

EXHIBIT 1

University of the
Education



State of New York
Department

STATE OF NEW YORK :
: SS.:
COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of Residents for Responsible Government, Inc., a Not-for-Profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 9th day of September, 2002.

Richard P. Mills
Commissioner of Education

By:

Richard L. Nabozny
Senior Attorney

This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

Certificate of Incorporation

of

Residents for Responsible Government, Inc.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, being eighteen (18) years of age or over, for the purpose of forming a corporation pursuant to Section 201 of the Not-for-Profit Corporation Law of the State of New York, do hereby certify:

FIRST: The name of the corporation is Residents for Responsible Government, Inc.

SECOND: The corporation is a Type B Not-for-Profit Corporation as defined in Section 201(b) of the Not-for-Profit Corporation Law.

THIRD: The corporation is organized, and at all times shall be operated exclusively for charitable, religious, scientific and/or educational purposes. Consistent with the foregoing, the specific purpose of the corporation shall be to support and perform charitable, scientific and educational programs that promote governmental representation which is open and responsive to the environmental concerns of community residents. In furtherance of these purposes, the corporation shall seek, receive, hold, maintain, invest and reinvest money and other real and personal property from time to time as the Board of Directors may deem prudent.

Provided, however, that nothing stated herein shall authorize the corporation to engage in any of the activities stated in Section 404(a)-(v) of the Not-for-Profit Corporation Law without prior consent of the New York State Attorney General.

FOURTH: The following provisions are inserted for the regulations and conduct of the affairs of the corporation:

To have and exercise any and all powers, rights and privileges which a Type B Not-for-Profit Corporation organized under the Not-for-Profit Corporation Law of the State of New York may now or hereafter have or exercise by law; provided, however, that:

A) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation, and no member, trustee, officer of the corporation, or any private

individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

B) No part of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner participate or intervene (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office; nor shall it engage in any transaction defined as "prohibited" under Section 503 of the Code.

C) Notwithstanding any other provision of this Certificate of Incorporation, the corporation is organized exclusively for one or more of the following purposes: to support and perform charitable, scientific and educational programs that promote governmental representation which is open and responsive to the environmental concerns of community residents, and the corporation shall not conduct nor carry on any activities prohibited by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Code or the corresponding provisions of any successor Federal Tax Law.

D) In the event of termination, dissolution or winding up of the corporation, its remaining assets, if any, shall be distributed only to one or more organizations described in Section 501 (c)(3) of the Code. None of the income, property or assets of the corporation shall be distributed to or divided among any member, officer, director, trustee, creator, organizer of or contributor to the corporation, nor inure to the benefit of any private individual within the meaning of Section 501 (c)(3).

E) Notwithstanding any other provision of this Certificate, if at any time, the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;

2. The corporation shall not engage in any act of self dealing, as defined in Section 4941(d) of the Code;

3. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code.

4. The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code.

5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(F) Any references herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended or superseded, as the case may be.

FIFTH: The management of the affairs of the corporation shall be vested in the Board of Directors, except as otherwise provided in this Certificate of Incorporation or the bylaws of the corporation.

The number of directors constituting the Board of Directors shall be such number, not less than three (3) nor more than fifteen (15) in number or such other number as may be fixed in the By-Laws adopted by the Board. Each director must be at least eighteen (18) years of age.

SIXTH: The corporation shall be a Type B corporation under Section 201(b) of the Not-for-Profit Corporation Law and shall operate exclusively for the purposes enumerated in this Certificate of Incorporation. No officers, employees or director of the corporation shall receive or be lawfully entitled to receive any pecuniary benefits from the operation thereof except as reasonable compensation for services. No member or director of the corporation shall receive any salary, other compensation or pecuniary profit of any kind for services as such member or director other than reimbursement of actual and necessary expenses in the performance of his/her duties as such member or director.

SEVENTH: The office of the corporation is to be located in Niagara County, New York.

EIGHTH: The names and addresses of the persons constituting the initial Board of Directors of the corporation are as follows:

TIM HENDERSON	485 Oneida Street Lewiston, New York 14092
JANICE ZIMMERMAN	1585 Youngstown Lockport Road Youngstown, New York 14174
JOAN BRODERICK	830 Lower River Road Youngstown, New York 14174
WILLIAM CHOBOY	740 Lake Road Youngstown, New York 14174
WILLIAM ROLLAND	3215 Creek Road Youngstown, New York 14174


THOMAS FLECKENSTEIN	1953 Balmer Road Ransomville, New York 14131
THOMAS FRECK	1820 Balmer Road Ransomville, New York 14131
ANN ROBERTS	431 Riverview Drive Youngstown, New York 14174
GERAINT ROBERTS	431 Riverview Drive Youngstown, New York 14174

NINTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property, if any, cannot be conveyed or distributed to any individual or organization created or operated for profit, but shall, after necessary expenses thereof, be distributed to such an organization or organizations created and operated for non-profit purposes similar to those of the corporation which shall qualify under Section 501(c)(3) of the Code, as amended (or corresponding provisions of any successor Federal Tax Law), or to another organization so qualified to be used in such manner as a 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 formed.

TENTH: This Certificate of Incorporation shall be amended by only two-thirds (2/3) vote of the Board of Directors.

ELEVENTH: The Secretary of State of the State of New York is designated the agent of the corporation upon whom process against the corporation may be served, and the post office address to which the Secretary of State shall mail a copy of any such process served upon him/her is as follows: W. Maxwell Coykendall, 800 Main Street, Suite 2C, MPO Box 457, Niagara Falls, New York 14302-0457.

IN WITNESS WHEREOF, I have made and signed this Certificate this 7th day of August, 2002, and I affirm the statements contained herein as true under the penalties of perjury.



W. MAXWELL COYKENDALL

Incorporator
800 Main Street, Suite 2C
MPO Box 457
Niagara Falls, NY 14302-0457