

CERTIFICATE OF INCORPORATION

of

FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.

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

The undersigned docs hereby certify:

1. The name of the corporation is Finger Lakes Regional Telecommunications Development Corp.

2. The corporation shall be a Local Development Corporation, as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

3. The purposes for which the corporation is formed are: To provide telecommunications infrastructure for the purpose of aiding a community or geographical area by attracting industry to the community or area or by encouraging the development of, or retention of an industry in the community or area; to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better and to maintain job opportunities.

The public objective of the corporation will be to lessen the burdens of government and to act in the public interest.

In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by paragraph (c) of Section 1411 of the Not-for-Profit Corporation Law.

The corporation may 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 or officers, except as permitted under Articles 5 and 14 of the Not-for-Profit Corporation Law and Article 8 of the Public Authorities Law.

4. This local development corporation is a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

5. All income and earnings of the corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York Job Development Authority.

6. 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 or private person, corporate, or individual, or any other private interest, except for the repayment of loans.

7. Upon the dissolution of the corporation, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, including the payment of loans and contributions, shall be distributed to one or more counties, cities, towns or villages within the territory designated in its certificate of incorporation, for furtherance of the purposes of the corporation, or to the New York job development authority, as shall be provided by said corporation or by order of the supreme court of the state of New York pursuant to section 1008 of the Not-for-Profit Corporation Law.

8. The territory in which the operations of the corporation are principally to be conducted is the Ontario County, State of New York.

9. The office of the corporation is to be located in Ontario County, State of New York.

10. The number of directors of the corporation shall be nine (9).

11. The names and addresses of the directors until the first annual meeting are:

Names	Addresses
Gcoffrey C. Astles	20 Ontario St., Canandaigua, NY 14424
Bert Di Paolo	116 Buffalo Street, Canandaigua NY 14424
Daniel Fessenden	Cornell Ag & Food Technology Park, Jordan Hall, Geneva, NY 14456
Michael Manikowski	20 Ontario St., Ste. 106B, Canandaigua, NY 14424
John H. McCabe	131 Drumlin Court, Newark, NY-14513
Douglas Mossbrook	4353 Bristol Valley Road, Canandaigua, NY 14424
Carmen Orlando	27 Main Street, Phelps, NY 14532
Daniel Pelcher	196 North Street, Geneva, NY 14456
David R. Smith	5450 Campus Drive, Canandaigua, NY 14424

12. The Secretary of State of the State of New York is hereby designated the 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 notice required by law is c/o Remington, Gifford, Williams & Colicchio, LLP, 183 East Main St., Suite 1400, Rochester, NY, Attn: James T. Townsend, Esq.

13. Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by the General Business Law § 340 or any other anti-monopoly statute of the State of New York.

IN WITNESS WHEREOF, this certificate has been signed by the subscriber this 24 day of October, 2005.

James T. Townsend

James T. Townsend, Incorporator
183 East Main Street, Suite 1400
Rochester, NY 14604

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

On this 24 day of October, 2005, before me personally came James T. Townsend, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and he duly acknowledged to me that he severally and independently executed the same.

Shelley Carliners
Notary Public

SHELLY CARLINERS
NOTARY PUBLIC, State of New York
Qualified in Monroe County
Commission Expires November 9, 2005

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OF

FINGER LAKES REGIONAL TELECOMMUNICAITONS DEVELOPMENT CORP.

Section 402 of the Not-for-Profit Corporation Law

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2005 OCT 24 PM 4:03

CSC 45

Filer: Remington Gifford Williams & Coliccho, LLP
183 East Main Street
Rochester, NY 14604
Cust. Ref#657092AJC

DRAWDOWN

loc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 25 2005

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ENTITY NAME: FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: ONTA

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

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FILED:10/25/2005 DURATION:PERPETUAL CASH#:051025000545 FILM #:051025000499

ADDRESS FOR PROCESS

EXIST DATE

C/O REMINGTON, GIFFORD, WILLIAMS & COLICCHIO, LLP

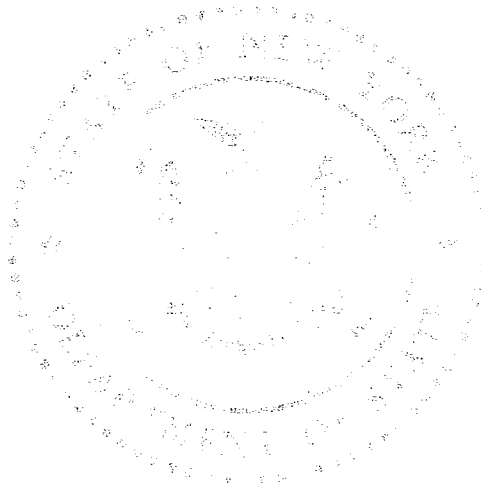
10/25/2005

ATTN: JAMES T. TOWNSEND, ESQ.

183 EAST MAIN ST., STE. 1400

ROCHESTER, NY 00000

REGISTERED AGENT



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FILER	FEES	135.00	PAYMENTS	135.00
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	FILING	75.00	CASH	0.00
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