

JUN-30-2000 FRI 04:29 PM NIS

FAX NO. 18002348522

P. 02/02

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

EXHIBIT A

=====

ENTITY NAME: SENECA KNIT DEVELOPMENT CORPORATION

DOCUMENT TYPE: DOMESTIC (NOT-FOR-PROFIT) CORPORATION TYPE: C COUNTY: SENE  
SERVICE COMPANY: NATIONWIDE INFORMATION SERVICES, INC. SERVICE CODE: 27

=====

FILED: 06/29/2000 DURATION: PERPETUAL CASH#: 000629000739 FILM #: 000629000714

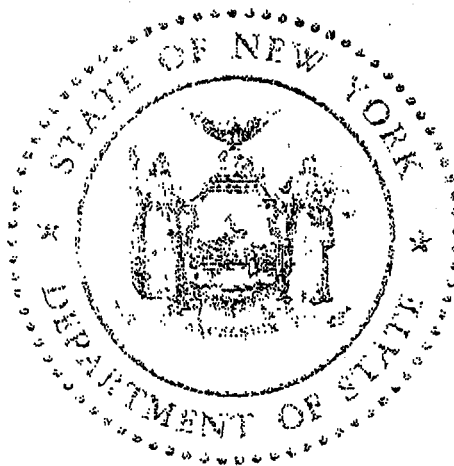
ADDRESS FOR PROCESS

EXIST DATE

-----  
THE CORPORATION  
1 DIPRONIO DRIVE  
WATERLOO, NY 13165

-----  
06/29/2000

REGISTERED AGENT  
-----



FILER	FEES		PAYMENTS	
-----	160.00		160.00	-----
SHAWN M. GRIFFIN	FILING	75.00	CASH	0.00
MARRIS BEACH & WILCOX, LLP	TAX	0.00	CHECK	0.00
0 EAST MAIN STREET	CERT	0.00	CHARGE	0.00
ROCHESTER, NY 14604	COPIES	10.00	DRAWDOWN	160.00
	HANDLING	75.00	BILLED	0.00
			REFUND	0.00
			-----	-----

DOSPITECS

CORPORATIONS PUBLIC INQUIRY SYSTEM  
CURRENT STATUS INFORMATION

06/29/00

CURR NAME SENECA KNIT DEVELOPMENT CORPORATION

NAME ASSMD \*\*\*\*\* TYPE 01DN A STATUS A  
EFFECTIVE DATE 06/29/2000 BIENNIAL RPT NOT REQUIRED  
ORIG NAME SENECA KNIT DEVELOPMENT CORPORATION

INC. DATE	COUNTY	DURATION	JURISDICTION	FOR. INC.	NFP TYPE
06/29/2000	SENE	PERPETUAL		___/___/___	C

Process Name THE CORPORATION  
Address 1 DIPRONIO DRIVE  
City, St, Zip WATERLOO , NY\_ 13165

Chairmn Name  
Address  
City, St, Zip

INF101 - PRESS APPROPRIATE FUNCTION KEY FOR DESIRED ACTION

- 1=CERT SEAL 2=
- 7= 8=
- 3=PREVIOUS 4=LIST 5=HISTORY 6=STOCK
- 9=NAMES 10=CURR ADD 11=BIEN RPT 12=NAME ENTRY

DOSPITEFH

CORPORATIONS PUBLIC INQUIRY SYSTEM  
FILING HISTORY INFORMATION

06/29/00

ORG. NAME SENECA KNIT DEVELOPMENT CORPORATION

TYPE	NUM OF DOCS	STATUS	COUNTY	NFP TYPE	JURISDIC
DOM NFP	1	A	SENE	C	

DATE	MICROFILM #	CODE	DESCRIPTION
06/29/2000	000629000714	01DN A	DOMESTIC (NOT-FOR-PROFIT) CORPORATION
____/____/____	_____	---	_____
____/____/____	_____	---	_____
____/____/____	_____	---	_____
____/____/____	_____	---	_____
____/____/____	_____	---	_____
____/____/____	_____	---	_____
____/____/____	_____	---	_____
____/____/____	_____	---	_____

INF101 - PROVIDE REQUIRED INFORMATION AND PRESS APPROPRIATE FUNCTION KEY

====>

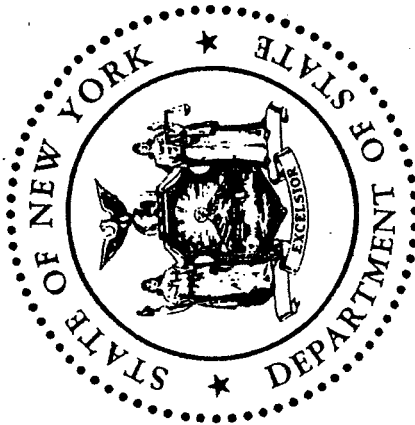
1=	2=CURRENT	3=PREVIOUS	4=LIST	5=MERGER	6=STOCK
7=BACKWARD	8=FORWARD	9=CO DETAIL	10=	11=CONVER	12=NAME ENTRY

State of New York }  
Department of State } ss:

*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.*

JUL 03 2000

Witness my hand and seal of the Department of State on



A handwritten signature in cursive script, appearing to read "J. Clark", written in black ink.

Special Deputy Secretary of State

F000629000714

**CERTIFICATE OF INCORPORATION**

**OF**

**SENECA KNIT DEVELOPMENT CORPORATION**

A Not-For-Profit Local Development Corporation  
under Section 1411 of the Not-For-Profit  
Corporation Law of the State of New York

**THE UNDERSIGNED**, being over the age of eighteen years and the Incorporator of the Seneca Knit Development Corporation, Seneca County, New York, for the purpose of forming a not-for-profit local development corporation pursuant to Section 1411 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 Seneca Knit Development 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 1411 of the Not-For-Profit Corporation Law, will be a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law. The Corporation shall be a public instrumentality of, but separate and apart from the County of Seneca, 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 relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest. In furtherance of said purposes, the Corporation's powers shall include:

- a. To construct, acquire, rehabilitate and improve for use by others facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such facilities for

1

- others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;
- b. To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein;
  - c. To apply for loans and borrow money without limit as to amount; to make, draw, accept, endorse, execute and issue negotiable bonds, debentures, notes and other obligations therefor;
  - d. To sell, lease, mortgage or otherwise dispose of or encumber any such facilities or any of its real or personal property or any interest therein upon such terms as it may determine;
  - e. To enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of facilities in the territory in which the operations of such Corporation are principally to be conducted;
  - f. To apply for grants and make grants and to execute any and all documents necessary thereto.
  - g. To do 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.
  - h. 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 and 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 operations of the Corporation will be principally conducted within the territory of the County.

**FIFTH:** Pursuant to the requirements of Section 1411(e) of the Not-For-Profit Corporation Law:

(a) 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; to the extent not so used, the income and earnings will accrue and be paid to the New York Job Development Authority to the extent required by Section 1411 of the Not-for-Profit Corporation Law.

(b) The property of the Corporation is irrevocably dedicated to charitable purposes. 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, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(c) 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 paragraph (g) of Section 1411 of the Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

**SIXTH:** (a) The Corporation shall not attempt to influence legislation by propaganda or otherwise (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), or participate in or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

(b) 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.

**SEVENTH:** 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 for furtherance of the purposes set forth in Section 1411 of the Not-for-Profit Corporation Law. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-For-Profit Corporation Law.

**EIGHTH:** The principal office of the Corporation shall be located in the County of Seneca in the State of New York and such office shall be functionally separate from those of any member of the County Group (as defined in paragraph TENTH below) (although such office may be in a facility leased from a member of the County Group on arms-length terms). The Corporation at all times shall:

(a) maintain separate accounting records and other corporate records from those of each member of the County Group;

(b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of any member of the County Group;

(c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of any member of the County Group;

(d) maintain its own deposit account or accounts, separate from those of any member of the County Group, with commercial banking institutions and/or trust companies;

4



(e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such persons for whose benefit the goods and services are provided, and the Corporation and each such person shall bear its fair share of such costs;

(f) conduct its business in its own name and conduct all material transactions between the Corporation and any member of the County Group only on an arm's-length basis;

(g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special members' and directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records, and accounts, including, but not limited to, intercompany transaction accounts. Regular members' and directors' meetings shall be held at least annually;

(h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision also may be an employee, officer or director of a member of the County Group);

(i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery;

(j) ensure that no member of the County Group will supply funds to, or guarantee debts of, the Corporation;

(k) other than as expressly provided herein, pay all expenses, indebtedness and other obligations incurred by it;

(l) not enter into any guaranty, or otherwise become liable, with respect to any obligation of any member of the County Group;

(m) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for any member of the County Group; and

(n) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein.

**NINTH:** 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.

**TENTH:** The Corporation shall be managed by a Board of Directors consisting of three to ten Directors, who will be selected by the Members of the Corporation (the "Appointed Directors"). Prior to the first meeting of the Board of Directors requiring the vote of the Independent Director (as hereinafter defined) and at all times thereafter (except as noted hereafter in the event of death, incapacity, resignation or removal), one Independent Director (as hereinafter defined) will be selected by the Member of the Corporation (the "Independent Director"). The Independent Director must be a person who is not, and has not been for a period of five years prior to his or her appointment as the Independent Director (i) a creditor, customer, supplier, advisor or other person who derives any of its revenues from its activities with the County or its affiliated entities (the County and its affiliated entities other than the Corporation being referred to in this Certificate of Incorporation as the "County Group"); (ii) an official, member, stockholder, director, officer, employee, agent or affiliate of the County Group (the "Principal"); (iii) a person related to any person referred to in clause (i) or (ii); or (iv) any person who receives compensation for administrative, legal, accounting or other professional services from the County Group or a Principal; or (v) a trustee, conservator or receiver for any member of the County Group. In the event of the death, incapacity, resignation or removal of the Independent Director, the

6

Member promptly shall appoint a replacement Independent Director. The Board of Directors shall not vote on any matter requiring the vote of the Independent Director under this Certificate of Incorporation unless and until the Independent Director is serving on the Board of Directors. The Independent Director shall serve for the term of office provided in the By-laws of the Corporation and may be removed by the Member with cause.

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

<u>Name</u>	<u>Address</u>
Glenn R. Cooke	Seneca County Industrial Development Agency One DiPronio Drive Waterloo, NY 13165
Bruce H. Bonafiglia	Bona-Dent, Inc. 30 Wallace Avenue Auburn, NY 13021
Shawn M. Griffin	Harris Beach & Wilcox, LLP 130 East Main Street Rochester, New York 14604

The Member shall select the Independent Director prior to the first meeting of the Board of Directors requiring the vote of the Independent Director.

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: 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.

FOURTEENTH: The Secretary of New York State 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: Seneca Knit Development Corporation, 1 DiPronio Drive, Waterloo, New York 13165.

FIFTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by a majority of the Directors of the Corporation.

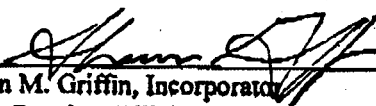
SIXTEENTH: The Corporation shall not do any of the following:

(a) Without the affirmative vote of all of the members of the Board of Directors of the Corporation (which must include the affirmative vote of the duly appointed Independent Director (as defined in paragraph TENTH above)) 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 or 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.

(b) Without the affirmative vote of all of the members of the Board of Directors of the Corporation (which must include the affirmative vote of the duly appointed Independent Director) 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.

8

IN WITNESS WHEREOF, this certificate has been subscribed this 27th day of June, 2000 by  
undersigned.

  
Shawn M. Griffin, Incorporator  
Harris Beach & Wilcox, LLP  
130 East Main Street  
Rochester, New York 14604

F 000629000714

CERTIFICATE OF INCORPORATION

OF

SENECA KNIT DEVELOPMENT CORPORATION

(Under Section 1411 of the Not-For-Profit Corporation Law of the State of New York)

DRAFTED  
NIS  
27

JUN 29 2 25 PM '00

FILED

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

JUN 29 2000

FILED  
TAX S  
BY: JAG

Seneca  
type C

JUN 28 2 16 PM '00

RECEIVED

JUN 29 2 26 PM '00

Filed by: Shawn M. Griffin  
Harris Beach & Wilcox, LLP  
130 East Main Street  
Rochester, New York 14604

10

000629000739