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CERTIFICATE OF INCORPORATION

OF

FINGER LAKES CHAPTER OF THE ACHMM, INC.

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

N. I. S.-27

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 13 1995
TAX \$ _____
BY: PCU
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HARRIS, BEACH AND WILCOX
THE GRANITE BUILDING
130 EAST MAIN STREET
ROCHESTER, NEW YORK 14604-1606

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CERTIFICATE OF INCORPORATION

OF

FINGER LAKES CHAPTER OF THE ACHMM, INC.

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

The undersigned, for the purpose of forming a not-for-profit corporation pursuant to the Not-for-Profit Corporation Law of the State of New York, hereby certify:

1. The name of the corporation is: Finger Lakes Chapter of the ACHMM, Inc.

2. The corporation is a 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:

(a) To provide a forum for exchanging information regarding hazardous materials management and other environmental issues;

(b) To increase the dissemination of knowledge and experience concerning new technologies, regulatory compliance, and community awareness relating to hazardous materials management and environmental health and safety;

(c) To provide, promote and encourage continuing education for certified hazardous materials managers;

(d) To sponsor training programs and other educational opportunities to assist interested persons in becoming certified hazardous materials managers;

(e) To promote public awareness and understanding of environmental and hazardous materials management issues; and

(f) To 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, trustees, directors, officers or any other private person.

4. In furtherance of its corporate purposes, the corporation shall have the power to solicit and receive gifts, grants and contributions from public and private sources, together with all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law.

5. Nothing contained herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a) - (v) of the Not-for-Profit Corporation Law.

6. Nothing contained herein shall authorize this corporation to operate or maintain a nursery school, elementary school or secondary school.

7. Nothing contained herein shall authorize this corporation to operate or maintain an institution of higher learning or to grant degrees.

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8. Nothing contained herein shall authorize this corporation to provide professional training in any profession required to be licensed pursuant to the New York State Education Law.

9. The corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

10. Notwithstanding any other provision of these articles, the corporation is organized and operated exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of said Code.

11. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director or officer of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, director or officer of the corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

12. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

13. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall at that time qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

14. In any taxable year in which the corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall:

(a) not engage in any act of self-dealing that is subject to tax under Section 4941 of said Code;

(b) distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under Section 4942 of said Code;

(c) not retain any excess business holdings in such manner as to subject the corporation to tax under Section 4943 of said Code;

(d) not make any investments in such a manner as to subject the corporation to tax under Section 4944 of said Code; and

(e) not make any expenditures that are subject to tax under Section 4945 of said Code.

15. The number of directors constituting the entire board of directors of the corporation shall not be less than three. Subject to such limitation, the number shall be fixed by the bylaws of the corporation pursuant to Section 702 of the Not-for-Profit Corporation Law. The names and addresses of the initial directors are:

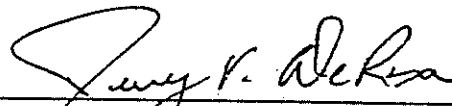
<u>Name</u>	<u>Address</u>
Jerry V. DeRosa	41 Campden Way Rochester, New York 14610
Gail Finkelstein	1000 Lexington Avenue Rochester, New York 14692
Richard A. Marx	Clinton Square Rochester, New York 14603
Jeffrey R. Perkins	3 Barnswallow Lane Rochester, New York 14624

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

17. The Secretary of State is hereby designated as the agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the corporation that may be served upon him is: Finger Lakes Chapter of the ACHMM, Inc., P.O. Box 39618, Rochester, New York 14604-9618.

18. Each of the subscribers is of the age of eighteen years or over.

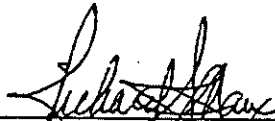
IN WITNESS WHEREOF, each of the subscribers has signed this Certificate of Incorporation this 23 day of June, 1995, and hereby affirms that the statements contained herein are true under the penalties of perjury.



Jerry V. DeRosa
41 Campden Way
Rochester, New York 14610



Gail Finkelstein
1000 Lexington Avenue
Rochester, New York 14692



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