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

**A Not-for-Profit Land Bank Corporation
Under Article 16 of the Not-for-Profit
Corporation Law of the State of New York**

THE UNDERSIGNED, being over the age of eighteen years, for the purpose of forming a not-for-profit land bank corporation pursuant to Article 16 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation shall be Livingston County Land Bank Corporation (hereinafter referred to as the "Corporation").

SECOND: The Corporation will be a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York and, as provided in Section 1603(f) of the Not-for-Profit Corporation Law, will be a Charitable Corporation as defined in Section 201 of the Not-for-Profit Corporation law. The Corporation shall be a public instrumentality of and supporting organization for, but separate and apart from Livingston County, New York (the "County").

THIRD: The purposes for which the Corporation is to be formed and operated are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to combat community deterioration by facilitating the return of vacant, abandoned, and tax-delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties, and lessen the burden of government and act in the public interest. In furtherance of said purposes, the Corporation's powers shall include all powers and duties granted to land bank corporations as set forth in Article 16 of the Not-for-Profit Corporation Law of the State of New York, as it may be amended from time-to-time, which powers are incorporated herein by reference as if fully stated herein, and shall also include:

- (a) Any other act or thing 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, officers or any private person.
- (b) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under pursuant to the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes of the Corporation.

FOURTH: The Corporation's public objective and mission, which the Corporation's purpose will achieve, includes the lessening of the burdens of government by undertaking, promoting, and facilitating the return of vacant, abandoned, and tax delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties and to combat community deterioration in the County, that will include real estate development and management, real estate project finance, and other community-based economic and human services development activities permissible under the Not-for-Profit Corporation Law. The Corporation may contract with other foreclosing governmental units within the County to achieve these purposes on terms agreeable to the Corporation.

FIFTH: The operations of the Corporation will be principally conducted within the territory of the County.

SIXTH: All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or deposited in appropriate reserves for corporate purposes.

SEVENTH: The property of the Corporation is irrevocably dedicated to charitable purposes.

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

NINTH: The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

TENTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the County as set forth in Section 1613 of the Not-for-Profit Corporation Law.

ELEVENTH: The office of the Corporation shall be located in the County of Livingston, State of New York.

TWELFTH: The types or classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the By-Laws. The initial Members of the Corporation shall be identified in the By-Laws.

THIRTEENTH: The Corporation shall be initially managed by seven (7) directors, whom shall be appointed by the Livingston County Board of Supervisors. All directors must either be a resident of or employed in Livingston County. The term of office for a director shall be two (2) years unless a director serves by virtue of a public, elective office in which case the term for a director shall run concurrently with the term of office or two years, whichever is less. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Members, and shall be in accordance with Article 16 of the Not-for-Profit Corporation Law of the State of New York.

FOURTEENTH: The names and addresses of the initial Directors of the Corporation will be as follows:

Ian M. Coyle
6539 Florence Lane
Livonia, NY 14487
(Livingston County Administrator)

Angela Ellis
4994 Lima Road
Geneseo, NY 14454
(Director, Livingston County Planning Department)

William Fuller
5121 Reservoir Road
Geneseo, NY 14454
(Director, Livingston County Real Property Tax Services)

William Bacon
6244 Dugway Road
Dansville, NY 14437
(Executive Director, Livingston County Industrial Development Agency)

Amy Mann
11 Melodce Lane
Nunda, NY 14517
(Livingston County Treasurer)

Shannon Hillier
19 North Church Street, PO Box 263
Nunda, NY 14517
(Livingston County Attorney)

Daniel L. Pangrazio
531 Feeley Road
Caledonia, NY 14423
(Supervisor, Town of Caledonia)

FIFTEENTH: The duration of the Corporation shall be perpetual.

SIXTEENTH: The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-for-Profit Corporation Law.

SEVENTEENTH: The Secretary of New York is designated as 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 served upon him is as follows:

Livingston County Attorney's Office
6 Court Street, Room 302
Geneseo, New York 14454

EIGHTEENTH: The By-Laws of the Corporation may be adopted, amended or repealed by a majority of the voting Directors of the Corporation.


NINETEETH: The Corporation will not do any of the following:

- (a) Without the affirmative vote of all Members of the Corporation, increase or decrease the number of Members of the Corporation or increase or decrease the number of Directors of the Corporation.
- (b) Without the affirmative vote of a majority of the voting Directors of the Corporation and all of the Corporation's members, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against it, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation of a substantial part of its property, (v) make a general assignment for the benefit of creditors, (vi) admit in writing its inability to pay its debts generally as they become due or (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.
- (c) Without the affirmative vote of all the Directors of the Corporation and all of the Corporation's Members, merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by paragraph THIRD hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity.

TWENTIETH: Pursuant to Section 1603 of the Not-for-Profit Corporation Law, the creation of the Livingston County Land Bank Corporation was duly authorized by Resolution No. 2017-152 of the Livingston County Board of Supervisors (BOS) passed on April 26, 2017. Said Resolution is attached.

TWENTY-FIRST: Pursuant to Section 1603 of the Not-for-Profit Corporation Law, the creation of the Livingston County Land Bank Corporation is not effective unless and until approved by the New York State Urban Development Corporation d/b/a Empire State Development (ESD) Corporation. Approval was obtained on June 29, 2017, pursuant to a letter issued by ESD. Said letter is attached.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned this 16th day of August, 2017.


Shannon L. Hillier, Incorporator
Livingston County Attorney
6 Court Street, Room 302
Geneseo, New York 14454

Livingston County Board of Supervisors
Geneseo, New York



Resolution No. 2017-152

RESOLUTION ESTABLISHING LIVINGSTON COUNTY LAND BANK CORPORATION

WHEREAS, in 2011, the New York State Legislature enacted a new Article 16 of the Not-for-Profit Corporation Law authorizing the creation of land bank corporations to combat community deterioration by facilitating the return of vacant, abandoned, and tax-delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties; and

WHEREAS, by virtue of State law and local legislation, the County of Livingston guarantees the tax collection of all town, village and school taxes within the County of Livingston, and acts as the sole foreclosing governmental unit for all local governments within the County, thereby making the County an ideal candidate for approval of a single county-wide land bank corporation; and

WHEREAS, Livingston County staff is preparing an application to Empire State Development (ESD) for approval of a land bank corporation in Livingston County, and to be considered for approval, the Livingston County Board of Supervisors must adopt a resolution approving the establishment of a land bank; now therefore be it

RESOLVED, that the Livingston County Board of Supervisors hereby establishes and authorizes a land bank in Livingston County, as follows:

1. The name of the land bank shall be "Livingston County Land Bank Corporation."
2. The number of members of the Board of Directors shall consist of an odd number of members, and shall not be less than five (5) members and no more than eleven (11) members. The number of initial members of the Board of Directors shall be seven (7).
3. The initial individuals to serve as members of the Board of Directors, with a term of two (2) years:

Ian M. Coyle
6539 Florence Lane
Livonia, NY 14487
(Livingston County Administrator)

Angela Ellis
4994 Lima Road
Geneseo, NY 14454
(Director, Livingston County Planning Department)

William Fuller
5121 Reservoir Road
Geneseo, NY 14454
(Director, Livingston County Real Property Tax Services)

William Bacon
6244 Dugway Road
Dansville, NY 14437
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Amy Mann
11 Melodce Lane
Nunda, NY 14517
(Livingston County Treasurer)

Livingston County Board of Supervisors
Geneseo, New York



Resolution No. 2017-152

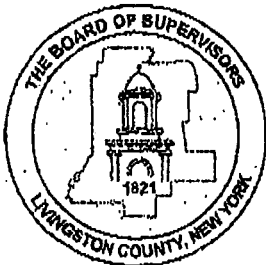
Shannon Hillier
19 North Church Street, PO Box 263
Nunda, NY 14517
(Livingston County Attorney)

Daniel L. Pangrazio
531 Feeley Road
Caledonia, NY 14423
(Supervisor, Town of Caledonia)

4. Qualifications, manner of appointment and term of office of members of the Board:
Members of the Board of Directors must be residents of or be employed in the County of Livingston. Appointments shall be made by the County Administrator, subject to confirmation by the Livingston County Board of Supervisors. The term of office of members of the Board shall be two (2) years.
5. The proposed articles of incorporation of the Livingston County Land Bank Corporation on file with the Clerk of the Board of Supervisors are hereby approved for inclusion in the County's application to Empire State Development.

Dated at Geneseo, New York
April 26, 2017

Ways and Means Committee



This is to Certify that I, the undersigned, Clerk of the Board of Supervisors of the County of Livingston, have compared the foregoing copy of resolution with the original resolution now on file in this office and which was duly adopted by the Board of Supervisors of said County on the 26th day of April, 2017 and that the same is a true and correct transcript of said resolution and of the whole thereof.

In Witness Whereof I have hereunto set my hand and the official seal of the Board of Supervisors of the County of Livingston, this 26th day of April, 2017.

Michele R. Rees

Michele R. Rees, Clerk of the Board