

**CERTIFICATE OF MERGER
OF
CANTON CHAMBER OF COMMERCE, INCORPORATED,
MASSENA CHAMBER OF COMMERCE, INC.,
OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC.,
AND
ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.
INTO
ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

UNDER SECTION 904 OF THE NOT-FOR-PROFIT
CORPORATION LAW**

The undersigned, ERIN CASEY, and DEREK HETU, being Co-Presidents of CANTON CHAMBER OF COMMERCE, INCORPORATED; EOWYN DOUD, being the President of MASSENA CHAMBER OF COMMERCE, INC.; ELIZABETH PORTER, being the President of OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC.; and MAGGIE MCKENNA, being the President of ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC., each being persons authorized and entitled to sign this CERTIFICATE OF MERGER pursuant to Section 104(d) of the Not-for-Profit Corporation Law, and said corporations all being Noncharitable Not-for-Profit Corporations organized and existing under and by virtue of the Laws of the State of New York, exempt from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code, hereby, certify:

FIRST: The names of the Constituent Corporations are: CANTON CHAMBER OF COMMERCE, INCORPORATED, MASSENA CHAMBER OF COMMERCE, INC., OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., and ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. shall be the Surviving Corporation.

SECOND: The CERTIFICATE OF INCORPORATION of the Constituent Corporation, CANTON CHAMBER OF COMMERCE, INCORPORATED, was filed by the Department of State on the 28th day of February, 1950.

THIRD: The CERTIFICATE OF INCORPORATION of the Constituent Corporation, MASSENA CHAMBER OF COMMERCE, INC., was filed by the Department of State on the 24th day of June, 1931.

FOURTH: The CERTIFICATE OF INCORPORATION of the Constituent Corporation, OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., was filed by the Department of State on the on the 26th day of July, 1956

FIFTH: The CERTIFICATE OF INCORPORATION of the Constituent Corporation, ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC., was filed by the Department of State on the on the 11th day of October, 1968.

SIXTH: There are no amendments need be rendered to the CERTIFICATE OF INCORPORATION of the Surviving Corporation, ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

SEVENTH: This Merger was authorized with respect to CANTON CHAMBER OF COMMERCE, INCORPORATED, by, at least, a two-thirds majority vote of its "Members," as defined by Section 601 of the Not-for-Profit Corporation Law, as follows: the Members approved a PLAN OF MERGER, and, once properly effectuated, the filing of a CERTIFICATE OF MERGER, at a duly convened meeting of the Membership convened on the ___ day of _____ in the year 2023. On the date of the said vote, there were _____ (___) voting Members of record, of which _____ (___) appointed authorized voting representatives to cast ballots on their behalf, which exceeded quorum requirements mandated by statute and the By-Laws of said Corporation. Of the _____ (___) participating voting representatives, the Members authorized and

approved the aforementioned measure by a vote of _____ () in favor and _____ () opposed, with _____ () abstentions.

EIGHTH: This Merger was authorized with respect to MASSENA CHAMBER OF COMMERCE, INC., by, at least, a two-thirds majority vote of its “Members,” as defined by Section 601 of the Not-for-Profit Corporation Law, as follows: the Members approved a PLAN OF MERGER, and, once properly effectuated, the filing of a CERTIFICATE OF MERGER, at a duly convened meeting of the Membership convened on the ____ day of _____ in the year 2023. On the date of the said vote, there were _____ () voting Members of record, of which _____ () appointed authorized voting representatives to cast ballots on their behalf, which exceeded quorum requirements mandated by statute and the By-Laws of said Corporation. Of the _____ () participating voting representatives, the Members authorized and approved the aforementioned measure by a vote of _____ () in favor and _____ () opposed, with _____ () abstentions.

NINTH : This Merger was authorized with respect to OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., by, at least, a two-thirds majority vote of its “Members,” as defined by Section 601 of the Not-for-Profit Corporation Law, as follows: the Members approved a PLAN OF MERGER, and, once properly effectuated, the filing of a CERTIFICATE OF MERGER, at a duly convened meeting of the Membership convened on the ____ day of _____ in the year 2023. On the date of the said vote, there were _____ () voting Members of record, of which _____ () appointed authorized voting representatives to cast ballots on their behalf, which exceeded quorum requirements mandated by statute and the By-Laws of said Corporation. Of the _____ () participating voting representatives, the Members authorized and approved the aforementioned measure by a vote of _____ () in favor and _____ () opposed, with _____ () abstentions.

TENTH: This Merger was authorized with respect to ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC., by, at least, a two-thirds majority vote of its “Members,” as defined by Section 601 of the Not-for-Profit Corporation Law, as follows: the Members approved a PLAN OF MERGER, and, once properly effectuated, the filing of a CERTIFICATE OF MERGER, at a duly convened meeting of the Membership convened on the ____ day of _____ in the year 2023. On the date of the said vote, there were _____ () voting Members of record, of which _____ () appointed authorized voting representatives to cast ballots on their behalf, which exceeded quorum requirements mandated by statute and the By-Laws of said Corporation. Of the _____ () participating voting representatives, the Members authorized and approved the aforementioned measure by a vote of _____ () in favor and _____ () opposed, with _____ () abstentions.

ELEVENTH: There are no holders of certificates evidencing capital contributions or subventions at CANTON CHAMBER OF COMMERCE, INCORPORATED, MASSENA CHAMBER OF COMMERCE, INC., OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., or ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

TWELFTH: The instant Merger shall become effective on the date of the filing of this CERTIFICATE OF MERGER being filed by the Department of State.

IN WITNESS WHEREOF, this CERTIFICATE OF MERGER has been subscribed on behalf of CANTON CHAMBER OF COMMERCE, INCORPORATED by the undersigned, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law.

CANTON CHAMBER OF COMMERCE, INCORPORATED

By: _____
ERIN CASEY, *Co-President*

Dated ____ day of _____, 2023
Canton, New York

By: _____
DEREK HETU, *Co-President*

Dated ____ day of _____, 2023
Canton, New York

IN WITNESS WHEREOF, this CERTIFICATE OF MERGER has been subscribed on behalf of MASSENA CHAMBER OF COMMERCE, INC. by the undersigned, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law.

MASSENA CHAMBER OF COMMERCE, INC.

By: _____
EOWYN DOUD, *President*

Dated _____ day of _____, 2023
Massena, New York

IN WITNESS WHEREOF, this CERTIFICATE OF MERGER has been subscribed on behalf of OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC. by the undersigned, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law.

OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC.

By: _____
ELIZABETH PORTER, *President*

Dated _____ day of _____, 2023
Ogdensburg, New York

IN WITNESS WHEREOF, this CERTIFICATE OF MERGER has been subscribed on behalf of ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. by the undersigned, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law.

ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

By: _____
MAGGIE MCKENNA, *President*

Dated _____ day of _____, 2023
Canton, New York

CERTIFICATE OF MERGER

OF

CANTON CHAMBER OF COMMERCE, INCORPORATED,

MASSENA CHAMBER OF COMMERCE, INC.,

OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC.,

AND

ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

INTO

ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

UNDER SECTION 902 OF THE NOT-FOR-PROFIT CORPORATION LAW

Filed by:

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