

FILING RECEIPT

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ENTITY NAME: GRIFFISS UTILITY SERVICES CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PROCESS PROVISIONS

COUNTY: ONEI

SERVICE COMPANY: \*\* NO SERVICE COMPANY \*\*

SERVICE CODE: 00

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FILED:03/17/2006 DURATION:\*\*\*\*\* CASH#:060317000044 FILM #:060317000036

ADDRESS FOR PROCESS

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THE CORPORATION  
153 BROOKS RD.  
ROME, NY 13441

REGISTERED AGENT

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FILER	FEES	30.00	PAYMENTS	60.00
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	FILING	30.00	CASH	0.00
	TAX	0.00	CHECK	60.00
SAUNDERS KAHLER AMOROSO & LOCKE LLP	CERT	0.00	CHARGE	0.00
STE. 1400, 185 GENESEE ST.	COPIES	0.00	DRAWDOWN	0.00
	HANDLING	0.00	OPAL	0.00
UTICA, NY 13501-2194			REFUND	30.00
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**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
GRIFFISS UTILITY SERVICES CORPORATION**

Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the President of Griffiss Utility Services Corporation, does hereby certify:

1. The name of the corporation is GRIFFISS UTILITY SERVICES CORPORATION.

2. The Certificate of Incorporation was filed by the Department of State on June 16, 2000. Said corporation was formed under the Not-For-Profit Corporation Law of the State of New York.

3. Griffiss Utility Services Corporation is a corporation defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type C corporation under Section 201 of said Law. The corporation shall hereafter continue to be a Type C corporation under Section 201 of the Not-For-Profit Corporation Law.

4. The Certificate of Incorporation of Griffiss Utility Services Corporation is hereby amended by deleting therefrom the provision designated as paragraph SEVENTH, which provision sets forth the number of directors of the corporation which reads as follows:

SEVENTH: The number of directors of the corporation shall be five (5) designated and appointed as follows:

a. one (1) director shall be designated by the County Executive of the County of Oneida;

b. one (1) director shall be designated by the Mayor of the City of Rome;

c. two (2) directors shall be designated by the Griffiss Local Development Corporation (GLDC) one of whom shall be a member of the GLDC Board;

d. one (1) director shall be designated by the Griffiss Utility Services Corporation Board.

The directors shall be appointed for a three (3) year term after their initial term which shall be staggered as follows:

County Executive appointment	3 years
Mayor of City of Rome	2 years
GLDC	2 years 3 years
GUSC	1 year

Any vacancies on the Board of Directors after the initial appointments have been made shall be filled by appointment in accordance with this section. If a Board seat is not filled within ninety (90) days of the existence of a vacancy, it can be filled by the then existing board.

5. The Secretary of State is designated as 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 process against the corporation served upon him is:

153 Brooks Road  
Rome, New York 13441

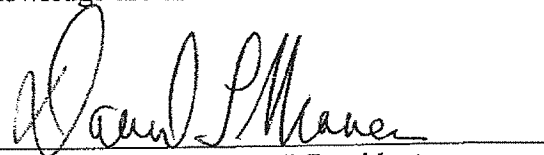
6. This Amendment to the Certificate of Incorporation of Griffiss Utility Services Corporation was authorized by the vote of a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and caused it to be verified this 8 day of March 2006.

  
DANIEL L. MANEEN, President

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF ONEIDA    )

DANIEL L. MANEEN, being duly sworn, deposes and says that deponent is the President of Griffiss Utility Services Corporation, the not-for-profit corporation named in the within instrument; that deponent has read the foregoing Amendment to the Certificate of Incorporation of Griffiss Utility Services Corporation and knows the contents thereof; and that the same is true to deponent's own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters deponent believes it to be true. This verification is made by deponent because Griffiss Utility Services Corporation is a not-for-profit corporation. Deponent is an officer thereof, to wit, its President. The grounds of deponent's belief as to all matters not stated upon deponent's knowledge are as follows: Books and records of the corporation.

  
DANIEL L. MANEEN, President

Sworn to before me this 8<sup>th</sup> day  
of March, 2006

  
Notary Public

*app'd Oneida County  
my comm exp 12/31/06*

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
GRIFFISS UTILITY SERVICES CORPORATION**

**Dated: March 8, 2006**

**SAUNDERS, KAHLER, AMOROSO  
& LOCKE, L.L.P.  
Attorneys at Law  
Suite 1400  
185 Genesee Street  
Utica, New York 13501-2194**