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 September 26, 2014.

[Signature]

Anthony Giardina
Executive Deputy Secretary of State
CERTIFICATE OF INCORPORATION
OF
BINGHAMTON AUXILIARY SERVICES CORPORATION
Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the Corporation is Binghamton Auxiliary Services Corporation (the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The purposes for which the Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively for such charitable, educational and scientific purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and, to such end and within such restriction, the Corporation is organized as follows:

The mission of the Corporation is to aid, assist, and service the students, faculty, administrative staff, alumni, and others in the college community of Binghamton University through the provision of auxiliary services, such as, by way of example and not limited to, food services, book store operations, vending and game machines, copying services, printing services, computer services and other related enterprises. The Corporation will, through the provision of auxiliary enterprise services and the use and allocation of auxiliary enterprise revenues, assist in developing, improving and increasing the programs, resources and facilities of Binghamton University to enable it to provide more extensive educational opportunities and services to its students, faculty, administrative staff, alumni and others in the university community.

The powers which the Corporation is authorized to exercise include: to accept, hold, invest, and administer any gifts, bequests, and property of any sort, without limitation as to amount or value; and to use, disburse or donate the income or principal thereof for exclusively charitable purposes within the meaning of the Code; and further to do any and all lawful acts, either alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation; and to have, enjoy and exercise any and all rights, powers, privileges, and exemptions which are now or which may hereinafter be conferred upon non-profit corporations under the laws of the State of New York, as they now exist or may be amended or supplemented.

The foregoing clauses shall be construed both as objects and powers, in furtherance, and not in limitation, of the general powers conferred by the laws of the State of New York, and it is expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the Corporation.
FOURTH: The Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

FIFTH: The Corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the Corporation is to be located in the County of Broome, State of New York.

SEVENTH: The names and addresses of the initial directors of the Corporation are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brian T. Rose</td>
<td>P.O. Box 6000</td>
</tr>
<tr>
<td></td>
<td>Binghamton, New York 13902</td>
</tr>
<tr>
<td>Terrence M. Kane</td>
<td>P.O. Box 6000</td>
</tr>
<tr>
<td></td>
<td>Binghamton, New York 13902</td>
</tr>
<tr>
<td>Cornelia D. Mead</td>
<td>P.O. Box 6000</td>
</tr>
<tr>
<td></td>
<td>Binghamton, New York 13902</td>
</tr>
</tbody>
</table>

EIGHTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is P.O. Box 6000, Binghamton, New York 13902.

NINTH: The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in paragraph THIRD.

The purposes of the Corporation set forth in paragraph THIRD are intended to be exclusively charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation relating to one or more of its purposes), and no member, trustee, or officer of the Corporation nor any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except to the extent permitted under Section
501(h) of the Internal Revenue Code of 1986, as amended, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, except to the extent such activities may be carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed for one or more purposes as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the federal government or to a State or local government for a public purpose, or to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this Corporation was organized.

In any taxable year in which the Corporation is a private foundation, as described in Section 509(a) of the Code, the Corporation shall distribute its income for that year at such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not: (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(e) of the Code, (iii) make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

[Signature page follows]
IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation as of this 23rd day of September, 2014.

[Signature]

Mark F. Schuber, Esq., Incorporator
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604
CERTIFICATE OF INCORPORATION
OF
BINGHAMTON AUXILIARY SERVICES CORPORATION
Under Section 402 of the Not-for-Profit Corporation Law

LCS
DRAWDOWN - #AL

Mark F. Schuber, Esq.
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604
Customer Ref: # 55579
BY-LAWS

OF

BINGHAMTON AUXILIARY SERVICES CORPORATION

Effective: November 26, 2014
ARTICLE I - MEMBERS

The Corporation shall have no members.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Number and Term of Office.

(a) The number of directors constituting the entire Board of Directors shall be nine (9). As used in this Article, “entire Board of Directors” means the total number of Directors entitled to vote that the Corporation would have if there were no vacancies.

(b) Membership on the Board of Directors (the “Board”) shall be as follows:

(i) Three (3) student directors who shall be selected from and by the students or the representing student governing body, one (1) by the Student Association, one (1) by the Graduate Student Organization, and one (1) student-at-large seat to be rotated among the residential community governments (including Off Campus College);

(ii) Two (2) Directors selected by the Faculty Senate, both of whom must be faculty;

(iii) One (1) Director representing the alumni of the State University of New York at Binghamton (the “University”), who shall be appointed by the University President (the “Alumni Member”);

(iv) Three (3) Directors representing University administration, who shall be appointed by the University President; and

(c) The Executive Director of the Corporation shall be an ex-officio non-voting member of the Board.

(d) Each Director shall be elected to a full term of one (1) year and shall serve until his successor has been elected and qualified except as provided hereafter in this Article. A Director shall take office on September 1st of the year of his election except when elected by the Board to fill an unexpired term.

Section 2. Resignations and Removal of Directors.

(a) Any Director of the Corporation may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any Director may be removed for cause by vote of the Directors, provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken. Any three (3) consecutive unexcused absences by a Director may result in the removal of such Director by the Board.
Section 3. Vacancies. A vacancy occurring on the Board of Directors shall be filled within thirty (30) days by the original appointing authority as set forth in Section 1(b) of this Article II, and the person so appointed shall become a regular, full voting Board member for the remainder of the vacated term. Any vacancy not filled within the thirty (30) days allotted may be filled by Board nomination of an individual who represents the appropriate constituency and approved by a two-thirds (2/3) vote of the entire Board. This individual will serve the remainder of the vacated term.

Section 4. Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within the State of New York as the Board of Directors may from time to time by resolution determine.

Section 5. Annual Meetings. An annual meeting of the Board of Directors shall be held for the acceptance of Directors appointed in accordance with Section 1 of this Article II, and election of officers as set forth herein, review of financial statements from the close of the prior fiscal year and the transaction of other business at such time as may be fixed by the Board of Directors.

Section 6. Regular Meetings. Regular meetings of the Board of Directors may be held without formal notice pursuant to provisions in these By-laws (however, informal notice such as e-mail shall be required) at such times as may be fixed from time to time by resolution of the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, or by the Secretary upon the written request of one-third (1/3) of the entire Board. Notice shall be given orally or by facsimile, electronic mail or mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by facsimile, electronic mail or mail, it shall be given not less than three (3) days before the meeting.

Section 8. Waivers of Notice. Notice of a meeting need not be given to any Director who submits a waiver of notice, electronically or otherwise, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 9. Quorum.

(a) A majority of the entire Board shall constitute a quorum for the transaction of business.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without formal notice pursuant to provisions in these By-laws (however, informal notice such as e-mail shall be required).
Section 10. Action by the Board of Directors.

(a) Each Director shall be entitled to one (1) vote on each matter properly submitted to the Board for action at all meetings of the Board. Unless otherwise required by law or these By-laws, the vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing, or by electronic mail or facsimile, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one (1) or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a telephone conference or similar communications equipment (such as video conferencing equipment) enabling all persons participating in the meeting to hear one another and provided that each person can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken to the Board or committee.

Section 11. Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

ARTICLE III - COMMITTEES

Section 1. Committees of the Board. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members committees of the Board consisting of three (3) or more Directors, provided that an audit committee shall be comprised solely of independent Directors as prescribed under the New York Not-for-Profit Corporation Law. Such committees of the Board shall have such authority as the Board shall by resolution provide and may bind the Corporation, except that no such committee shall have authority as to the following matters:

(a) The filling of vacancies in the Board or in any committee.

(b) The amendment or repeal of these By-laws, or the adoption of new By-laws.

(c) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

Section 2. Committees of the Corporation. The Board of Directors may designate committees of the Corporation, each of which shall consist of such persons, including non-Board members, and shall have such authority as is provided in the resolution designating the
committee, except that such authority shall not exceed the authority conferred on any committee of the Board. Committees of the Corporation shall not take any action that shall bind the Corporation.

Section 3. Meetings. Meetings of committees, of which formal notice pursuant to these By-laws is not required (however informal notice such as e-mail shall be required), shall be held at such time and place as shall be fixed by the President of the Corporation or the chair of the committee or by vote of a majority of all of the members of the committee.

Section 4. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the direction of the Board of Directors.

Section 5. Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 6. Committee Charters. Roles and responsibilities of the committees shall be set forth in each such committee’s charter.

ARTICLE IV - OFFICERS

Section 1. Number. The officers shall be a President, a Vice President, a Secretary and a Treasurer. A failure to elect a President, Vice President, Secretary or Treasurer shall not affect the existence of this Corporation.

Section 2. Term of Office and Qualifications. Each officer shall serve at the pleasure of the Board or until his successor shall have been duly elected or appointed and qualified, or until he shall have resigned, died or been removed in the manner provided in Section 3 of this Article. The President shall be elected from among the Directors and shall not be an employee of the Corporation.

Section 3. Removal of Officers. Any officer may be removed by the Board of Directors with or without cause at any time; however such removal shall not prejudice the indemnification rights under Article VIII.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 5. Vacancies. A vacancy in any office shall be filled by the Board of Directors.
Section 6.  President. The President shall preside at all meetings of the Board of Directors at which the President is present. The President shall also perform such other duties as may be assigned from time to time by the Board.

Section 7.  Vice President. In the absence or incapacity of the President, the duties of that office will be assumed by the Vice President. The Vice President shall also perform such other duties as may be assigned from time to time by the Board.

Section 8.  Secretary. The Secretary, or his or her designees, shall keep full minutes of all meetings of the Board which shall be placed in books provided for this purpose. The Secretary, or his or her designees, shall see that all notices are duly given in accordance with the provisions of the By-laws or as required by law and shall be the custodian of the records of the Corporation. The Secretary shall have such powers and duties as may be properly designated by the Board and the President.

Section 9.  Treasurer. The Treasurer, or his or her designees, monitors and oversees the receipt, disbursement, management and investment of the Corporation’s funds and financial assets. The Treasurer, or his or her designees, shall have such general authority and duties as are customary to his/her office or which may otherwise be delegated by the Board.

ARTICLE V - FINANCES

Section 1.  Bills, Notes, Etc. All checks or demands for money and notes or other instruments evidencing indebtedness or obligations of the Corporation shall be made in the name of the Corporation and shall be signed by such Officer or Officers or such other person as the Board may from time to time designate. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board.

Section 2.  Dividends, Etc. No part of the assets or net earnings of the Corporation shall be distributed to, or inure to the benefit of, any Member, Director, or Officer by means of dividends or otherwise, except to the extent permitted by applicable law and except that reasonable compensation may be paid for services rendered to the Corporation.

Section 3.  Fiscal Year. The fiscal year of the Corporation shall end on June 30.

ARTICLE VI - PROPERTY AND INVESTMENTS

Section 1.  Property. All real or personal property received by the Corporation by bequest, devise, gift, grant or otherwise, unless otherwise specified within the terms of such bequest, devise, gift, grant, or other instrument, shall be held or disposed of by, the Corporation according to such terms and conditions not inconsistent with the objects and purposes of the Corporation as the Board shall determine. Unless otherwise designated by the Board, the President of the Corporation is hereby designated as the Officer of the Corporation authorized to vote any and all shares of stock held by the Corporation; he shall have the power and authority to vote such shares in person or by proxy, or by written consents in lieu of formal meetings.
Section 2. Investments. Unless otherwise specified by the terms of a particular bequest, devise, gift, grant or other instrument, the funds of the Corporation may be invested from time to time in such manner as the Board may determine and in accordance with the New York Prudent Management of Institutional Funds Act, whether or not the investments are of the character which would be required by law for similar funds if held by trustees.

Section 3. Investment Advisor or Agent. The Board may contract with any independent investment advisor, investment counsel or manager or other financial agent or agents as the Board shall deem advisable to represent and to advise it in the investment or reinvestment of funds of the Corporation or to provide security custodial services. The Board is further authorized to pay reasonable compensation for such services. Each contract shall provide that it may be terminated by the Board at any time without penalty upon not more than sixty (60) days’ notice. The Board shall be relieved of all liability for the investment and reinvestment of corporate funds by, and for the other acts or omissions of, persons to whom authority is so delegated or with whom contracts are so made.

ARTICLE VII - DISSOLUTION

Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the just debts, obligations and liabilities of the Corporation (or after making adequate provision for the payment thereof) dispose of all of its assets by transfer to the University or to such other non-profit organization or organizations organized and operated exclusively for educational, charitable or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as in the judgment of the Board of Directors is best qualified and competent to promote the purposes of the University and the educational activities of the faculty and students.

ARTICLE VIII - INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall indemnify and hold harmless any person made or threatened to be made a party to any action or proceeding by reason of the fact that he or she or his or her testator or intestate (a) is or was a Director or officer of the Corporation or (b) is or was a Director or officer of the Corporation who serves or served, in any capacity, any other entity at the request of the Corporation (hereinafter an “Indemnitee”), against all expense, liability and loss (including attorneys’ fees, judgments, fines, excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by the Indemnitee in connection therewith. Notwithstanding the foregoing, no indemnification may be made to or on behalf of any Director or officer if a judgment or other final adjudication adverse to the Director or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Advancement of Expenses. All expenses reasonably incurred by an Indemnitee in connection with an actual or threatened action or proceeding with respect to which
such Indemnitee is or may be entitled to indemnification under this Article shall be advanced to him or her or promptly reimbursed by the Corporation in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by him or her or on his or her behalf to repay the amount of such advances, if any, as to which he or she is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent such advances exceed the indemnification to which he or she is entitled.

Section 3. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and advancement of expenses to any employee or agent of the Corporation with the same scope and effect as provided in this Article to Directors and officers of the Corporation. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 4. Insurance. The Corporation may purchase insurance to insure the Corporation for any obligation it incurs as a result of this Article or operation of law.

ARTICLE IX - AMENDMENTS

The By-laws of the Corporation may be amended or repealed by an affirmative vote of two-thirds (2/3) of the Board of Directors.