

FILING RECEIPT

ENTITY NAME: ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: NEWY

FILED:11/25/2014 DURATION:PERPETUAL CASH#:141125000338 FILM #:141125000317
DOS ID:4671487

FILER:

EXIST DATE

NEW YORK STATE URBAN DEVELOPMENT
ATTN: ELIZABETH R. FINE, ESQ.
633 THIRD AVENUE, 37TH FL
NEW YORK, NY 10017

11/25/2014

ADDRESS FOR PROCESS:

THE CORPORATION
C/O NYS URBAN DEVELOPMENT CORP
NEW YORK, NY 10017

ATTN GEN. CSL.
33 THIRD AVE. 37TH FL

REGISTERED AGENT:

STOCK: 100 PV .01



The corporation is required to file a Biennial Statement with the Department of State every two years pursuant to Business Corporation Law Section 408. Notification that the biennial statement is due will only be made via email. Please go to www.email.ebiennial.dos.ny.gov to provide an email address to receive an email notification when the Biennial Statement is due.

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45 *

FEES 170.00
FILING 125.00
TAX 10.00
CERT 0.00
COPIES 10.00
HANDLING 25.00

PAYMENTS 170.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 170.00
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 November 26, 2014.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

141125000

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CERTIFICATE OF INCORPORATION OF
ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION
UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

THE UNDERSIGNED, being a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the corporation is ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION (the "Corporation").

SECOND: The New York State Urban Development Corporation ("UDC") is organizing the Corporation. UDC is doing business as Empire State Development.

THIRD: The Corporation is to be a subsidiary of UDC, as authorized by Section 12 of the New York State Urban Development Corporation Act (the "Act") and by Section 2827-a of the New York State Public Authorities Law.

FOURTH: The purpose for which the Corporation is formed is to oversee and monitor UDC's Atlantic Yards Land Use Improvement and Civic Project. The Corporation shall have all powers conferred upon a business corporation by the laws of the State of New York and all powers conferred upon UDC by the Act. The Corporation is not formed to engage in

any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

FIFTH: The office of the Corporation is to be located in the City of New York, County of New York, and State of New York.

SIXTH: The aggregate number of shares which this Corporation shall have authority to issue is one hundred (100) shares of Common Stock, of one class only, with a par value of one cent (\$0.01) per share. Such shares shall be issued to the parties and in the amount set forth below:

UDC	100 Shares.
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SEVENTH: The Secretary of State of the State of New York (the "Secretary") is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon the Secretary is:

Atlantic Yards Community Development Corporation
c/o New York State Urban Development Corporation
d/b/a Empire State Development
633 Third Avenue – 37th Floor
New York, New York 10017

Attn: General Counsel

EIGHTH: (a) The proportion of shares the holders of which shall be present in person or by proxy at any meeting of the shareholders in order to constitute a quorum for the transaction of any business shall be all of the issued and outstanding shares of the Corporation.

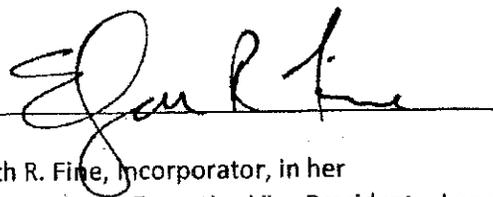
(b) The proportion of votes of the holders of shares that shall be necessary at any meeting of shareholders for the transaction of business, including amendments to the Certificate of Incorporation, shall be the votes of all the issued and outstanding shares of the Corporation.

NINTH: The proportion of directors that shall constitute a quorum for the transaction of business shall be not less than a majority of the Directors then in office.

TENTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty as a director, unless a judgment or other final adjudication adverse to the director establishes that, in connection with any such breach of duty: (i) the acts or omissions of the director were in bad faith or involved intentional misconduct or a knowing violation of law; (ii) the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled; or (iii) the acts of the director violated Section 719 of the Business Corporation Law.

ELEVENTH: Under the provisions of Section 22 of the UDC Act, the Corporation is exempt from payment of the franchise tax on business corporations imposed by Article 9-A of the Tax Law of the State of New York.

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury this 21st day of November, 2014.

By: 
Elizabeth R. Fine, Incorporator, in her
capacity as Executive Vice President – Legal
& General Counsel of UDC
New York State Urban Development
Corporation d/b/a Empire State Development
633 Third Avenue – 37th Floor
New York, New York 10017

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

ALBANY, NY 12231-0001

CERTIFICATE OF RESERVATION

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ENTITY NAME: ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION

DOCUMENT TYPE: RESERVATION (NEW) (DOM. NFP)

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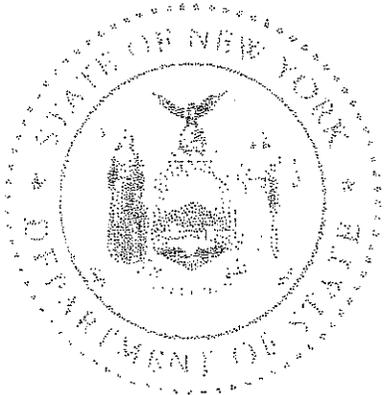
FILED:11/19/2014 DURATION:01/20/2015 CASH#:141119000324 FILM #:141119000308

FILER:

MS. DEBBIE ROYCE
EMPIRE STATE DEVELOPMENT CORP.
633 3RD AVENUE 37TH FLOOR
NEW YORK, NY 10017

ADDRESS FOR PROCESS:

REGISTERED AGENT:



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

APPLICANT NAME : MS. DEBBIE ROYCE

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SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45 . SERVICE CODE: 45

FEES	35.00	PAYMENTS	35.00
FILING	10.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	0.00	DRAWDOWN	35.00
HANDLING	25.00	OPAL	0.00
		REFUND	0.00

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CERTIFICATE OF INCORPORATION

OF

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

GA

Filed By: New York State Urban Development Corporation
d/b/a Empire State Development
633 Third Avenue – 37th Floor
New York, New York 10017
Attn: Elizabeth R. Fine, Esq.

Check # 389 147 AJC

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2014 NOV 25 AM 10:05:11:48

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 25 2014
TAX \$ 10 -
BY: *[Signature]*

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