

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
February 5, 2009.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

State of New York

State Board of Social Welfare

Albany

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on the twelfth day of November, 1973, due inquiry and investigation having been made, the Board approved the proposed certificate of incorporation of CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC. pursuant to Section 404 of the Not-for-Profit Corporation Law and Section 757 of the Executive Law.

In Witness Whereof, the State Board of Social Welfare has caused these presents to be signed in accordance with the provisions of the statutes and its by-laws, and the official seal of the Board to be hereunto affixed, this

fourteenth day of November in the year one thousand nine hundred and seventy-three.

Executive Director

CERTIFICATE OF INCORPORATION

OF

CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.

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

The undersigned for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certify:

1. The name of the proposed corporation shall be Cortland County Community Action Program, Inc.

2. The Corporation is a Type B corporation as defined in subparagraph (a) (5) of Section 102, Not-For-Profit Corporation Law, and the purposes for which it is to be formed are:

A. To effectuate within Cortland County Federal Public law 88-452, the "Economic Opportunity Act of 1964", as amended.

B. To encourage the development of community programs, make proposals, and conduct programs designed to eliminate poverty.

C. To establish, maintain and operate day care centers in the County of Cortland, provided, however, that before each such facility is established and opened the written approval of the State Board of Social Welfare shall be obtained.

D. To develop research and evaluation procedures in connection with all programs.

E. To contract with existing or new community agencies for the conduct and administration of such community programs.

F. To receive and disburse the funds necessary to the foregoing.

(b) All approvals or consents required by law will be endorsed upon or annexed to this certificate prior to delivery to the Department of State for filing.

(c) The duration of the corporation shall be for a period of two years from the date of the certificate of incorporation is filed in the office of the Secretary of State and shall not be extended without the written approval of the State Board of Social Welfare.

2

3. The corporation shall not be conducted or operated for profit and no part of its income or earnings shall inure to the benefit of any member or private person; corporation or individual; and none of such income and earnings nor any other assets or property of the corporation shall be used otherwise than for any of the purposes of the corporation.

4. The corporation shall have the power to solicit, collect, raise and borrow money and to make and execute its notes or other obligations for monies borrowed or in payment of goods or services or for any of the purposes of the corporation; and to secure the payment of any of its obligations by pledging any of its assets therefore; including real property; to acquire and sell real property in furtherance of any of its purposes.

5. The territory in which its operations are principally to be conducted is the County of Cortland, New York.

6. (a) The City and County in which its office is to be located are the City of Cortland and the County of Cortland, State of New York.

(b) The post office address to which the Secretary of State shall mail a copy of any notice required by law is 11 Groton Avenue, Cortland, New York.

7. The number of its directors shall not be less than ten (10) nor more than fifty-one (51).

8. The names and residences of the Directors until the first annual meeting are:

NAME	RESIDENCE
Walter Goodale	R. D. #1, McGraw, New York
Joseph Feller	125 Kennedy Parkway, Cortland, N.Y.
Willis Tollner	Lincoln Ave., Cortland, New York
Susan Pokorny	12 Phelps Drive, Homer, New York
Adeline Gross	R. D. #2, Homer, New York
Merton Poole	R. D. #1, Truxton, New York
Theodore Law	R. D. #1, East Freetown, New York
Robert Bays	R. D. #2, Cortland, New York
Adelbert Smith	100 Clinton Street, Cortland, N.Y.

NAME	RESIDENCE
James O'Mara	9 Warren Street, Cortland, New York
Dennis Wilson	R. D. #2, Marathon, New York
George Pryor	Cincinnati, New York
David Fleming	R. D. #3, Marathon, New York
Richard B. Letts	19 Bellevue Avenue, Cortland, N.Y.
Dawn Slater	Glen Haven Road, Homer, New York
Joyce Sherman	59 James Street, Homer, New York
Linda Blanchard	Wellington Arms Apts., Cortland, N.Y.
Edwin Webb	R. D. #2, Marathon, New York
Kathleen Hulslander	Page Green Road, Cortland, New York
William Wakefield	Highbridge Road, DeRuyter, New York
Charles Crouch	44 Miller Street, Cortland, New York
Pamela Batsford	206 South Main St., Cortland, N.Y.
Modala Case	R. D. #2, Cortland, New York
Gerald Bliss	3 Garfield Street, Cortland, N.Y.
Lorraine Schifilliti	Box 192, McGraw, New York
Ralph Jordan	149 Tompkins St., Cortland, New York
Francis Quinlan	26 Woodruff Street, Cortland, N.Y.

9. All of the persons named above to be Directors are citizens of the United States and residents of the State of New York, and the subscriber to this certificate is of full age, is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this instrument the 30th day of November, 1972

Linda Blanchard
 LINDA BLANCHARD
 Wellington Arms Apts.
 Cortland, New York

STATE OF NEW YORK SS:
 COUNTY OF CORTLAND

On this 30th day of November, 1972, before me, the subscriber personally came LINDA BLANCHARD, to me personally known and known to me to be the same person described in and who executed the foregoing instrument, and she duly and severally acknowledged to me that she executed the same.

Grant Van Sant
 Notary Public
 GRANT VAN SANT
 Notary Public, State of New York
 Qualified in Cortland Co. No. 9440900
 My Commission Expires March 30, 1974

I, PAUL J. YESAWICH, JR., a Justice of the Supreme Court
of the Sixth Judicial District hereby approve the foregoing
Certificate of Incorporation.

Dated: February 4, 1974.

Paul J. Yesawich Jr.
J.S.C.

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STATE OF NEW YORK
DEPARTMENT OF LAW

ALBANY, N. Y. 12224

Telephone: 474-7206

LOUIS J. LEFKOWITZ
ATTORNEY GENERAL

January 25, 1974

John T. Ryan, Jr., Esq.
25 South Main Street
Homer, New York 13077

Dear Mr. Ryan:

Re: Cortland County Community Action Program, Inc.

Due and timely service of the notice of application for the approval of the proposed certificate of incorporation of the above organization is hereby admitted.

The Attorney General does not intend to appear at the time of application.

Very truly yours,

LOUIS J. LEFKOWITZ
Attorney General

BY:


JOSEPH R. CASTELLANI
Assistant Attorney General

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 1 - 1974

TAX 1 *1000*

FILING FEES *00*

J. J. [Signature]

Acting Secretary of State

12 State St.

Albany, N.Y.

~~10/19~~
10/19
10/19

OFFICE OF INCORPORATION
OF
GORTLAND COUNTY COMMUNITY ACTION
PROGRAM, INC.

PROSUNNY FOR HUD-NON-ROF-PROVIN
CORPORATION

*Mr. B. V.
Director
General*

See 10/19/77

JOHN T. RYAN, JR.
ATTORNEY AT LAW
257 SOUTH MAIN STREET
MOORE, NEW YORK 13007

PO BOX 438477

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED Nov. 1 1977
TAX &
FILING

By *[Signature]*
Acting Secretary of State

*10/19/77
- to receive from*

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
February 6, 2009.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF

INCORPORATION OF

CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC

Under Section 803 of the Not-for-Profit Corporation Law.

We, the undersigned, the president and secretary of Cortland County Community Action Program, Inc. hereby certify:

1. The name of the corporation is Cortland County Community Action Program, Inc.

2. The certificate of its incorporation was filed by the Department of State on March 1, 1974 under section 402 of the Not-for-Profit Corporation.

3. The corporation is a corporation as defined in subparagraph (a) (5) of section 102 and is a Type B corporation under section 291.

4. The post office address within the state to which the Secretary of State shall mail a copy of any notice required by law is 11 Groton Avenue, Cortland, New York 13045.

5. The certificate of incorporation is hereby amended to eliminate that portion of the original certificate designated 2.(c) which limits the duration of the corporation to two years from the date of the filing of the certificate and to substitute a new subparagraph 2.(c) to read as follows:

"(c) The existence of the corporation is hereby revived. The duration of the corporation shall be for a period of 10 years from the date this certificate is filed in the office of the Secretary of State, and shall not be extended without the approval of the State Board of Social Welfare."

6. This amendment of the certificate of incorporation was authorized by a majority vote of the entire board of directors,

A 319980

There are no members entitled to vote thereon.

7. Endorsed upon or annexed to the original certificate of incorporation were the consents of a justice of the Supreme Court in the judicial district where the office of the corporation was to be located, and the State Board of Social Welfare. Prior to the delivery of this certificate of amendment to the Secretary of State for filing, the approvals or consents of those bodies or officers will be hereto annexed or endorsed.

IN WITNESS WHEREOF, we have signed this certificate this

13th day of ~~March~~ ^{April}, 1976.

Muriel Eaton
Muriel Eaton, President

Leslie W. Wright
Leslie Wright, Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF CORTLAND)

Leslie Wright, being duly sworn, deposes and says that she is the secretary of Cortland County Community Action Program, the corporation and one of the persons who signed the foregoing certificate of amendment, that she has read the certificate of amendment and knows the contents thereof and that the same is true to her own knowledge.

Leslie W. Wright
Leslie Wright

Sworn to before me this
13th day of ~~March~~ ^{April}, 1976.

Andrea K. Bell
Notary Public

Notary Public
State of New York
My Commission Expires March 30, 1977

FOLMER & FOLMER
ATTORNEYS AND
COUNSELLORS
11 CHURCH STREET
CORTLAND, NEW YORK
13845

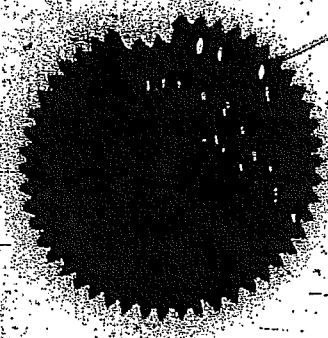
Albany

Know all Men by These Presents:

At a meeting of the State Board of Social Welfare, held on
the sixteenth day of March, 1976, due inquiry and investiga-
tion having been made, the Board approved the proposed certificate of
amendment of the certificate of incorporation of Cortland County
Community Action Program, Inc. pursuant to Section 757 of the Exe-
cutive Law and Section 804 of the Not-for-Profit Corporation Law.

In Witness Whereof, the State Board of
Social Welfare has caused these presents to be
signed in accordance with the provisions of the
statutes and its by-laws, and the official seal of
the Board to be hereunto affixed, this
seventeenth

day of
March, in the year one thousand
nine hundred and seventy-six


[Signature]
Executive Director

I, Paul J. Yessawich, Jr., one of the Justices of the Supreme Court of the State of New York in the Sixth Judicial District hereby approve of the foregoing certificate of amendment to the certificate of incorporation of Cortland County Community Action Program, Inc. and consent that the same be filed.

Dated: *May 28, 1976*

Paul J. Yessawich, Jr.
Justice of the Supreme Court

Notice of Application Waived
(This is not to be deemed an approval on behalf of any Department or Agency of the State of New York, nor an authorization of activities otherwise limited by law.)

Dated: *5/24/76*
LOUIS J. LEFKOWITZ
Attorney General

By *Allen S. Hirsch*
Assistant Attorney General

FOLMER & FOLMER
ATTORNEYS AND
COUNSELORS
17 CHURCH STREET
CORTLAND, NEW YORK
13828

A 319880

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CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.

Under Section 803 of the Not-for-Profit Corporation Law

Dated: *April 13, 1976*

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX \$ *11.00*
FILING FEE \$ *5.00*
FILED JUN 7 - 1976

M. J. ...
Secretary of State

12 ...
...

FOLMER & FOLMER
ATTORNEYS AND COUNSELORS
11 CHURCH STREET
CORTLAND, NEW YORK 13045
TELEPHONE 607/753-9641

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Cortland NY

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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
February 6, 2009.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CERTIFICATE OF AMENDMENT

TO

THE CERTIFICATE OF INCORPORATION

OF

CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.
Under Section 803 of the Not-for-Profit Corporation Law

We, the undersigned, the President and Secretary of Cortland County Community Action Program, Inc. hereby certify:

1. The name of the corporation is Cortland County Community Action Program, Inc.

2. The certificate of its incorporation was filed by the Secretary of State on March 1, 1974 under Section 402 of the Not-for-Profit Corporation Law.

3. Cortland County Community Action Program, Inc. is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under section 201 of said law.

4. The post office address within the state to which the secretary of state shall mail a copy of any notice required by law is: 11 Groton Avenue, Cortland, New York 13045.

5. The certificate of incorporation of Cortland County Community Action Program, Inc. is hereby amended to effect a change in the distribution of the assets of the corporation upon its dissolution, pursuant to section 801 of the Not-for-Profit Corporation Law. A new paragraph to be numbered 10 is hereby added to the certificate of incorporation, to read as follows:

5410208

"10. Upon the dissolution of the organization, the Board of Directors or Trustees shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purpose of the organization in such manner, or to such organization or organizations exempt under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors or Trustees shall determine and as approved by a Justice of the Supreme Court. Any of such assets not so disposed of, shall be disposed of by the Court having jurisdiction thereof in the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

6. The manner in which this amendment to the certificate of incorporation of Cortland County Community Action Program, Inc. was authorized was by the affirmative vote of a majority of all of the Directors of said corporation at a meeting duly called and held on the 2nd day of February, 1978. There are no members entitled to vote.

7. The following approvals and consents were endorsed on and annexed to the certificate of incorporation of Cortland County Community Action Program, Inc.:

a. Justice of the Supreme Court in the Sixth Judicial District, the judicial district where the office of the corporation is located.

b. The New York State Board of Social Welfare.

Prior to the delivery of this certificate of amendment to the Department of State for filing, all approvals or consents of the body or officer hereinabove set forth will be endorsed upon or annexed hereto.

IN WITNESS WHEREOF, the undersigned have executed this
certificate this ^{May} 10th day of ~~March~~, 1978.

Joyce K. Bresnahan
Joyce Bresnahan, President

Etta Inman
Etta Inman, Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF CORTLAND)

Etta Inman, being duly sworn, deposes and says that she is
the secretary of Cortland County Community Action Program, the
corporation above named, and is one of the persons who signed the
aforegoing certificate of amendment, that she has read the certificate
of amendment and knows the contents thereof and that the same is
true to her own knowledge.

Etta Inman
Etta Inman

Subscribed and sworn to before me this
10th day of ^{May} ~~March~~, 1978.

[Signature]
Notary Public

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I, Paul J. Yesawich, Jr., a justice of the Supreme Court in the Sixth Judicial District hereby approve of the foregoing certificate of amendment to the certificate of incorporation of Cortland County Community Action Program, Inc. and consent that the same be filed.

Dated: *Sept. 25,*
June, 1978

Paul J. Yesawich, Jr.
Justice of the Supreme Court

New York, New York

September 15, 1978

THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

LOUIS J. LEFKOWITZ
Attorney General
State of New York

Herbert J. ...
Assistant Attorney General



DEPARTMENT OF SOCIAL SERVICES

40 NORTH PEARL STREET, ALBANY, NEW YORK 12243

BARBARA B. BLUM
Commissioner



Carmen Shang
Deputy Commissioner
and General Counsel

May 18, 1978

Russell E. Ruthig, Esq.
Folmer & Folmer
25 Clinton Avenue
Cortland, NY 13045

Re: Cortland County Community Action Program, Inc.

Dear Mr. Ruthig

This is in reply to your letter of May 10, 1978, in which you enclose a certificate of amendment to the certificate of incorporation of the above for our review.

The amendment in question appears to confine itself to satisfaction of the requirements of the officials of the Internal Revenue Service with respect to Section 501 (c)(3) of the Internal Revenue Code and, therefore, does not require the approval of the State Department of Social Services.

This letter should not be construed as an indication that further amendments will not require this Department's approval.

You may send the executed original certificate of amendment of the certificate of incorporation to the Secretary of State together with this letter, and if it is otherwise in proper form, it should be accepted for filing.

Very truly yours,

A handwritten signature in cursive script that reads "Eileen A. Sullivan".

Eileen A. Sullivan
Associate Attorney
Legal Affairs

EAS/EGW/jr

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CORTLAND COUNTY COMMUNITY
ACTION PROGRAM, INC.

Dated: February , 1978

FOLMER & FOLMER
ATTORNEYS AND COUNSELLORS
25 CLIFTON AVENUE
333 CHERRY STREET
CORTLAND, NEW YORK 13045

TELEPHONE 637/751-3241

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
February 5, 2009.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF
INCORPORATION OF

CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.

under Section 803 of the Not-for-Profit Corporation Law.

We, the undersigned, the president and secretary of Cortland County Community Action Program, Inc. hereby certify:

1. The name of the corporation is Cortland County Community Action Program, Inc.

2. The certificate of its incorporation was filed by the Department of State on March 1, 1974 under section 402 of the Not-for-Profit Corporation Law.

3. The corporation is a corporation as defined in subparagraph (a) (5) of section 102 and is a Type B corporation under section 201.

4. The post office address within the state to which the Secretary of State shall mail a copy of any notice required by law is 23 Main Street, Cortland, New York, 13045.

5. The certificate of incorporation and the certificate of amendment of the certificate of incorporation is hereby amended as follows:

A) That portion designated 2(c) which limits the duration of the corporation to ten years from the date of the filing of said certificate of amendment of the certificate of incorporation shall be substituted by a new subparagraph 2(c) to read as follows:

(c) The existence of the corporation is hereby revived. The duration of the corporation shall be perpetual.

B) That portion designated 2C. which provides for the establishment and operation of day care centers and the prior written approval of the State Board of Social Welfare shall be substituted by a new subparagraph 2C.

8236023

to read as follows:

"C. To establish, maintain and operate day care centers in the County of Cortland, provided, however, that before each such facility is established and opened, the written approval of The State Department of Social Services shall be obtained."

C) That portion designated 6(b) which sets forth the mailing address of the corporation to which the Secretary of State shall send notices as required by law, shall be substituted by a new subparagraph 6(b) to read as follows:

"(b) The post office address to which the Secretary of State shall mail a copy of any notice required by law is 23 Main Street, Cortland, New York, 13045."

D) That a new paragraph 10 shall be added in accordance with section 803(a)(6) of the Not-for-Profit-Corporation Law to read as follows:


"10. The corporation designates the Secretary of State of the State of New York as the agent of Cortland County Community Action Program, Inc., upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 23 Main Street, Cortland, New York, 13045."

6. This amendment of the certificate of incorporation was authorized by a majority vote of the Board of Directors present at a meeting thereof held on the 6th day of November 1984, constituting a quorum. There are no members entitled to vote thereon.

7. Embossed upon or annexed to the original certificate of incorporation and the certificate of amendment of the certificate of incorporation were the consents of a justice of the Supreme Court in the Judicial District where the office of the corporation was to be located, and the State Board of Social Welfare. Prior to the delivery of this certificate of amendment to the Secretary of State for filing, the approvals or consents of a justice of the Supreme Court for the appropriate judicial district and the State

Department of Social Services will be hereto annexed or endorsed.


IN WITNESS WHEREOF, we have signed the certificates this 26th day
of December, 1984.


BETTY SMITH, President


MARY ALICE BELLARDINI, Secretary

STATE OF NEW YORK)
COUNTY OF CORTLAND) ss:

BETTY SMITH and MARY ALICE BELLARDINI, being duly sworn, depose and
say that they are the President and Secretary of the Cortland County
Community Action Program, Inc., respectively, the corporation herein, and
are the persons who signed the foregoing certificate of amendment, that they
have read the certificate of amendment and know the contents thereof and
that the same is true to their own knowledge.


Betty Smith


Mary Alice Bellardini

Sworn to before me this 26th
day of December, 1984.


Notary Public

DONALD C. ARMSTRONG
NOTARY PUBLIC, State of New York
No. 470833
Qualified in Cortland County
Commission Expires March 30, 1985

I, FREDERICK B. BRYANT, a Justice of the Supreme Court of the Sixth
Judicial District hereby approve the foregoing Certificate of Amendment of
the Certificate of Incorporation.

Dated: December 21, 1984.


J.S.C.

STATE OF NEW YORK
DEPARTMENT OF SOCIAL SERVICES
ALBANY, NEW YORK

KNOW ALL MEN BY THESE PRESENTS:

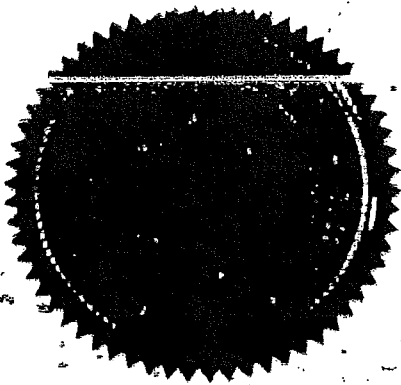
Pursuant to the provisions of Section 460-a of the Social Services Law, and Section 804 of the Not-for-Profit Corporation Law, due inquiry and investigation having been made, approval is hereby given to the filing of the annexed certificate of amendment of the certificate of incorporation of CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.

This approval gives the corporation authority to operate day care centers in perpetuity.

IN WITNESS WHEREOF, this document is executed and the seal of the New York State Department of Social Services is affixed this 16th day of May, 1985.

CESAR A. PERALES
Commissioner

By: *Joseph Seidel*
Joseph Seidel
Deputy Commissioner
Division of Services



B236023

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
CORTLAND COUNTY COMMUNITY
ACTION PROGRAM, INC.

Dated: _____

FITZGERALD, TAYLOR,
POMEROY & ARMSTRONG
ATTORNEYS AND COUNSELORS AT LAW
P. O. Box 628
CORTLAND, N. Y. 13045-0628

3/1/74

NOT RECORDED

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 12 1974

NAME OF OFFICER 38
FILING FEE \$ 38
YEAR 1
CORRECTED FEE 0
TOTAL 38
RECEIVED 38
DATE 1/12/74

Cortland
My
My

FILED
JAN 12 1974

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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
February 6, 2009.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

F 931015000308

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF

CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.

under Section 803 of the Not-for-Profit Corporation Law

the undersigned, the president and secretary of Cortland County Community Action Program, Inc. hereby certify:

1. The name of the corporation is Cortland County Community Action Program, Inc.

2. The certificate of its incorporation was filed by the Department of State on March 1, 1974, under Section 402 of the Not-for-Profit Corporation Law.

3. The corporation is a corporation as defined in subparagraph (a)(5) of section 102 and is a Type B corporation under section 201 and after enlargement of the corporate purposes as provided herein, the corporation shall continue to be a Type B corporation under section 201.

4. The corporation designates the Secretary of State of the State of New York as the agent of Cortland County Community Action Program, Inc. upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against it served upon the Secretary of State is 23 Main Street, Cortland, New York 130345.

5. The certificate of incorporation and the certificate of amendments of the certificate of incorporation are hereby amended as follows:

a. To add the following paragraph to its purposes:

G. To establish, maintain and operate, certified Volunteer Interim Family homes, in order to provide residential care for runaway and homeless youth as defined in Article 19-H of the Executive Law. Each home will be certified by the Division for Youth prior to its operation.

6. The above amendment to the certificate of incorporation and the certificate of amendment to the certificate of incorporation was authorized by a majority vote of the Board of

Directors present at a meeting thereof held on the 10th day of June, 1993, constituting a quorum. There are no members entitled to vote thereon.

7. Endorsed upon or annexed to the original certificate of incorporation and the certificate of amendments of the certificate of incorporation were the consents of a justice of the Supreme Court in the Judicial District where the office of the corporation was to be located, and the State Board of Social Welfare/Department of Social Services. Prior to delivery of this certificate of amendment to the Secretary of State for filing, the approvals or consents of a justice of the Supreme Court for the appropriate judicial district and the State Department of Social Services will be hereto annexed or endorsed.

IN WITNESS WHEREOF, the undersigned have executed, signed and acknowledged this certificate of amendment to the certificate of incorporation this 10th day of June, 1993, and affirm that the statements made herein are true under the penalties of perjury.



SYLVIE J. BORDEN, President



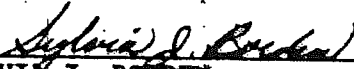
MORTON PARSONS, Secretary

STATE OF NEW YORK)

SS:

COUNTY OF CORTLAND)

SYLVIA J. BORDEN and MORTON PARSONS, being duly sworn, depose and say that they are the President and Secretary of the Cortland County Community Action Program, Inc., respectively, the corporation herein, and are the persons who signed the foregoing certificate of amendment, that they have read the certificate of amendment and know the contents thereof and that the same is true to their own knowledge.

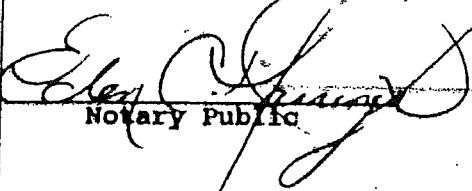


SYLVIA J. BORDEN



MORTON PARSONS


Sworn to before me this
10th day of June, 1993.


Notary Public

ERIN C. HARRINGTON
Notary Public, State of New York
In and for the County of Cortland
Qualified in Cortland County
My Commission Expires May 31, 1994

I, Patrick D. Monserrate, a Justice of the Supreme Court of the Sixth Judicial District hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation.

Dated: Aug 17, 1993
BINGHAMTON, NEW YORK


HON. PATRICK D. MONSERRATE
Justice of the Supreme Court

4

STATE OF NEW YORK
DEPARTMENT OF SOCIAL SERVICES
ALBANY, NEW YORK

KNOW ALL MEN BY THESE PRESENTS:

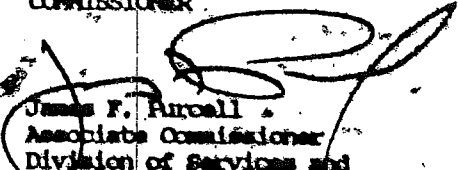
Pursuant to the provisions of Section 460-a of the Social Services Law and Section 804(a) of the Not-for-Profit Corporation Law, due inquiry and investigation having been made, approval is hereby given to the filing of the annexed certificate of amendment of the certificate of incorporation of ~~INCORPORATION OF~~ CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.

This approval will, upon the filing of the certificate with the Secretary of State, give the corporation authority to expand its purposes to include the operation of volunteer interim family homes, in order to provide residential care to runaway and homeless youth.

IN WITNESS WHEREOF, this document
is executed and the seal of the
New York State Department of
Social Services is affixed
this 4th day of October, 1993

MICHAEL J. DONLING
COMMISSIONER

BY:


James F. Rucall
Associate Commissioner
Division of Services and
Community Development



5

F 931015000308

FILED BY:
SERVICO
ALBANY, NEW YORK

CO. 1141133

Dated: STATE OF NEW YORK DEPARTMENT OF STATE FILED OCT 15 1993 TAXES BY: <i>SKC Cortland</i>	Certificate of Amendment to the Certificate of Incorporation of CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.	CERTIFICATE OF AMENDMENT	<div style="text-align: center;"><i>SKC</i></div> FITZGERALD, TAYLOR, POMEROY & ARMSTRONG ATTORNEYS AND COUNSELORS AT LAW 16 TOMPKINS STREET P O BOX 828 CORTLAND, N. Y. 13045-0828 (607) 756-7501
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FILED

ES. 11/20 2 515

FILED BY:
SERVICO
ALBANY, NEW YORK

BILLED

931015000347

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
February 6, 2009.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

SERVICO 35

CERTIFICATE OF CHANGE
OF

CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.

Under Section 803-A of the NOT-FOR-PROFIT CORPORATION LAW

F 000207000284

The undersigned, being the President and Secretary of Cortland County Community Action Program, Inc., do hereby certify:

1. The name of the corporation is *Cortland County Community Action Program, Inc.*
2. The certificate of incorporation of said corporation was filed by the Department of State on March 1, 1974 under Section 402 of the Not-for-Profit Corporation Law.
3. Paragraph 6 (b) of the certificate of incorporation of Cortland County Community Action Program, Inc., which designates the Secretary of State of the State of New York as agent of the corporation upon whom process against it may be served and sets forth the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is hereby changed to read as follows:

6(b) The Secretary of State of the State of New York is hereby designated the agent of Cortland County Community Action Program, Inc. 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 32 North Main Street, Cortland, New York 13045.

4. The manner in which this change of the certificate of incorporation of Cortland County Community Action Program, Inc. was authorized was by vote of the board of directors at a meeting thereof, a quorum being present.

IN WITNESS WHEREOF, the undersigned have signed this certificate and caused it to be verified this 17th day of December, 1999.

Donald Hay
Donald Hay, President

Cynthia M. Schlenker
Cynthia M. Schlenker, Secretary

STATE OF NEW YORK)
COUNTY OF CORTLAND) ss:

DONALD HAY and CYNTHIA M. SCHLENKER, being duly sworn, depose and say that they are respectively the President and Secretary of CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC., the corporation named in the foregoing Certificate of Change and persons who signed said Certificate of Change and that they have read the Certificate of Change and know the contents thereof and that the same is true to their own knowledge.

Donald Hay

DONALD HAY, President

Cynthia M. Schlenker

CYNTHIA M. SCHLENKER, Secretary

Sworn to before me this
17th day of December, 1999.

Eden C. Harrington-Hall
Notary Public

Eden C. Harrington-Hall
Notary Public, State of New York
No 4981244
Qualified in Cortland County
My Commission Expires May 06, 20 02

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000207000284

SERVICO 35

<p align="center">CERTIFICATE OF CHANGE</p> <p align="center">Under Section 803-A of the Not-for-Profit Law</p>	
<p align="center">CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.</p>	
<p align="center">Dated: December __, 1999</p>	
<p align="center">POMEROY, ARMSTRONG BARANELLO & CASULLO, LLP</p>	
<p align="center"><i>Office and P.O. Address:</i> 16 Tompkins Street P.O. Box 828 Cortland, New York 13045 (607) 756-7501</p>	

DRAWDOWN

SERVICO 35

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FILED
TAXS
BY: MMZ
Cortlandno

STATE OF NEW YORK
DEPARTMENT OF STATE

000207000300

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
February 6, 2009.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

F020507000059

**CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.
UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW**

We, the undersigned, being the Board of Trustees of Cortland County Community Action Program, Inc. do hereby certify:

(1) The name of the corporation is Cortland County Community Action Program, Inc.
(2) The Certificate of Incorporation of Cortland County Community Action Program, Inc. was filed by the Department of State on the 1st day of March, 1974. The said corporation was formed under the Not-for-Profit Corporation Law of the State of New York.

(3) The Cortland County Community Action Program, Inc. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of said law. The corporation shall hereafter continue to be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

(4) Paragraph (g) of the Certificate of Incorporation of Cortland County Community Action Program, Inc., which sets forth the purposes of the corporation, is hereby amended by adding the following provisions.

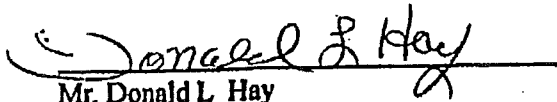
To make decent housing available to people of low income and moderate income levels by improving, rehabilitating, and restoring properties, thereby, improving the living conditions of people of the community who are now living in dilapidated and unsafe dwellings.

(5) This amendment to the Certificate of Incorporation of Cortland County Community Action Program, Inc. was authorized by the affirmative vote of a majority of the Board of Trustees entitled to vote thereon at a meeting of the Board of Trustees duly called and held on the 17th day of May, 2001.

1

(6) The Secretary of State of New York is hereby designated the agency 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 as agent of the corporation is c/o Cortland County Community Action Program, Inc., 32 North Main Street, Cortland, New York 13045.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate and affirm its statements herein as true under the penalties of perjury this 17th day of May, 2001.



Mr. Donald L. Hay
President, CAPCO




Mrs. Cindy Schlenker
Secretary, CAPCO



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

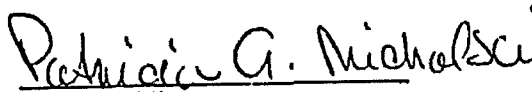
Deborah Kenn, being duly sworn, says

1. The affiant is the attorney for the subscribers to the foregoing Certificate of Amendment to the Certificate of Incorporation for the Cortland County Community Action Program, Inc.
2. This is a revision to the previous application made before the Supreme Court for the Certificate of Amendment to the Certificate of Incorporation for Cortland County Community Action Program originally approved on January 3, 2002. This revision is necessary due to the fact that the original Certificate of Amendment incorrectly stated the date of incorporation as being November 30, 1972, the date it was signed, instead of March 1, 1974, the date it was filed. The date has been corrected and I am now submitting the corrected Amendment for your approval.


Deborah Kenn

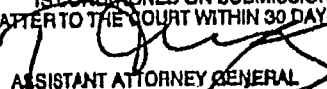
Sworn to before me this

6th day of March, 2002.


Notary Public

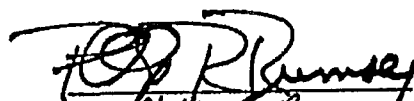
PATRICIA A. MICHALSKI
Notary Public, State of New York
Qualified in Onondaga County
Reg No 01M150-3143
My Commission Expires May 8, 2003

I, Phillip R. Rumsey, a justice of the Supreme Court of the State of New York, Sixth Department Judicial District, do hereby approve the foregoing Certificate of Amendment to the Certificate of Incorporation of the Cortland Community Action Program, Inc. pursuant to section 804(a)(ii) of the Not-for-Profit Corporation Law and consent that the same be filed.

Dated: April 19, 2002
Cortland, NY
THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

ASSISTANT ATTORNEY GENERAL

3

4/19/02
DATE


Hon. Phillip R. Rumsey

F020507000059

NOTICE OF ENTRY

Index No

Year 2001

PLEASE take notice that the within is a (certified) true copy a duly entered in the office of the clerk of the within named court on

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC

Pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York

To
Attorney(s) for

Office and Post Office Address

NOTICE OF SETTLEMENT

PLEASE take notice that an order

of which the within is a true copy will be presented for settlement to the Hon

One of the judges of the within named Court at

at

Dated,

Yours etc

Attorney(s) for

Office and Post Office Address

To

Attorney(s) for

Joseph S. Blak, Sr. Genl Attorney
Ginger E. LSC, Esq., Student Attorney
Deborah Kent, Synchronizing Attorney

Attorneys for Cortland County Community Action Program, Inc
Office and Post Office Address * telephone
Syracuse University College of Law
Office of Charles Legal Education
P O Box 6543
Syracuse, New York 13217-6543
(315) 443-4582

TO
Attorney(s) for

Service of a copy of the within

Dated,

Attorney(s) for

is hereby admitted

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 07 2002

TAX \$ _____
BY: *AC*

Cortland

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060

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
February 6, 2009.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

F 030402000101

CERTIFICATE OF MERGER
Of -
CORTLAND COUNTY RESIDENTIAL RESOURCES CORPORATION
And
CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.
Into
CORTLAND COUNTY COMMUNITY ACTION PROGRAM, INC.
Under
Section 904 of the Not-For-Profit Corporation Law

The undersigned, Daniel McNeil, being the President of the Board of Directors, and Daniel Norte, being the Secretary of Cortland County Residential Resources Corporation, and Donald Hay, being the President of the Board of Directors, and Christopher Farkas, being the Executive Director of Cortland County Community Action Program, Inc., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

I. The statements required by subparagraphs (a)(1) and (4) of Section 902 of the Not-for-Profit Corporation Law (plan of merger or consolidation), which statements pursuant to said statute were also set forth in the plan of merger duly adopted by the constituent corporations in this merger, are:

- (1) The names of the constituent corporations are Cortland County Residential Resources Corporation and Cortland County Community Action Program, Inc. The name of the surviving corporation is Cortland County Community Action Program, Inc.
- (2) The amendments or changes in the certificate of incorporation of the surviving corporation which were made pursuant to the merger, which were filed on May 7, 2002, are:

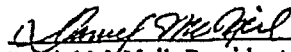
The Certificate of Incorporation for Cortland County Community Action Program, Inc. was amended with the provision "To make decent housing available to people of low income and moderate income levels by improving, rehabilitating, and restoring properties, thereby, improving the living conditions of the people of the community who are now living in dilapidated and unsafe dwellings."

II. The effective date of the merger shall be the date of filing of this Certificate by the Department of State.

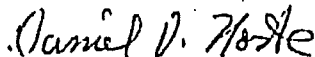
III. The Certificate of Incorporation of Cortland County Residential Resources Corporation was filed by the Department of State on June 22, 1970. The Certificate of Incorporation of Cortland County Community Action Program, Inc. was filed by the Department of State on March 1, 1974.

IV. The merger of the constituent corporations into Cortland County Community Action Program, Inc. was authorized with respect to Cortland County Residential Resources Corporation by the Affidavit in Support of Application for Approval of Merger as signed by Dan McNeil, being the President of the Board of Directors, on the 7th day of June, 2002 and by the Plan of Merger as signed by Dan McNeil, being the President of the Board of Directors, on the 20th day of June, 2001. The merger of the constituent corporations into Cortland County Community Action Program, Inc. was authorized with respect to Cortland County Community Action Program, Inc. by the Affidavit in Support of Application for Approval of Merger as signed by Donald Hay, being the President of the Board of Directors, on the 7th day of June, 2002 and by the Plan of Merger as signed by Donald Hay, being the President of the Board of Directors, on the 20th day of June, 2001.

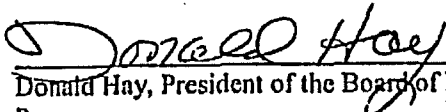
IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, signed this Certificate and affirm the foregoing to be true under penalty of perjury this 3rd day of October, 2002.



Daniel McNeil, President of the Board of Directors for Cortland County Residential Resources Corporation



Daniel Norte, Secretary for Cortland County Residential Resources Corporation

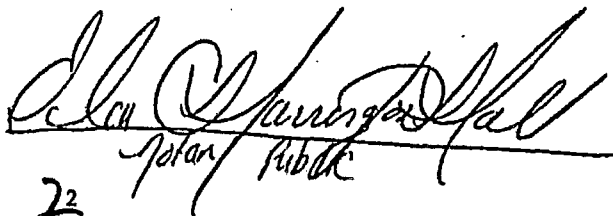


Donald Hay, President of the Board of Directors for Cortland County Community Action Program



Christopher Farkas, Executive Director for Cortland County Community Action Program

Eden C. Harrington-Hall
Notary Public, State of New York
No 4981244
Qualified in Cortland County
My Commission Expires May 06, 2003


Notary Public

F 030402000101

Supreme Court of the
State of New York, County of Cortland

Present: Hon. Phillip R. Rumsey, Justice.

 In the matter of the application of)
 Cortland County Community Action)
 Program and Cortland County)
 Residential Resources Corporation for)
 an order approving their plan of)
 merger under section 907 of the)
 Not-for-Profit Corporation Law into)
 Cortland County Community Action)
 Program and authorizing the filing of)
 the Certificate of Merger under section)
 904 of said law)

ORDER

Cortland County Community Action Program and Cortland County Residential Resources Corporation having duly made joint application for an order, pursuant to section 907 of the Not-for-Profit Corporation Law, approving the Plan of Merger of said corporations and authorizing the filing of a Certificate of Merger in accordance with section 904 of the Not-for-Profit Corporation Law, and said application having regularly come on to be heard,

Now upon reading the joint affidavit of Donald Hay, President of Cortland County Community Action Program and Dan McNeil, President of Cortland County Residential Resources Corporation, sworn to on June 7, 2002, and the Plan of Merger designated Exhibit A herein, all in support of the application, and there being no opposition thereto, after due deliberation having been held thereon, and it appearing that the interests of the constituent corporations and the public interest will not be adversely affected by the proposed merger,

Now, upon motion of Deborah Kenn, attorney for the applicants, it is

ORDERED, that the Plan of Merger between Cortland County Community Action Program and Cortland County Residential Resources Corporation designated Exhibit A herein, be and the same hereby is approved, and that all assets belonging to Cortland County Residential Resources Corporation shall be transferred to Cortland County Community Action Program, and it is further

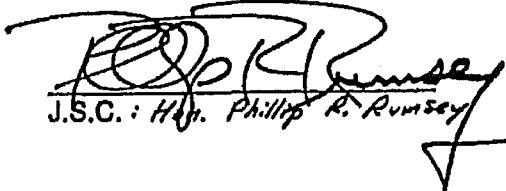
ORDERED, that the aforesaid Certificate of Merger is authorized to be filed by the Department of State in accordance with section 904 of the Not-for-Profit Corporation Law, to which certificate a certified copy of this order shall be annexed, and it is further

ORDERED that a copy of this signed order shall be served upon the Attorney General, and it is further

ORDERED that a copy of the filed Certificate of Merger shall be served upon the Attorney General within 90 days of the date of the signed order.

*Dated: January 22, 2003
Cortland, New York*

Enter,


J.S.C.: *Hon. Phillip R. Rumsey*