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 August 12, 2013.

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13
CERTIFICATE OF INCORPORATION OF

GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION

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

The undersigned person(s), acting as Incorporator(s) of a corporation under Section 402 of the N.Y. Not-for-Profit Corp. Law, adopt the following Certificate of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Greater Syracuse Property Development Corporation.

ARTICLE II

The corporation is a corporation as defined in Section 102(a) (5) of the New York Not-for-Profit Corporation Law.

ARTICLE III

A. The purpose for which the corporation is formed are as follows:

(1) The specific and primary purposes for which this corporation is formed is to operate as a Land Bank pursuant to Article 16 of the Not for Profit Corporation Law within Onondaga County and the City of Syracuse for the purpose of lessening the burdens of government, by the distribution of its funds for such purposes, and particularly for addressing the problems of the County of Onondaga and the City of Syracuse with regards to vacant and abandoned property within those governmental jurisdictions and to promote economic growth through the return of vacant, abandoned, and tax delinquent properties to productive use.

(2) The purposes set forth above, which this corporation is formed are considered to be exclusively charitable purposes in order to qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(3) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publication or distribution of any statements or
otherwise) in any political campaign on behalf of any candidate for public office.

B. The lawful public or quasi public objective of which each business purpose will achieve is: to benefit the public by lessening the burdens on the government of Onondaga County and the City of Syracuse by performing those functions permissible under the New York Land Bank Act to address vacant and abandoned property and to promote economic growth through the return of vacant, abandoned, and tax delinquent properties to productive use.

ARTICLE IV

The Corporation shall be a Type C Corporation pursuant to section 201 of the Not-for Profit Corporation Law.

ARTICLE V

The office of this corporation is to be located in County of Onondaga, and State of New York

ARTICLE VI

The Names and Addresses of the Initial Directors of the Corporation are:

Name: Mary Beth Primo
Address: 333 West Washington Street, Suite 130
        Syracuse, NY 13202

Name: Daniel Barnaba
Address: 7854 Oswego Road
        Liverpool, New York 13090

Name: James Corbett
Address: 133 Blackstone Way
        Syracuse, New York 13219

Name: Vito Scisciano
Address: 205 Alanson Road
        Syracuse, New York 13202

Name: Dwight Hicks
Address: 108 Buchmans Close Circle
        Fayetteville, New York 13066
ARTICLE VII

The period of the corporation's duration is perpetual.

ARTICLE VIII

The Secretary of State is designated as the agent of the corporation upon whom service of process against the corporation may be made. The post office address to which the Secretary of State shall mail a copy of any process against the corporation is:

Greater Syracuse Property Development Corporation
333 West Washington Street, Suite 130
Syracuse, New York 13202

ARTICLE IX

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual.

Incorporator Name: Benjamin Walsh

Address: 115 Austin Ave, Syracuse, New York 13207

Signature: [Signature]
CERTIFICATE OF INCORPORATION
OF

Greater Syracuse Property Development Corporation

(Insert Corporation Name)

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

FILED BY: Name: Thomas Babilon c/o Department of law

Mailing Address: City Hall, 233 East Washington Street, Rm. 300

City: Syracuse State: NY Zip Code: 13202

NOTE: This sample form is provided by the New York State Department of State Division of Corporations for filing a certificate of incorporation. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions. The Division recommends that this legal document be prepared under the guidance of an attorney. The Division does not provide legal, accounting or tax advice. This certificate must be submitted with a $75 filing fee made payable to the "Department of State."

For DOS use only

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 27 2012
TAX S
BY: LMC

[Signature]