

CERTIFICATE OF INCORPORATION
OF
TOWN OF RIVERHEAD IDA LOCAL DEVELOPMENT CORPORATION

Under Section 402 and Section 1411 of the Not-for-Profit Corporation Law

Filed by:

Fulbright & Jaworski L.L.P.
666 Fifth Avenue
New York, New York 10103

CERTIFICATE OF INCORPORATION
OF
RIVERHEAD IDA ECONOMIC JOB DEVELOPMENT CORPORATION

Under Section 402 and Section 1411 of the Not-for-Profit Corporation Law

We, the undersigned, for the purpose of forming a local development corporation pursuant to the provisions of the Not-For-Profit Corporation Law (the "*NPC Law*") of the State of New York, do hereby certify as follows:

1. The name of the corporation shall be Riverhead IDA Economic Job Development Corporation (the "*Corporation*").
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPC Law and is a local development corporation as the same is described in Section 1411 of the NPC Law.
3. The purposes for which the Corporation is formed are: for the exclusively charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, and carrying on scientific research for the purpose of aiding the Town of Riverhead (the "*Town*") by attracting new industry to the Town and by encouraging the development of, or retention of, industries in the Town, thereby increasing economic activity in the Town, lessening the burdens of government, and acting in the public interest.

In furtherance of the aforesaid purposes, but not for any other purposes, the Corporation shall have all of the powers conferred by Section 1411(c) of the NPC Law.

The Corporation may do any other acts or things incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Articles 5 and 14 of the NPC Law and Article 8 of the Public Authorities Law.

Nothing contained herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404 of the NPC Law or Section 460-a of the Social Services Law.

Nothing contained herein shall authorize the Corporation to operate or maintain an institution of higher learning or grant degrees. Nothing contained herein shall authorize the Corporation to engage in the practice of the provision of medicine or any other profession required to be licensed by Title VIII of the Education Law. Nothing contained 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. This Corporation shall be a Type C corporation under Section 201 of the NPC Law.

5. The lawful public or quasi-public objectives which each business purpose will achieve are the following: the training of community residents in the development of their business skills; the reduction of unemployment; the promotion of maximum employment by bettering and maintaining job opportunities; the stimulation of the economic growth of the Town; lessening the burdens of government; and acting in the public interest.

6. All income and earnings of the Corporation shall be used exclusively for its corporate purposes or shall accrue and be paid to the New York Job Development Authority.

7. If 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 NPC Law upon the repayment or other discharge in full by the Corporation of all such loans.

8. The operations of the Corporation will be principally conducted within the territory of the Town. The office of the Corporation shall be located in the Town of Riverhead, Suffolk County, New York.

9. The rights and powers of the Member of the Corporation shall be described in the By-Laws of the Corporation. The Member of the Corporation is the Town.

10. The Corporation shall be managed by a Board of Directors. The names and addresses of the initial Directors of the Corporation are as follows:

Kathleen Wojciechowski
Thomas Cruso

Paul C. Thompson
c/o 200 Howell Avenue, Riverhead, NY

Elias Kalogeras
Carl Garielsen

11. The Secretary of State of the State of New York 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 so served is:

Riverhead IDA Economic Job Development Corporation
c/o Town of Riverhead Industrial Development Agency
200 Howell Avenue, Riverhead NY 11901

12. (a) No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any director or officer of the Corporation or private person, corporation or individual, or any other private interest, except that loans made to the Corporation may be repaid.

(b) Notwithstanding any other provisions of this Certificate, the Corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") 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 Code or corresponding provisions of any subsequent tax laws.

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

(d) In the event of liquidation, dissolution, or winding up of the Corporation, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to the Town for furtherance of the purposes set forth in Section 1411(a) of the NPC Law or as otherwise provided under Section 1411(g) of the NPC Law.

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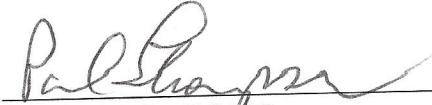
IN WITNESS WHEREOF, we, the undersigned incorporators, being at least eighteen years of age, have signed this Certificate on this 24 day of January, 2011, and hereby affirm the truth of the statements contained herein under the penalty of perjury.

[REDACTED]
KATHLEEN WOJCIECHOWSKI

[REDACTED]
ELIAS KALOGERAS

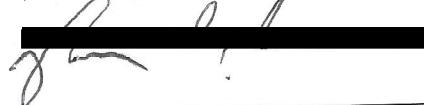
[REDACTED]
THOMAS CRUSO

[REDACTED]
CARL GABRIELSEN


PAUL THOMPSON

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

On the 24 day of January in the year 2011 before me, the undersigned, a notary public in and for said State, personally appeared Kathleen Wojciechowski personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

RICHARD A. EHLERS
Notary Public, State of New York
Suffolk County No. 02EH4738288
Commission Expires February 28, 2014

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

On the 24 day of January in the year 2011 before me, the undersigned, a notary public in and for said State, personally appeared Elias Kalogeras personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

RICHARD A. EHLERS
Notary Public, State of New York
Suffolk County No. 02EH4738288
Commission Expires February 28, 2014

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

On the 24 day of January in the year 2011 before me, the undersigned, a notary public in and for said State, personally appeared Thomas Cruso personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[Redacted]

Notary Public

RICHARD A. EHLERS
Notary Public, State of New York
Suffolk County No. 02EH4738288
Commission Expires February 28, 2014

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

On the 24 day of January in the year 2011 before me, the undersigned, a notary public in and for said State, personally appeared Carl Gabrielsen personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[REDACTED]

Notary Public

RICHARD A. EHLERS
Notary Public, State of New York
Suffolk County No. 02EH4738288 14
Commission Expires February 28, 20____

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

On the 24 day of January in the year 2011 before me, the undersigned, a notary public in and for said State, personally appeared Paul Thompson personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

RICHARD A. EHLERS
Notary Public, State of New York
Suffolk County No. 02EH4738288
Commission Expires February 28, 2014