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CERTIFICATE OF INCORPORATION
OF
BUILD NYC RESOURCE CORPORATION
A Not-For-Profit Local Development Corporation
Under Sections 402 and 1411 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 local development corporation pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), hereby certifies as follows:

FIRST The name of the corporation shall be Build NYC Resource Corporation (hereinafter referred to as the "Corporation").

SECOND The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL, is a Type C Corporation as defined in Section 201 of the N-PCL, and is a local development corporation pursuant to Section 1411 of the N-PCL. The Corporation shall be a public instrumentality of, but separate and apart from, The City of New York (the "City").

THIRD The Corporation is formed and operated exclusively for the charitable and public purposes of lessening the burdens of government of the City and benefiting the City by fulfilling the purposes now or hereafter referred to in Section 1411(a) of the N-PCL including by means of engaging in the following activities:

(a) to promote community and economic development and the creation of jobs in the non-profit and for-profit sectors for the citizens of the City by developing and providing programs for not-for-profit institutions, manufacturing and industrial businesses and other entities to access tax-exempt and taxable financing for their eligible projects;

(b) to issue and sell one or more series or classes of bonds, notes and other obligations (the "Obligations") through private placement, negotiated underwriting or competitive underwriting to finance activities referred to in subparagraph (a) above, on a secured or unsecured basis;

(c) to engage the services of one or more underwriters, placement agents, consultants, attorneys, financial advisors and other persons whose services may be appropriate or desirable in connection with the activities and financing referred to above;

(d) to undertake other projects within the City that are appropriate functions for a non-profit local development corporation for the purpose of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the City by attracting new industry to the City or by encouraging the development of or retention of

an industry in the City, and lessening the burdens of government and acting in the public interest; and

(e) in general, to perform any and all acts and things, engage in any activities, 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 purposes now or hereafter referred to in Section 1411(a) of the N-PCL.

In furtherance of the foregoing purposes, the Corporation shall have all the powers conferred by Section 1411(c) of the N-PCL, subject in all cases, however, to the limitations on the powers of the Corporation contained in paragraph TWELFTH hereof.

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Section 404(a)-(v) of the N-PCL.

FOURTH The activities referred to in subparagraph (a) of paragraph THIRD above will achieve the lawful public purposes of lessening the burdens of government, the carrying out of such objective and the exercise of the powers conferred on the Corporation being the performance of an essential governmental function, it being understood that the performance of such activities will assist the City in reducing unemployment and promoting additional job growth and economic development.

FIFTH The operations of the Corporation will be principally conducted within the territory of the City. Notwithstanding any other provision of this Certificate of Incorporation, the bylaws and any provision of law, so long as any Obligations remain outstanding, the Corporation shall not do any of the following:

(a) engage in any activity other than as set forth in paragraph THIRD hereof;

(b) without the affirmative vote of two-thirds of the members of the Board of Directors of the Corporation and the consent of the Mayor, (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 consent 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; or

(c) without the affirmative vote of two-thirds of the members of the Board of Directors of the Corporation and the consent of the Mayor, 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.

When voting on whether the Corporation will take any action described in paragraph (b) above, each Director shall owe his or her primary fiduciary duty or other obligation to the Corporation and not to the members of the Corporation (except as may specifically be required by the N-PCL or otherwise by law). Every Director of the Corporation shall be deemed to have consented to the foregoing by virtue of such Director's appointment as a Director of the Corporation.

SIXTH: 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 or accrue and, subject to the Corporation's responsibilities under the Obligations, be paid to the New York Job Development Authority.

(b) The property of the Corporation is irrevocably dedicated to charitable and public 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, but only if and 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 N-PCL upon the repayment or other discharge in full by the Corporation of all such loans.

SEVENTH: (a) 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.

(b) The Corporation shall not accept a mortgage loan or loans from the New York Job Development Authority.

EIGHTH: 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 of the liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to the City. 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 N-PCL.

NINTH: The office of the Corporation shall be located in the County of New York in the State of New York. The Corporation at all times shall:

(a) upon request by the Mayor of the City (the "Mayor") or the Comptroller of the City (the "Comptroller") or their respective staffs, make available any and all books and records of the Corporation for their inspection; and

(b) submit to the Mayor and the Comptroller an annual financial report together with a report of the operations and accomplishments of the Corporation for such annual period.

The Comptroller shall have the right to conduct an annual audit of the books and records of the Corporation.

TENTH: The members of the Corporation (the "Members") shall include (1) the Comptroller of the City, the Deputy Mayor of the City responsible for economic development, the Corporation Counsel of the City and the Chairperson of the City Planning Commission of the City (the "Class I Members") and (2) between 10 and 12 other persons (the "Class II Members") who shall be selected as provided in the By-laws.

Each meeting of the Members of the Corporation shall be conducted in the manner prescribed by the Open Meetings Law of the State of New York (Section 100 *et seq.* of the Public Officers Law of the State of New York) (the "Open Meetings Law") as if the Corporation were a public body as defined in the Open Meetings Law.

ELEVENTH: The Corporation shall be managed by a Board of Directors, which shall, prior to the adoption of the Corporation's By-laws, be comprised of those persons named in paragraph THIRTEENTH hereof (the "Initial Directors"). Upon the adoption of the Corporation's By-laws, each Member shall constitute a separate membership section within the meaning of Section 703(a) of the N-PCL for the purpose of the election of Directors, and shall serve as the Director for such membership section. Each Initial Director shall serve until the selection of a corresponding Member in accordance with the By-laws.

The term "Director" as used herein shall include any alternate director designated in accordance with the By-laws of the Corporation. Each of the Directors shall serve for the term of office provided in the By-laws and shall be removed from office and replaced as provided in the By-laws.

It is acknowledged that the members, directors, alternate directors and officers may hold comparable or other positions with the New York City Industrial Development Agency established by Chapter 1082 of the 1974 Laws of New York, as amended (the "Agency") and the New York City Capital Resource Corporation, a Local Development Corporation organized under the N-PCL (the "NYCCRC"). By reason of the shared public purposes of the Corporation, NYCCRC and the Agency, no member, alternate member, director, alternate director or officer of the Corporation shall be deemed to have a conflict of interest solely due to such person's position with the Agency or NYCCRC.

Each meeting of the Board of Directors of the Corporation shall be conducted in the manner prescribed by the Open Meetings Law as if the Corporation were a public body as defined in the Open Meetings Law.

TWELFTH: The powers of the corporation set forth in paragraph THIRD hereof shall be subject to the following limitation:

(A) The Corporation shall hold a public hearing on any financial assistance in excess of \$100,000 proposed to be provided by the Corporation to a project at which interested parties shall be provided with reasonable opportunity, both orally and in writing, to present their views with respect to the project.

(B) The Corporation shall give the same notice of such hearing as the Agency would provide in order to comply with the provisions of Section 859-a and b of the General Municipal Law of the State of New York if such hearing was a public hearing of the Agency with respect to a project.

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

Michael A. Cardozo, Esq.	Office of the Corporation Counsel, 100 Church St., New York, NY 10007
Robert K. Steel	City Hall, New York, NY 10007
Amanda M. Burden	City Planning Commission, 22 Reade St., New York, NY 10007
John C. Liu	One Centre Street, New York, NY 10007
Seth W. Pinsky	New York City Economic Development Corporation, 110 William Street, New York, NY 10038
Marya N. Cotten	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Albert V. De Leon	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Robert D. Santos	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Kevin Doyle	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Andrea Feirstein	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Anthony Ferreri	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Joseph I. Douek	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Matthew Mirones	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Bernard Haber	New York City Industrial Development Agency, 110 William Street, New York, NY 10038
Albert M. Rodriguez	New York City Industrial Development Agency, 110 William Street, New York, NY 10038

FOURTEENTH: The Secretary of State of the State 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 c/o New York City Economic Development Corporation, 110 William Street, New York, NY 10038, Attn: General Counsel.

FIFTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by a majority of the Directors of the Corporation upon 30 days' notice to all the Directors, provided, however, that the Corporation shall not amend, alter, change or repeal any provision of those sections of the By-laws pertaining to (i) the selection, removal, replacement and voting of Members and (ii) the selection, removal and replacement of Directors and the composition of the Board of Directors without the consent of the City and the affirmative vote of a majority of the Board of Directors of the Corporation.

SIXTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in any manner now or hereafter provided herein or by statute; provided, however, that (1) the Corporation shall not amend, alter, change or repeal any provision of Paragraphs SECOND, THIRD, FIFTH, SIXTH, EIGHTH, NINTH, TENTH, ELEVENTH, FIFTEENTH and SIXTEENTH of this Certificate of Incorporation (the "Restricted Articles") without the affirmative vote of two-thirds of the members of the Board of Directors of the Corporation and the consent of the Mayor and (2) the Corporation shall not amend or change any provision of any Article other than the Restricted Articles so as to be inconsistent with the Restricted Articles; provided further, that all the Directors shall have received 30 days' advance notice of any proposed amendment, alteration, change or repeal.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned this 4th day of November, 2011.



Name: Robert LaPalme
Title: Incorporator
Address: c/o New York City Economic
Development Corporation
110 William Street, 4th Floor
New York, New York 10038

FILING RECEIPT

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ENTITY NAME: BUILD NYC RESOURCE CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)

COUNTY: NEWY

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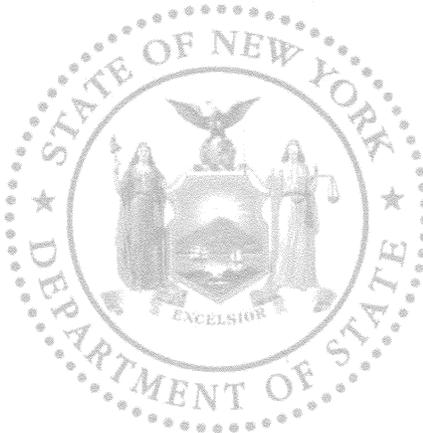
FILED:03/20/2014 DURATION:***** CASH#:140320000154 FILM #:140320000148

FILER:

MICHAEL LEE
BUILD NYC RESOURCE CORPORATION
110 WILLIAM STREET
NEW YORK, NY 10038

ADDRESS FOR PROCESS:

REGISTERED AGENT:



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SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

FEEs 30.00

FILING 30.00
TAX 0.00
CERT 0.00
COPIES 0.00
HANDLING 0.00

PAYMENTS 30.00

CASH 0.00
CHECK 30.00
CHARGE 0.00
DRAWDOWN 0.00
 OPAL 0.00
REFUND 0.00

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DOS-1025 (04/2007)

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF
BUILD NYC RESOURCE CORPORATION
UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW OF THE STATE OF NEW YORK**

FIRST: The name of the corporation is Build NYC Resource Corporation (hereinafter referred to as the "Corporation").

SECOND: The certificate of incorporation of the Corporation was filed by the Department of State of the State of New York on November 9, 2011.

THIRD: The Corporation was formed as a not-for-profit local development corporation under Section 402 and Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL").

FOURTH: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL. The Corporation is a Type C corporation under Section 201 and paragraph (b) of Section 1411 of the N-PCL. The Corporation shall continue to be a Type C corporation under Section 201 and paragraph (b) of Section 1411 of the N-PCL after the amendment effected hereby.

FIFTH: Subparagraph (d) of paragraph THIRD of the certificate of incorporation of the Corporation, relating to the corporate powers of the Corporation, is hereby amended by deleting the phrase "within the City" from the first line thereof.

SIXTH: Paragraph FIFTH of the certificate of incorporation of the Corporation, relating to limitations on the corporate powers of the Corporation, is hereby amended by deleting the first sentence thereof in its entirety and substituting the following text therefor:

"The territory in which the operations of the Corporation will be principally conducted shall be the City and the area of any project that is located partially outside of the City where such project (i) lessens the burdens of City government and is in the public interest of the citizens of the City and (ii) advances any of the purposes of local development corporations as set forth in paragraph (a) of Section 1411 of the N-PCL."

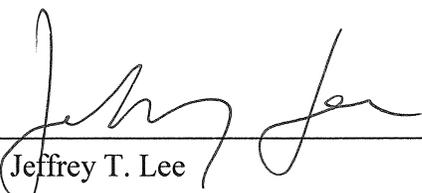
SEVENTH: This certificate of amendment, and the filing hereof with the Department of State of the State of New York, has been (a) approved and authorized by the affirmative vote

of at least a majority of the members of the Corporation in accordance with clause (1) of paragraph (a) of Section 802 of the N-PCL and paragraph (c) of Section 613 of the N-PCL, (b) approved and authorized by the affirmative vote of at least two-thirds of the members of the Board of Directors of the Corporation in accordance with paragraph SIXTEENTH of the certificate of incorporation of the Corporation and (c) consented to by the Mayor of the City of New York in accordance with paragraph SIXTEENTH of the certificate of incorporation of the Corporation.

EIGHTH: The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State of the State of New York shall mail a copy of any process against the Corporation served upon him is Build NYC Resource Corporation, c/o New York City Economic Development Corporation, 110 William Street, New York, NY 10038, Attention: General Counsel.

NINTH: The approval of a justice of the Supreme Court of New York County in the State of New York is endorsed hereon or annexed hereto as required by clause (ii) of paragraph (a) of Section 804 of the N-PCL. Written notice of the application for the foregoing judicial approval was given to the Attorney General of the State of New York at least ten days prior to such application as required by clause (ii) of paragraph (a) of Section 804 of the N-PCL.

IN WITNESS WHEREOF, this certificate of amendment has been executed by the undersigned this 19th day of December, 2013.


Name: Jeffrey T. Lee
Title: Executive Director of
Build NYC Resource Corporation

MATTHEW F. COOPER

I, _____, a Justice of the Supreme Court of the State of
New York for the First Judicial District do hereby approve of the foregoing
Certificate of Amendment of the Certificate of Incorporation of Build NYC Resource
Corporation. and consent that the same be filed.

Date: FEB - 6 2014

Matthew Cooper
J.S.C.

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 60 DAYS HEREAFTER.

by Laura Werner

ASSISTANT ATTORNEY GENERAL DATE

Laura Werner
Asst Atty Gen

January 6 2014