

CERTIFICATE OF INCORPORATION

OF

CRANERIDGE ASSOCIATION INC.

PURSUANT TO THE MEMBERSHIP CORPORATION LAW

WE, THE UNDERSIGNED, for the purpose of forming a membership corporation pursuant to the Membership Corporation Law of the State of New York, hereby certify:

1. The name of the proposed corporation shall be CRANERIDGE ASSOCIATION INC.

2. The purposes for which the corporation is to be formed are:

To promote the health, safety, and welfare of its members by providing and maintaining properties for the common use of its members in the Town of Concord, County of Erie and State of New York upon such lands as the corporation may from time to time acquire.

3. In addition to those powers conferred on the corporation by the membership corporation law of the State of New York and such other laws of this State as may be applicable to the corporation, the corporation shall have the following powers:

- a. To own, acquire, build, operate and maintain recreational areas including parks, playgrounds, swimming pools, lakes, golf courses, commons, streets, footways, including buildings, structures, and personality incidental thereto
- b. Provide exterior maintenance for the Lots and homes of its members
- c. Maintain unkempt land or trees
- d. Supplement municipal services
- e. Establish and collect fees from its members based on each member's use of the corporation's facilities and services
- f. Fix and collect annual dues from its members based on the expenses of the corporation as projected for the ensuing fiscal year
- g. Pay taxes, if any, on the common properties and facilities; and
- h. Insofar as is permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of its members

4. Territory in which its operations are principally to be conducted is the Town of Concord, County of Erie, and State of New York.
5. The city and county in which its office is to be located is the City of Buffalo, County of Erie and State of New York.
6. **Membership.** Every person or entity who is a record Owner of a fee or undivided fee interest in any lot (or living unit) which is subject by covenants of record to assessment by the Association, shall be a member of the association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation, shall not be a member.
7. **Voting Rights.** The Association shall have two classes of voting membership:

Class A. Class A members shall be all those defined in Section I except for the Developer. Class A members shall be entitled to one vote for "each Lot (or living unit)* in which they hold the interests required for membership by Section J. When more than one person holds such interest or interests in any Lot (or living unit) all such persons shall be members, and the vote for such Lot (or living unit) shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot (or living unit).

Class B. Class B members shall be the Developer. The Class B member shall be entitled to three votes for each Lot in which it holds the interest required for membership by Section I (and for every living unit in any multifamily structure owned by it until such unit is first sold or leased) provided that the Class B membership shall cease and become converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership
- b. On December 31, 1972

From and after the happening of these events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one vote for each Lot (or living unit) in which it holds the interests required for membership under Section I.

8. **Dissolution.** The corporation may be dissolved by unanimous written consent of its members or by the vote of two-thirds of its members cast at a meeting duly held upon notice as required by law.

(*For purposes of determining the votes allowed under this Section, when living units are counted, the Lot or Lots upon which such living units are situated shall not be counted.)

9. Disposition of Assets Upon Dissolution. Upon dissolution of the corporation assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation, in the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title vested in any member under any recorded covenant or deed unless made in accordance with the provisions of such covenant or deed.
10. Amendments. These Articles may be amended in accordance with the law, provided that the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision.
11. The number of Directors of the Corporation shall be not less than nine or more than fifteen and said Directors need not be members of the corporation. The initial Board of Directors shall consist of nine Directors who shall hold office until the election of their successors for the terms stated in Article 12.
12. The names, addresses of those persons who are to act as Directors until the election of their successors, and their terms of office, are:

To serve until the first annual meeting to be held on February 6, 1968:

Diane V. Evans	146 Meadowlane, Tonawanda, N.Y.
Annabelle Crump	Route 240, Concord, N.Y.
Douglas J. Trost	Supervisor Road, Colden, New York

To serve until the next succeeding annual meeting:

Charles J. Palmeri	53 Stonehenge, Orchard Park, N.Y.
Theodora A. Krehbiel	100 Ivy Lea Road, Tonawanda, N.Y.
Thomas H. Evans, Jr.	146 Meadowlane, Tonawanda, N.Y.

To serve until the next succeeding annual meeting:

Peter W. Braun

65 Meadowstream, Snyder, N.Y.

William F. Caldwell

125 Huntington Court, Snyder, N.Y.

Raymond Crump

Route 240, Concord, N.Y.

13. All of the subscribers to this Certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York. Of the persons named as Directors, at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate this 29th day of June, 1967

s/ Peter W. Braun _____
Peter W. Braun
165 Meadowstream, Snyder, N.Y.

s/William F. Caldwell _____
William F. Caldwell
125 Huntington Cr., Williamsville, N.Y.

s/Raymond Crump _____
Raymond Crump
Route 240, Concord, N.Y.

s/Charles J. Palmeri _____
Charles J. Palmeri
53 Stonehenge, Orchard Park, N.Y.

s/Theodore A. Krehbiel _____
Theodore A. Krehbiel
100 Ivy Lea Road, Tonawanda, N.Y.

STATE OF NEW YORK:
COUNTY OF ERIE: ss.

On this 20th day of June 1967, before me personally appeared
PETER W. BRAUN, WILLIAM F. CALDWELL, RAYMOND CRUMP, CHARLES J. PALMERI
and THEODORE A. KREHBIEL, to me known and known to me to be the same persons described
in and who executed the foregoing Certificate of Incorporation, and they thereupon severally duly
acknowledged to me that they executed the same.

s/Daniel J. Callanan
Notary Public, Erie County, N.Y.

I, JOSEPH A. NEVINS, JSC, a Justice of the Supreme Court of the Eighth Judicial District, do
hereby approve the foregoing Certificate of incorporation.

Dated: July 13, 1967

s/Joseph A. Nevins
Justice of the Supreme Court