

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF
CHAMBER OF COMMERCE OF AUBURN AND CAYUGA COUNTY, INC.
Under Section 803 of the Not-For-Profit Corporation Law**

The undersigned, **GWEN WEBBER-McLEOD**, being the Chair of the Board of Directors, **LARRY BOWMAN**, being the President and Chief Executive Officer, and **ROBERT BUSCHMAN**, being the Secretary/Treasurer of the **CHAMBER OF COMMERCE OF AUBURN AND CAYUGA COUNTY, INC.**, do hereby certify and set forth as follows:

1. The name of the corporation is **CHAMBER OF COMMERCE OF AUBURN AND CAYUGA COUNTY, INC.** The name under which the corporation was originally formed is **THE BUSINESS MEN'S ASSOCIATION OF AUBURN, NEW YORK**, which was filed with the Department of State on February 13, 1908.

2. The certificate of incorporation of **THE BUSINESS MEN'S ASSOCIATION OF AUBURN, NEW YORK**, was changed to the name of **AUBURN CHAMBER OF COMMERCE** by certificate filed June 2, 1915, and said certificate of incorporation was further amended by change of name to **CHAMBER OF COMMERCE OF AUBURN AND CAYUGA COUNTY, INC.** filed on February 25, 1963.

3. The certificate of incorporation of **CHAMBER OF COMMERCE OF AUBURN AND CAYUGA COUNTY, INC.** which sets forth the name is hereby amended to read as follows:


The name of the Corporation is **CAYUGA COUNTY CHAMBER OF COMMERCE.**

4. This amendment to the certificate of incorporation of **CHAMBER OF COMMERCE OF AUBURN AND CAYUGA COUNTY, INC.**, was by unanimous approval of the Board of Directors of said Corporation.


5. The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the New York State Not-For-Profit Corporation Law and the type of corporation is B as under Section 201 of the New York State Not-For-Profit Corporation Law.

6. The corporation hereby designates the Secretary of State of New York State as agent of the corporation upon whom process against it may be served and the address to which the Secretary of State may mail a copy of such process is 36 South Street, Auburn, New York, 13021.

IN WITNESS WHEREOF, the undersigned has executed and signed this certificate this 1st day of March, 2000.



GWEN WEBBER-McLEOD
Chair of the Board



LARRY BOWMAN
President and Chief Executive Officer



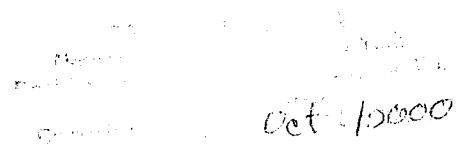
ROBERT BUSCHMAN
Secretary/Treasurer

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

On the 1st day of March, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared **GWEN WEBBER-McLEOD**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.



NOTARY PUBLIC


Oct 1/2000

STATE OF NEW YORK,)
COUNTY OF CAYUGA.) SS.:

On the 1st day of March, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared **LARRY BOWMAN**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.


NOTARY PUBLIC

Notary Public for the State of New York
Commission Expires Oct 4, 2000

STATE OF NEW YORK,)
COUNTY OF CAYUGA.) SS.:

On the 1st day of March, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared **ROBERT BUSCHMAN**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.


NOTARY PUBLIC

Notary Public for the State of New York
Commission Expires Oct 4, 2000

(ENDORSED)

CERTIFICATE

OF

INCORPORATION

OF

BANK OF AMERICA

CERTIFICATE

OF

INCORPORATION

*Auburn
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We, the undersigned, all being persons of full age, at least two-thirds of whom are citizens of the United States, and one of whom is a resident of the State of New York, desiring to form a corporation for the purposes hereinafter set forth, and in accordance with and pursuant to Article XI of the Membership Corporation Law, do hereby make, sign, acknowledge and file this CERTIFICATE for such purposes as follows:-

FIRST.

The name of the proposed corporation is THE BUSINESS MEN'S ASSOCIATION OF AUBURN, NEW YORK.

SECOND.

The particular purposes for which said corporation is formed are: to foster and promote a more enlarged social and friendly intercourse among business and professional men; to improve, protect, and encourage the rights and interests of all classes of trade, and increase and advance the industries of the City of Auburn; to contribute with its influence and funds in securing the enactment and passage of all laws and statutes which are for the protection and interest of business men; to earnestly and actively oppose all legislation dangerous and inimical to the business and industrial interests of the community; to advocate by precept and example the patronizing of home merchants and industries; to discourage unfair and unbusinesslike competition; to disseminate useful information; to secure as far as possible uniformity in business methods. In fine, to labor for the uplift, well being and progress of the City of Auburn.

THIRD.

The principal office of the corporation is to be located in the City of Auburn, New York.

FOURTH.

The number of Directors shall be ten (10).

FIFTH.

The names and places of residence of the Directors of the corporation until the first annual meeting are as follows:-

1-	Charles I. Avery	27 Court St.	Auburn, N.Y.
2-	Frederick A. Benson	8 Nelson St.	Auburn, N.Y.
3-	Charles W. Brister	34 Franklin St.	Auburn, N.Y.
4-	Alpha W. Dewdney	24 1/2 Fulton St.	Auburn, N.Y.
5-	Joseph C. Anderson	79 South St.	Auburn, N.Y.
6-	Michael Graney	159 Seymour St.	Auburn, N.Y.
7-	Charles E. Tuxill	10 Tuxill Square	Auburn, N.Y.
8-	Arthur R. Knox	18 1/2 Nelson St.	Auburn, N.Y.
9-	James F. Ross	2 Lansing St.	Auburn, N.Y.
10-	Robert L. Romig	44 South St.	Auburn, N.Y.

SIXTH.

The date for holding its annual meeting shall be the FIRST TUESDAY IN MARCH.

IN WITNESS WHEREOF, we have made, signed, acknowledged and filed this CERTIFICATE IN DUPLICATE.

Dated the 6th day of February, in the year of our Lord, One thousand nine hundred and eight (1908).

Chas. I. Avery

Arthur R. Knox

Frederick A. Benson

James F. Ross

Charles W. Brister

Robert L. Romig

group commission - Charles J. Adams
Michael Graney Thos. H. Garrett Jr.
Charles E. Tuxill Charles P. Mosher

State of New York)
County of Cayuga) S.S.
City of Auburn)

On this 8th day of February A.D. One thousand
nine hundred and eight (1908) before me, the subscriber,
personally came Charles I. Avery, Frederick A. Benson,
Charles W. Brister, Alpha W. Dewdney, Joseph C. Anderson,
Michael Graney, Charles E. Tuxill, Arthur R. Knox, James
F. Ross, Robert L. Romig, Irving W. Smith, Charles G. Adams,
Thomas H. Garrett, Jr., Charles P. Mosher, to me personally
known to be the persons described in and who made, signed
and executed the foregoing Certificate, and they severally
duly acknowledged to me that they made, signed and executed
the same for the purposes therein set forth.

James W. Hart
Notary Public in and for the
County of Cayuga, State of New York.

I hereby approve the foregoing Certificate.
Dated at Auburn, N.Y. February 8th, 1908.

Adelbert P. Rich
Justice of the Supreme Court.