

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for SYRACUSE HOUSING STRATEGIES CORPORATION, File Number 240920002972 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on September 20, 2024.

WALTER T. MOSLEY
Secretary of State



Brendan C. Hughes

BRENDAN C. HUGHES
Executive Deputy Secretary of State

**CERTIFICATE OF INCORPORATION
OF
SYRACUSE HOUSING STRATEGIES CORPORATION**

Under Sections 402 and 1411 of the Not-For-Profit Corporation Law of the State of New York

The undersigned, a natural person of the age of eighteen years or over, desiring to form a local development corporation pursuant to the provisions of Sections 402 and 1411 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), hereby certifies:

FIRST: The name of the Corporation is Syracuse Housing Strategies Corporation (hereinafter referred to as the "Corporation"). The Corporation will be a public instrumentality of, but separate and apart from, the City of Syracuse, Onondaga County, New York (the "City").

SECOND: The Corporation is a "corporation" as defined in subparagraph (a)(5) of Section 102 for the N-PCL.

THIRD: The Corporation is a charitable corporation under Section 201 of the N-PCL.

FOURTH: The purpose for which the Corporation is to be formed and operated exclusively for public purposes or for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is to lessen the burdens of government including, without limitation,

(a) promoting neighborhood revitalization and community and economic development for the residents of the City;

(b) enhancing the affordability of acquiring, owning and maintaining residential single family and multi-family real property for residents of the City and stabilizing and improving the local housing market;

(c) providing residents of the City with safe, secure, affordable living conditions, attracting new residents to the City, and enhancing the real property tax base in the City;

(d) fostering the creation, retention and expansion of jobs and economic opportunities within the City and for the benefit of the City within other Central New York communities; and

(e) undertaking projects and activities within the City and for the benefit of the City within other Central New York communities for the purpose of relieving and reducing unemployment, 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;

by means of engaging in the following activities:

- i. developing and providing programs relating to and in furtherance of the purposes set forth in clauses (a)-(e) above;
- ii. providing grants, loans and other assistance to or for the benefit of owners of residential single family and multi-family real property for construction, repair, renovation and rehabilitation of (A) new and existing residential single family and multi-family real property and (B) commercial, community or not-for-profit uses incidental to such real property and accepting mortgages as security therefor;
- iii. undertaking projects for, and relating to, construction, repair, renovation and rehabilitation of (A) new and existing residential single family and multi-family real property and (B) commercial, community or not-for-profit uses incidental to such real property;
- iv. disseminating information and furnishing advice, technical assistance and liaison with federal, state and local authorities with respect to the purposes, programs, and activities of the Corporation;
- v. acquiring, by purchase, lease, gift, bequest, devise or otherwise personal property or interests therein from any private person or entity and from the City or any county, city, town or village;
- vi. without leave of the court, selling, leasing, mortgaging or otherwise disposing of or encumbering any of its real or personal property or any interest therein upon such terms as it may determine;
- vii. applying for and accepting grants and loans from, and entering into contracts or other transactions with, the United States and the State of New York or any agency of either of them, any municipality, any public or private corporation or any other legal entity, and executing any and all documents necessary or convenient in connection therewith;
- viii. making contracts, leases and intermunicipal agreements and executing any and all documents necessary or convenient in connection therewith with any person, firm, partnership, company or corporation, either public or private;
- ix. issuing and selling one or more series or classes of bonds, notes and other obligations through public letting, private placement, or negotiated underwriting to finance undertakings, activities, programs

and projects of the Corporation, directly or indirectly in, or for the benefit of, the City on a secured or unsecured basis;

- x. engaging the services of one or more underwriters, placement agents, consultants, attorneys, financial advisors, trustees, fiscal agents, escrow agents and other persons or entities whose services shall be necessary or desirable in connection with the financing referred to above; and
- xi. in general, performing any and all acts and things, and exercising 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.

FIFTH: The activities referred to in paragraph FOURTH above will achieve the lawful public purposes of lessening the burdens of government, the carrying out of such purposes 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, revitalizing City neighborhoods, promoting the affordability of housing in the City and enhancing the City's housing market, and condition of housing in the City.

SIXTH: Pursuant to the requirements of Section 1411(e) of the N-PCL, (1) 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, (2) 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 that the Corporation may repay loans made to it and may repay contributions (other than dues) to the Corporation 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, and (3) 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 Section 1411(g) of the N-PCL upon the repayment or other discharge in full by the Corporation of all such loans. The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to a candidate for public office.

SEVENTH: 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 the repayment of which has been hereby authorized) shall be distributed to the City for furtherance of the purposes set forth in Section 1411(a) of the N-PCL. Any of such assets not so disposed of will be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the N-PCL.

EIGHTH: Notwithstanding any other provision of this Certificate of Incorporation, the by-laws or applicable law, so long as any bonds, notes or other obligations of the Corporation are outstanding, the Corporation will not

(a) Without the consent of the Mayor of the City of Syracuse and the affirmative vote of all of the members of the Board of Directors of the Corporation, (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

(b) Without the consent of the Mayor of the City of Syracuse and the affirmative vote of all of the members of the Board of Directors of the Corporation, merge or consolidate with any other corporation, company or entity, or except to the extent contemplated by paragraph FOURTH 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.

NINTH: The bonds or notes and other obligations of the Corporation will not be a debt of the State of New York or the City, and neither the State of New York nor the City will be liable thereon.

TENTH: The office of the Corporation is to be located in Onondaga County, New York.

ELEVENTH: The operations of the Corporation will be principally conducted in the territory of the City.

TWELFTH: The Board of Directors of the Corporation shall consist of not less than five nor more than nine Directors. One Director shall be the Mayor of the City of Syracuse or the Mayor's designee, the President of the Common Council of the City of Syracuse or the President's designee, one Director shall be a Common Councilor of the City of Syracuse appointed by the Common Council of the City of Syracuse or such Director's designee, one Director shall be a Common Councilor - At Large of the City of Syracuse appointed by the Common Council of the City of Syracuse or such Director's designee, one Director shall be appointed jointly by the President of the Common Council of the City of Syracuse and the Mayor of the City of Syracuse, one Director shall be the Executive Director of the Greater Syracuse Land Bank or their designee, and one Director will be an executive director, officer, or their designee representing a non-profit affordable housing developer and Community Development Financial Institution (CDFI) serving the City of Syracuse and shall be jointly appointed by the Mayor of the City of Syracuse and the Common Council President and two Directors shall be appointed by the Mayor of the City of Syracuse. All members of the Board of Directors shall be residents of the City of Syracuse and


have professional, educational or employment experience with housing, real estate, finance, economic or community development and/or urban planning. Except for Mayor and the President of the Common Council, the members of the Board shall be appointed for two (2) year terms. The name and post office addresses of the persons to be the Corporation's initial Directors until its organizational meeting are as follows:

Honorable Benjamin Walsh, Mayor, City of Syracuse	233 East Washington Street Syracuse, NY 13202	Mayor
Helen Hudson	233 East Washington Street Syracuse, NY 13202	President, Common Council
Patrona Jones-Rowser	233 East Washington Street Syracuse, NY 13202	Common Councilor
Rasheada Caldwell	233 East Washington Street Syracuse, NY 13202	Common Councilor -At Large
Katelyn Wright	233 East Washington Street Syracuse, NY 13202	Executive Director of the Greater Syracuse Land Bank
Robert Simpson	233 East Washington Street Syracuse, NY 13202	Mayoral appointee
Patrick Hogan	233 East Washington Street Syracuse, NY 13202	Joint appointee of Mayor and Common Council President
Latoya Allen	233 East Washington Street Syracuse, NY 13202	Joint appointee of Mayor and Common Council President representing local non-profit affordable housing developer and CDFI

THIRTEENTH: The Secretary of State is hereby designated agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon the Secretary of State is c/o Corporation Counsel, City of Syracuse, 233 East Washington Street, Syracuse, New York 13202.

FOURTEENTH: 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 will not amend, alter, change or repeal any provision of this Certificate of Incorporation without the affirmative vote of all of the members of the Board of Directors of the Corporation and the consent of the Mayor of the City of Syracuse, and (2) the Corporation will not amend or change any provision of this Certificate of Incorporation without first providing the Mayor of the City of Syracuse, the President of the City of Syracuse Common Council and the Directors with 10-day advance notice of any proposed amendment, alteration, change or repeal.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned this
19th day of September, 2024.



Jean S. Everett, Esq., Incorporator
Bousquet Holstein PLLC
110 West Fayette Street, Suite 1000
Syracuse, New York 13202