

STATE OF NEW YORK

DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on May 8, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CT-07

NEW YORK
CERTIFICATE OF INCORPORATION

OF

NEW YORK CITY LAND DEVELOPMENT CORPORATION

UNDER SECTION 402 OF THE

NOT-FOR-PROFIT CORPORATION LAW

THE UNDERSIGNED INCORPORATOR, a natural person of the age of 18 years or more, in order to form a corporation for the purposes stated in this Certificate, in accordance with the provisions of the Not-for-Profit Corporation Law of the State of New York ("N-PCL"),

DOES HEREBY CERTIFY:

I. NAME

The name of the corporation is New York City Land Development Corporation (the "Corporation").

II. STATUTORY AUTHORITY

The Corporation is a corporation as defined in Section 102(a)(5) of the N-PCL.

III. NOT-FOR-PROFIT CORPORATION TYPE

- A. The Corporation is a Type C not-for-profit corporation as defined in Section 201(b) of the N-PCL.
- B. The Corporation is a local development corporation pursuant to Section 1411 of the N-PCL.

IV. PURPOSES, POWERS, AND RESTRICTIONS

- A. The Corporation is formed for the exclusively charitable or public purposes now or hereafter referred to in Section 1411(a) of the N-PCL or any corresponding provision of future law, of a not-for-profit local development corporation, for the following public or quasi-public objectives:

1. to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and instruct or train individuals to improve or develop their capabilities for such jobs;
2. to carry on scientific research for the purpose of aiding the City of New York by attracting new industry to it or by encouraging the development of, or retention of, industry in the City of New York;
3. to lessen the burdens of government and to act in the public interest;
4. to study and promote, alone or in concert with federal, state, and local officials and interested national, state, and local groups, the economic growth and business prosperity of the City of New York and the solution of other civic problems of the City of New York;
5. to plan, develop, and implement a comprehensive and professional program to promote private lending to private businesses and public and private projects in the City of New York;
6. to inform and train public and private entities concerning the programs available to increase business activity in the City of New York;
7. to coordinate the financial programs and incentives available in the City of New York and to increase business investment in the City of New York;
8. to preserve and augment the tax base of the City of New York;
9. to mobilize the talents and resources of the City of New York financial community in support of the comprehensive program to increase the use of public funds and incentives by private businesses;
10. to disseminate accurate information in the City of New York and the United States generally and abroad concerning the amount of funds available for economic development and how these can be used and the City of New York's ability to use public funds, programs, and incentives for economic development; and
11. to create an environment of economic stability.

B. In furtherance of the preceding purposes and objectives, the Corporation has all powers now or hereafter granted to a corporation under Sections 202(a) and 1411(c) of the N-PCL and, in addition, all other powers now or hereafter conferred by

law, and the power to do all things necessary, proper, and consistent with maintaining its qualification to receive contributions deductible under Section 170(c)(1) of the Internal Revenue Code of 1986, as amended (the "Code").

C. All income and earnings of the Corporation shall be used exclusively for the purposes of the Corporation or accrue and be paid to the New York Job Development Authority. 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 member or private person, corporate or individual, or any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Code.

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

V. OFFICE AND TERRITORY

A. The office of the Corporation within the state of New York is to be located in the City and County of New York.

B. The territory in which the Corporation principally conducts its operations is the City of New York, New York.

VI. INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors of the Corporation until the first annual meeting or until their first successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Betty Woo	100 Church Street New York, NY 10007
Robert F. Goldrich	260 Broadway New York, NY 10007
Jeffrey Mandel	260 Broadway New York, NY 10007

VII. DESIGNATION

A. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served.

B. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is 110 William Street, New York, New York 10038, Attention: President.

VIII. MEMBERS

A. The Corporation has a single class of Members.

B. The number, qualifications, tenure, powers, and duties of Members and the procedure for designating Members are set forth in the Bylaws.

IX. DIRECTORS

The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are set out in the Bylaws.

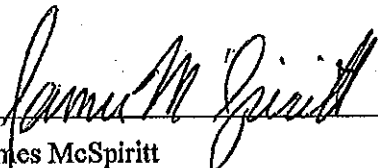
X. DISSOLUTION

A. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, no member or private person, corporate or individual, or other private interest, is entitled to any distribution or division of its remaining funds and other property and rights and interests in property.

B. The Corporation, after the payment of all of its debts and liabilities of whatsoever kind and nature (including the payment of loans and contributions the repayment of which has been authorized in this Certificate of Incorporation), shall distribute the balance of its assets to the City of New York or to the New York Job Development Authority, in accordance with Section 1411(g) of the N-PCL, but only if such organization's income is excluded from gross income under Section 115 of the Code.

C. If the Corporation has accepted any mortgage loan from the New York Job Development Authority, it shall be dissolved in accordance with the provisions of Section 1411(g) of the N-PCL upon repayment or other discharge in full by the Corporation of all such loans.

I, the undersigned Incorporator named above, do hereby affirm that this Certificate of Incorporation of New York City Land Development Corporation is my act and deed and the facts stated in this Certificate are true, and, accordingly, I have executed this Certificate on May 7, 2012.



James McSpirtt
Incorporator

New York City Law Department
100 Church Street
New York, NY 10007

CT-07

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FILED

2012 MAY -8 AM 11:14

Certificate of Incorporation

OF

New York City Land Development Corporation

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

Filed by

New York City Economic Development Corporation
110 Williams Street
New York, New York 10038

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 08 2012

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