

FILING RECEIPT

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ENTITY NAME: NORTH COUNTRY HUMAN RESOURCES ASSOCIATION, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: A COUNTY: JEFF

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FILED:12/18/2007 DURATION:PERPETUAL CASH#:071218000274 FILM #:071218000250

FILER:

EXIST DATE

ROBERT D POYER ESQ
HANCOCK & ESTABROOK LLP
100 MADISON ST / 1500 AXA TOWER I
SYRACUSE, NY 13202

12/18/2007

ADDRESS FOR PROCESS:

THE CORPORATION
PO BOX 8302
WATERTOWN, NY 13601

REGISTERED AGENT:



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SERVICE COMPANY: HANCOCK & ESTABROOK LLP

SERVICE CODE: 8Q

FEEES 135.00

FILING 75.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 135.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 135.00
 OPAL 0.00
REFUND 0.00

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
December 18, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

071218000 250

CERTIFICATE OF INCORPORATION

OF

NORTH COUNTRY HUMAN RESOURCES ASSOCIATION, INC.

(Under Section 402 of the Not-For-Profit Corporation Law)

The undersigned for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certifies:

FIRST: The name of the corporation shall be North Country Human Resources Association, Inc. (the "Corporation").

SECOND: The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to or inures to the benefit of its members, directors or officers.

THIRD: The purposes for which the Corporation is to be formed are:

- (a) to further the human resources profession by promoting friendly discourse among human resource professionals and allied professionals;
- (b) to promote uniformity and certainty within the human resource profession, and to promote standard practices among human resource professionals and allied professionals;
- (c) 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, directors, or officers, except as permitted under Article 5 of the Not-For-Profit Corporation Law.

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FOURTH: Notwithstanding any other provision of these articles, the Corporation is organized exclusively as a business league, as specified in section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

FIFTH: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a type A corporation.

SIXTH: Its office shall be located in the County of Jefferson, State of New York.

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

Gilbert Pearsall
Johnson Newspaper Corp.
260 Washington Street
Watertown, New York 13601

Margaret LaVancha
Stebbins Engineering
363 Eastern Boulevard
Watertown, New York 13601

Timothy Ryan
Lewis County General Hospital
7785 North State Street
Lowville, New York 13367

Constance Baltz
Northern Regional Center for Independent Living
210 Court Street, Suite 107
Watertown, New York 13601

EIGHTH: No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any 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, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Corporation.

NINTH: No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

TENTH: 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 qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the statutory requirements set forth in the New York Not-for-Profit Corporation Law, as amended from time to time.

ELEVENTH: The duration of the corporation shall be perpetual.

TWELFTH: The Secretary of State of the State of New York is designated as agent of the Corporation to receive service of process. The post office address to which the Secretary of State shall mail a copy of any process served against the Corporation is:

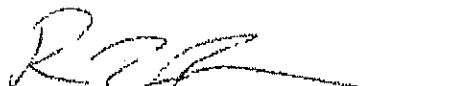
P.O. Box 8302
Watertown, New York 13601

THIRTEENTH: The subscribers are of the age of eighteen or over.

FOURTEENTH: The name and address of the incorporator is:

Robert D. Poyer, Esq.
Hancock & Estabrook, LLP
1500 AXA Tower I
100 Madison Street
Syracuse, New York 13202

IN WITNESS WHEREOF, this Certificate has been subscribed this 12th day of December, 2007.


Robert D. Poyer, Incorporator

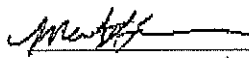
STATE OF NEW YORK)
)
) SS:
COUNTY OF JEFFERSON)

Gilbert Pearsall, Margaret Lavancha, Timothy Ryan and Constance Baltz, each for himself or herself, being duly sworn, does depose and say:

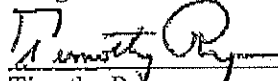
He or she is one of the subscribers of the foregoing Certificate of Incorporation of North Country Human Resources Association, Inc.; the said Certificate of Incorporation is the incorporation of an existing association, namely, North Country Human Resources Association; the subscribers of such Certificate of Incorporation constitute a majority of the members of a committee authorized to incorporate such association, as required by Section 402(b) of the Not-For-Profit Corporation Law.



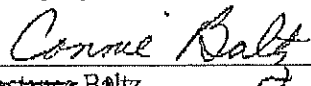
Gilbert Pearsall



Margaret LaVancha

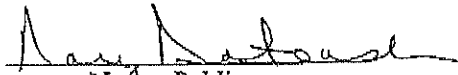


Timothy Ryan



Constance Baltz
Connie

Subscribed and sworn to before me this 12th day of December, 2007



Notary Public

NANCY DAI OUSH
Notary Public in the State of New York
Qualified in Jefferson Co. No. 5006647
My Commission Expires Jan. 4, 2011

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CERTIFICATE OF INCORPORATION
 OF
 NORTH COUNTRY HUMAN RESOURCES ASSOCIATION, INC.
 (Under Section 402 of the Not-For-Profit Corporation Law)

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FILED

Type A

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NEW YORK
 DEPARTMENT OF STATE

FILED DEC 18 2007

TAX \$ _____

BY: *Be*

Jeff

Robert D. Poyer, Esq.
 Hancock & Estabrook, LLP
 1500 AXA Tower I
 100 Madison Street
 Syracuse, New York 13202
 Cust. Ref. No.: 108937-02

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