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Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-1150

2009

Open to Public
Inspection

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form
► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning and ending

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ONONDAGA CIVIC DEVELOPMENT CORPORATION Number and street (or P.O. box, if mail is not delivered to street address) 421 MONTGOMERY STREET, 14TH FLOOR City or town, state or country, and ZIP + 4 SYRACUSE, NY 13202	D Employer identification number 80-0458240
	Room/suite	E Telephone number (315) 435-3770
		F Group Exemption Number ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

G Accounting method: Cash Accrual
Other (specify) ►

I Website: ► N/A

J Tax-exempt status (check only one) — 501(c)(3) ► (insert no.) 4947(a)(1) or 527H Check ► if the organization is not

required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check ► if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ 1,500.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1 Contributions, gifts, grants, and similar amounts received	1
	2 Program service revenue including government fees and contracts	2 1,500.
	3 Membership dues and assessments	3
	4 Investment income	4
	5a Gross amount from sale of assets other than inventory	5a
	b Less: cost or other basis and sales expenses	5b
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ►	
	a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a
	b Less: direct expenses other than fundraising expenses	6b
	c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c
	7a Gross sales of inventory, less returns and allowances	7a
	b Less: cost of goods sold	7b
	c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c
	8 Other revenue (describe ►)	8
	9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9 1,500.
Expenses	10 Grants and similar amounts paid (attach schedule)	10
	11 Benefits paid to or for members	11
	12 Salaries, other compensation, and employee benefits	12
	13 Professional fees and other payments to independent contractors	13 12,027.
	14 Occupancy, rent, utilities, and maintenance	14
	15 Printing, publications, postage, and shipping	15
	16 Other expenses (describe ►)	16
	17 Total expenses Add lines 10 through 16	17 12,027.
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18 -10,527.
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19
	20 Other changes in net assets or fund balances (attach explanation)	20
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21 -10,527.



Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

22 Cash, savings, and investments	(A) Beginning of year	(B) End of year
23 Land and buildings	0.22	1,500.
24 Other assets (describe ►)	23	
25 Total assets	24	
26 Total liabilities (describe ► ACCOUNTS PAYABLE)	25 1,500.	12,027.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	26 12,027.	-10,527.

Part V Other Information (Note the statement requirements in the instructions for Part V)

33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
 34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes
 35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.

a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?

b If "Yes," has it filed a tax return on Form 990-T for this year?

36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch. N

37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ► 37a 0.

b Did the organization file Form 1120-POL for this year?

38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?

b If "Yes," complete Schedule L, Part II and enter the total amount involved

39 Section 501(c)(7) organizations. Enter:

a Initiation fees and capital contributions included on line 9

b Gross receipts, included on line 9, for public use of club facilities

40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:

section 4911 ► 0. ; section 4912 ► 0. ; section 4955 ► 0.

b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I

c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958

d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization

e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T

41 List the states with which a copy of this return is filed. ► NONE

42a The organization's books are in care of ► THE ORGANIZATION Telephone no. ► (315) 435-3770
 Located at ► 421 MONTGOMERY STREET, 14TH FLOOR, SYRACUSE, NY ZIP + 4 ► 13202

b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?

If "Yes," enter the name of the foreign country: ►

See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

c At any time during the calendar year, did the organization maintain an office outside of the U.S.?

If "Yes," enter the name of the foreign country: ►

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year ► 43 N/A

44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ

45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ

	Yes	No
33		X
34	X	
35a		X
35b	N/A	
36		X
37b		X
38a		X
38b	N/A	
39a	N/A	
39b	N/A	
40b		X
40e		X

	Yes	No
42b		X
42c		X

	Yes	No
44		X
45		X

Form 990-EZ (2009)

Part VI

Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

		Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	X
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	X
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a	X
b	If "Yes," was the related organization a section 527 organization?	49b	
50	Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."		

(a) Name and address of each employee paid more than \$100,000 NONE	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 ► _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

NONE

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ► _____

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
	Signature of officer	Date	
► TOM DADEY, DIRECTOR			
Type or print name and title			
Paid Preparer's Use Only	Preparer's signature ► <i>Mark P. Hettler</i> MARK P. HETTLER	Date 9/20/10	Check if self-employed ► <input type="checkbox"/>
			Preparer's identifying number (See instr)
Firm's name (or yours if self-employed), address, and ZIP + 4	► PARENTEBEARD LLC 115 SOLAR STREET #100 SYRACUSE, NY 13204		EIN ►
			Phone ►
			no. 315-471-2777

May the IRS discuss this return with the preparer shown above? See instructions

► Yes No

Form 990-EZ (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

ONONDAGA CIVIC DEVELOPMENT CORPORATION

Employer identification number
80-0458240

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose					1,500.	1,500.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5					1,500.	1,500.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6)						1,500.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6					1,500.	1,500.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)					1,500.	1,500.

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	100.00	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	.00	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

TO STIMULATE ECONOMIC GROWTH AND/OR LESSEN THE BURDENS OF GOVERNMENT THROUGH FACILITATING INVESTMENTS THAT WILL PROMOTE JOB CREATION/RETENTION, IMPROVE THE QUALITY OF LIFE OF ONONDAGA COUNTY CITIZENS, GENERATE PROSPERITY, AND/OR ENCOURAGE ECONOMIC VIBRANCY FOR ONONDAGA COUNTY AS A WHOLE, BY USING AVAILABLE INCENTIVES INCLUDING THE ISSUANCE OF NEGOTIABLE BONDS FOR ONONDAGA COUNTY'S NON PROFIT ORGANIZATIONS AS SET FORTH MORE FULLY IN SECTION 1411(A) OF THE NOT-FOR-PROFIT LAWS OF THE STATE OF NEW YORK.

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

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=====

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DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
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421 MONTGOMERY STREET 14TH FLOOR
SYRACUSE, NY 13202

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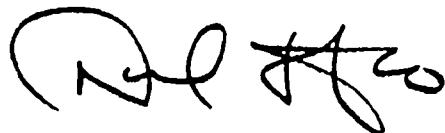
STATE OF NEW YORK

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 October 7, 2009.



Daniel E. Shapiro
First Deputy Secretary of State

091005000348

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ONONDAGA CIVIC DEVELOPMENT CORPORATION

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

2009 OCT -5 AM 11:26

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 05 2009
TAXS _____
BY JCH
ONONDAGA

LCS
DRAWDOWN - #AL

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99 Garnsey Road
Pittsford, New York 14534
RECEIVED

Customer Ref.# 28147

091005000 348

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ONONDAGA CIVIC DEVELOPMENT CORPORATION**

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

The undersigned, being a Director of Onondaga Civic Development Corporation (the "Corporation"), hereby certifies:

1. The name of the Corporation is Onondaga Civic Development Corporation.
2. The Certificate of Incorporation was filed by the Department of State on August 10, 2009 under Section 1411 of the Not-for-Profit Corporation Law.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.
4. The Corporation is a Type C corporation under Section 201 of the Not-For-Profit Corporation Law and shall continue to be a Type C corporation.
5. The Certificate of Incorporation, as now in full force and effect, is hereby amended to effect the following changes as authorized by Section 801 of the Not-For-Profit Corporation Law:

(a) To change the provision regarding management by a Board of Directors. The paragraph designated "TWELFTH" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

TWELFTH: The Corporation shall be managed by a Board of Directors consisting of seven voting Directors. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Appointing Authorities of the Directors, the affirmative vote of 6/7 of the voting Directors, and the approval of the Onondaga County Legislature.

(b) To change the provision regarding indemnification. The paragraph designated "FIFTEENTH" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

FIFTEENTH: The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the entire Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

(c) To change the provision regarding the By-laws of the Corporation. The paragraph designated "SEVENTEENTH" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

SEVENTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by 6/7 of the voting Directors of the Corporation, together with the approval of the Directors' appointing authorities and the Onondaga County Legislature.

(d) To change the provision regarding actions requiring approval. The paragraph designated "EIGHTEENTH" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

EIGHTEENTH: The Corporation will not do any of the following:

(a) Without the approval of the appointing authorities of the Directors together with the affirmative vote of 6/7 of the voting Directors and the Onondaga County Legislature, increase or decrease the number of Members of the Corporation or increase or decrease the number of Directors of the Corporation.

(b) Without the affirmative vote of a majority of the entire Board of voting Directors of the Corporation and all of the Corporation's members and the approval of the Onondaga County Legislature, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against it, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property, (v) make a general assignment for the benefit of creditors, (vi) admit in writing its inability to pay its debts generally as they become due or (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

(c) Without the affirmative vote of the entire Board of Directors of the Corporation and all of the Corporation's members and the approval of the Onondaga County Legislature, merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by paragraph THIRD hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity.

6. This Amendment to the Certificate of Incorporation was authorized by the written consent of the sole Member and by the unanimous written consent of the Board of Directors.

7. The Secretary of State of New York 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 as follows: Onondaga Civic Development Corporation, c/o Onondaga County/Syracuse Economic Growth Council, 421 Montgomery Street, 14th Floor, Syracuse, New York 13202.

IN WITNESS WHEREOF, I have signed this Certificate of Amendment this 2nd day of October, 2009.



Shawn M. Griffin, Director

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ONONDAGA CIVIC DEVELOPMENT CORPORATION

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

HARRIS BEACH PLLC
99 Garnsey Road
Pittsford, New York 14534

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ONONDAGA CIVIC DEVELOPMENT CORPORATION**

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

The undersigned, being a Director of Onondaga Civic Development Corporation (the "Corporation"), hereby certifies:

1. The name of the Corporation is Onondaga Civic Development Corporation.
2. The Certificate of Incorporation was filed by the Department of State on August 10, 2009 under Section 1411 of the Not-for-Profit Corporation Law.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.
4. The Corporation is a Type C corporation under Section 201 of the Not-For-Profit Corporation Law and shall continue to be a Type C corporation.
5. The Certificate of Incorporation, as now in full force and effect, is hereby amended to effect the following changes as authorized by Section 801 of the Not-For-Profit Corporation Law:

(a) To change the provision regarding management by a Board of Directors. The paragraph designated "TWELFTH" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

TWELFTH: The Corporation shall be managed by a Board of Directors consisting of seven voting Directors. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Appointing Authorities of the Directors, the affirmative vote of 6/7 of the voting Directors, and the approval of the Onondaga County Legislature.

(b) To change the provision regarding indemnification. The paragraph designated "FIFTEENTH" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

FIFTEENTH: The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the entire Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

(c) To change the provision regarding the By-laws of the Corporation. The paragraph designated "SEVENTEENTH" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

SEVENTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by 6/7 of the voting Directors of the Corporation, together with the approval of the Directors' appointing authorities and the Onondaga County Legislature.

(d) To change the provision regarding actions requiring approval. The paragraph designated "EIGHTEENTH" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

EIGHTEENTH: The Corporation will not do any of the following:

(a) Without the approval of the appointing authorities of the Directors together with the affirmative vote of 6/7 of the voting Directors and the Onondaga County Legislature, increase or decrease the number of Members of the Corporation or increase or decrease the number of Directors of the Corporation.

(b) Without the affirmative vote of a majority of the entire Board of voting Directors of the Corporation and all of the Corporation's members and the approval of the Onondaga County Legislature, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against it, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property, (v) make a general assignment for the benefit of creditors, (vi) admit in writing its inability to pay its debts generally as they become due or (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

(c) Without the affirmative vote of the entire Board of Directors of the Corporation and all of the Corporation's members and the approval of the Onondaga County Legislature, merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by paragraph THIRD hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity.

6 This Amendment to the Certificate of Incorporation was authorized by the written consent of the sole Member and by the unanimous written consent of the Board of Directors.

7. The Secretary of State of New York 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 as follows: Onondaga Civic Development Corporation, c/o Onondaga County/Syracuse Economic Growth Council, 421 Montgomery Street, 14th Floor, Syracuse, New York 13202.

IN WITNESS WHEREOF, I have signed this Certificate of Amendment this 2nd day of October, 2009.



Shawn M. Griffin, Director

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization ONONDAGA CIVIC DEVELOPMENT CORPORATION	Employer identification number 80-0458240
	Number, street, and room or suite no. If a P.O. box, see instructions. 421 MONTGOMERY STREET, 14TH FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SYRACUSE, NY 13202	

Check type of return to be filed (File a separate application for each return)

Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870
 Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE ORGANIZATION

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Mark C. Hester Title ▶ CPA

Date ► 8/15/10

Form 8868 (Rev. 4-2009)