance, Policy and Urban Affairs for the City of Buffalo | 203 City Hall<br>Buffalo, NY 14202   |
| 5. David P. Comerford<br>General Manager, Buffalo Sewer Authority  | 1038 City Hall<br>Buffalo, NY 14202  |
| 6. Maria R. Whyte<br>Commissioner of Erie County Department of Environment and Planning                      | Edward A. Rath Building<br>95 Franklin Street, 10th Floor<br>Buffalo, New York 14202 |

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| 7. Joseph L. Maciejewski<br>Director, Erie County Department of<br>Real Property Tax Services | Edward A. Rath Building<br>95 Franklin Street, 1st floor, Room 100<br>Buffalo, New York 14202 |
| 8. Michael A. Siragusa, County Attorney<br>Erie County Department of Law                      | Edward A. Rath Building<br>95 Franklin Street, Suite 1634<br>Buffalo, New York 14202          |
| 9. Frank E. Krakowski – City Assessor<br>City of Lackawanna                                   | Lackawanna City Hall<br>714 Ridge Road<br>Lackawanna, New York 14218                          |
| 10. Joseph M. Hogenkamp<br>City Treasurer<br>City of Tonawanda                                | City of Tonawanda<br>200 Niagara Street<br>Tonawanda, New York 14150                          |
| 11. Christina Orsi<br>Empire State Development – Western<br>New York Regional Director        | 95 Perry Street, Suite 500<br>Buffalo, New York 14203   |

12. The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against it served upon him or her is:

The County Executive of Erie County  
Edward A. Rath Building  
95 Franklin Street  
Buffalo, New York 14202

IN WITNESS WHEREOF, I have signed this Certificate this \_\_\_\_\_ day of March, 2012.

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Mark C. Poloncarz, County Executive  
County of Erie  
Edward A. Rath Building  
95 Franklin Street  
Buffalo, New York 14202

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF ERIE         )

On this         day of March, 2012, before me personally came MARK C. POLONCARZ, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation, and he duly acknowledged to me that he executed the same.

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Notary Public