

CERTIFICATE OF INCORPORATION

WEANTINGOGE HERITAGE, INC.

DRISCOLL, LANE & POWERS  
ATTORNEYS AT LAW  
96 GREENWOOD AVENUE  
BETHEL, CONNECTICUT

CERTIFICATION OF INCORPORATION

WE, the incorporators, certify that we hereby associate ourselves as a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

1. The name of the corporation is: WEANTINOGE HERITAGE, INC.
2. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:

- (a) To engage in and otherwise promote for the benefit of the general public the preservation of natural resources of the New Milford area, including water resources, marshland, swamp, woodland and open spaces, and the plant and animal life therein and the preservation of unique historic and scenic sites;
- (b) To engage in and otherwise promote the scientific study of and to educate the public regarding local natural resources including plants, animals, birds and other wildlife;
- (c) To acquire, by gift, purchase or otherwise, real and personal property, both tangible and intangible, of every sort and description and to use such property in such manner as the directors of the corporation shall deem appropriate to carry out such purposes;
- (d) To sell, convey, exchange or otherwise dispose of any interest in real or personal property held by the corporation which property is encumbered or in any other way bars the Directors from carrying out such purposes;
- (e) To use all property held or controlled by this corporation and the net earnings thereof in the United States of America for the benefit of all the inhabitants of the New Milford area for the conservational, educational and

scientific purposes for which the corporation is formed as set forth in this Article;

(f) Provided, however, that no part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except locally as incidental to the above stated purposes, and no part of the net earnings of the corporation shall inure to the benefit of any private individual or corporation;

(g) And provided that upon the termination and liquidation of the corporation, all land and other assets owned by the corporation after payment of all obligations shall be given to the Connecticut Chapter of Nature Conservancy or other similar organization.

(h) In connection with the foregoing to do any and all things permitted by the Statutes of Connecticut.

3. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members as follows:

ALL MEMBERS OF THE CORPORATION SHALL BE INCLUDED IN ONE class and constitute those persons who have completed and submitted to the Secretary a form of application to be determined from time to time by the Board of Directors and have paid dues as prescribed by the By-laws. Any member may be expelled from the corporation upon recommendation of the Board of Directors and a vote of three-fourths of the members at any regular or special meeting of the corporation. Regular membership shall be terminated upon delinquency in payment of dues for a period in excess of one year unless such payment is specifically excused by the Board of Directors. All members shall be entitled to vote on any matter referred to the members by force of law or by act of

the Directors for decision. No member may vote by proxy or otherwise delegate his right to vote. Members shall biennially elect officers and annually elect Directors to fill expired terms.

Dated at New Milford, Connecticut, this 4th day of June 1965.

Martin J. McAndrews.  
John B. Roger  
Alice McCallister.  
Henry E. Smithwick  
Emma T. Roth  
Robert M. [unclear]

STATE OF CONNECTICUT }  
COUNTY OF LITCHFIELD } ss: New Milford, June 4, 1965  
personally appeared Martin J. McAndrews, John B. Roger,  
Alice McCallister, Henry E. Smithwick, Emma T. Roth, and

State of Connecticut, }  
OFFICE OF SECRETARY OF THE STATE } ss. HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set  
my hand, and affixed the Seal of said State, at  
Hartford, this .....31st..... day  
of .....January..... A.D., 19 66

.....  
Ella T. Grasso  
Secretary of the State

CERTIFICATE AMENDING OR RESTATING  
CERTIFICATE OF INCORPORATION BY ACTION  
OF BOARD OF DIRECTORS AND MEMBERS

- 1) The name of the corporation is Weantinoge Heritage, Inc.
- 2) The Certificate of Incorporation is amended and restated by the following resolution of directors dated May 1, 1980, and by resolution of members dated June 4, 1980.

Resolved: That the Certificate of Incorporation of this corporation be and it hereby is amended and restated to read as follows:

CERTIFICATE OF INCORPORATION

1. The name of the corporation is Weantinoge Heritage, Inc.
2. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:
  - (a) To engage in and otherwise promote for the benefit of the general public the preservation of natural resources of Northwestern Connecticut, including water resources, marshland, swamp, woodland and open spaces, and the plant and animal life therein and the preservation of unique historic and scenic sites;
  - (b) To engage in and otherwise promote the scientific study of and to educate the public regarding local natural resources including plants, animals, birds and other wildlife;
  - (c) To acquire, by gift, purchase or otherwise, real and personal property, both tangible and intangible, of every sort and description and to use such property in such manner as the directors of the corporation shall deem appropriate to carry out such purposes;
  - (d) To sell, convey, exchange or otherwise dispose of any interest in real or personal property held by the corporation which property is encumbered or in any other way bars the Directors from carrying out such purposes;
  - (e) To use all property held or controlled by this corporation

and the net earnings thereof in the United States of America for the benefit of all the inhabitants of Northwestern Connecticut for the conservational, educational and scientific purposes for which the corporation is formed as set forth in this Article;

(f) Provided, however, that no part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except locally as incidental to the above stated purposes, and no part of the net earnings of the corporation shall inure to the benefit of any private individual or corporation;

(g) And provided that upon termination and liquidation of the corporation, all land and other assets owned by the corporation after payment of all obligations shall be given to the Connecticut Chapter of Nature Conservancy or other similar organization;

(h) In connection with the foregoing to do any and all things permitted by the Statutes of Connecticut.

3. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members is as follows:

All members of the corporation shall be included in one class and constitute those persons who have completed and submitted to the Secretary a form of application to be determined from time to time by the Board of Directors and have paid dues as prescribed by the By-laws. Any member may be expelled from the corporation upon recommendation of the Board of Directors and a vote of three-fourths of the members at any regular or special meeting of the corporation. Regular membership shall be terminated upon delinquency in payment of dues for a period in excess of one year unless such payment is specifically excused by the Board of Directors. All members shall be entitled to vote on any matter referred to the members by force of law or by act of the Directors for decision. No member may vote by proxy or otherwise delegate his right to vote. Members shall biennially elect officers and annually elect Directors to fill expired terms.

3) (a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date except as follows: In original Article 2(a) and

2(e) it deletes the words "of the New Milford area" and substitutes "Northwestern Connecticut".

(b) Other than as indicated in Paragraph 3(a) there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date and the provisions of this Certificate Restating the Certificate of Incorporation.

4) The above resolution was adopted by the Board of Directors and by members.

5) Vote of members: Number of members voting -- 29

Total voting power

Vote required for adopting -- 15

Vote favoring adoption -- 29

We hereby declare, under penalties of false statement, that the statements made in the foregoing certificate are true.

President: Alice McCallister

Secretary: John McNeely

Signed Alice McCallister

Signed John McNeely

Form 61-58

**State of Connecticut**

OFFICE OF SECRETARY OF THE STATE

} SS.

HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this ..... 9th ..... day of ..... September ..... A.D., 19 80

Barbara B. Kemelly

Secretary of the State

**CERTIFICATE OF AMENDMENT  
NONSTOCK CORPORATION**

Office of the Secretary of the State  
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 07/01/2003

Spec FILING #0003380554 PG 01 OF 02 VOL B-01001  
FILED 01/23/2007 08:30 AM PAGE 03584  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**1. NAME OF CORPORATION**

Weantinoge Heritage, Inc.

**2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)**

**A. AMENDED**

**B. RESTATED**

**C. AMENDED AND RESTATED**

The restated certificate consolidates all amendments into a single document.

**3. TEXT OF EACH AMENDMENT / RESTATEMENT**

We request to change the name  
of the organization from:  
Weantinoge Heritage, Inc.

to

Weantinoge Heritage Land Trust, Inc.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

4. VOTE INFORMATION (check A, B or C.)

A. The Amendment was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The Amendment was duly approved by the incorporators and member approval was not required.

C. The Amendment was duly approved by the board of directors and member approval was not required.

5. EXECUTION

Dated this 12<sup>th</sup> day of January, 2007.

<u>John C. Novograd</u>	<u>President</u>	<u>John C. Novograd</u>
Print or type name of signatory	Capacity of signatory	Signature

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 25 day of February A.D. 2001

Susan Bignewicz  
SECRETARY OF THE STATE

**CERTIFICATE OF AMENDMENT  
NONSTOCK CORPORATION**

Office of the Secretary of the State  
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 07/01/2003

Space For Office Use Only

Filing Fee: \$10.00

**1. NAME OF CORPORATION**

WEANTINOGE HERITAGE LAND TRUST, INC.

**2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)**

A. AMENDED

B. RESTATED

C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

**3. TEXT OF EACH AMENDMENT / RESTATEMENT**

See Certificate Amending and Restating Certificate of Incorporation of  
Weantinoge Heritage Land Trust, Inc. attached hereto and made a part hereof.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

4. VOTE INFORMATION (check A, B or C.)

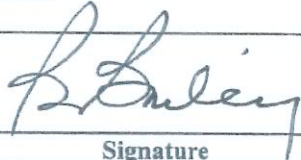
A. The Amendment was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The Amendment was duly approved by the incorporators and member approval was not required.

C. The Amendment was duly approved by the board of directors and member approval was not required.

5. EXECUTION

Dated this 31<sup>st</sup> day of October, 2006.

Robert D. Bailey	Vice President	
Print or type name of signatory	Capacity of signatory	Signature

**CERTIFICATE AMENDING AND RESTATING**  
**CERTIFICATE OF INCORPORATION**  
of  
**WEANTINOGE HERITAGE LAND TRUST, INC.**

**THE CERTIFICATE OF INCORPORATION OF WEANTINOGE HERITAGE LAND TRUST, INC. IS AMENDED AS FOLLOWS:**

1. Article One of the Certificate of Incorporation is amended to add the sentence: "The Corporation is nonprofit and shall not have or issue shares of stock or make distributions."
2. Article Two of the Certificate of Incorporation is deleted and replaced with the following sentence: "The Corporation shall have members that are not entitled to vote."
3. Article Three of the Certificate of Incorporation is deleted and replaced with the following sentence: "The name of the registered agent of the Corporation is Corporation Service Company, 50 Weston Street, Hartford, Connecticut 06120-1537."
4. A new Article Four is added to the Certificate of Incorporation as follows:

**"Article Four – Purposes and Activities of the Corporation"**

**"A. Charitable Purposes.** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including the making of grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (collectively, the "Code"). In accordance with these charitable purposes, the nature of the activities to be conducted, or the purposes to be proposed or carried out by the Corporation, are as follows:

"(1) To engage in and otherwise promote for the benefit of the general public the preservation of natural resources of Northwestern Connecticut, including water resources, marshland, swamp, woodland and open spaces, and the plant and animal life therein and the preservation of unique historic and scenic sites;

"(2) To engage in and otherwise promote the scientific study of and to educate the public regarding local natural resources including plants, animals, birds and other wildlife;

"(3) To acquire, by gift, purchase or otherwise, real and personal property, both tangible and intangible, of every sort and description and to use such property in such manner as the Directors of the Corporation shall deem appropriate to carry out such purposes;

"(4) To sell, convey, exchange or otherwise dispose of any interest in real or personal property held by the Corporation which property is encumbered or in any other way bars the Directors from carrying out such purpose; and

“(5) To use all property held or controlled by this Corporation and the net earning thereof in the United States of America for the benefit of all the residents of Northwestern Connecticut for the conservation, educational and scientific purposes for which the Corporation is organized.

**“B. Restrictions on Corporate Activities.**

“(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of its charitable purposes.

“(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code); and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

“(3) Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(a) of the Code or (b) by an organization to which contributions are deductible under Section 170(c)(2) of the Code, charitable gifts are deductible under Section 2522(a)(2) of the Code, or charitable transfers are deductible under Section 2055(a)(2) and Section 2106(a)(2) of the Code.

“(4) In the event that in any year the Corporation shall be a “private foundation” as that term is defined in Section 509(a) of the Code, the Corporation is specifically prohibited from engaging in any act of self-dealing as defined in Section 4941(d), from retaining any excess business holdings (as defined in Section 4943(c)), from making any investments in such manner as to subject the Corporation to tax under Section 4944, from making any taxable expenditures that are subject to tax under Section 4945 of the Code and, to the extent required, shall make any distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942, all of the foregoing section references being to the Code.

**“C. Amendments to Certificate of Incorporation.** This Certificate of Incorporation shall not be amended to permit any action that would prevent the Corporation from qualifying as an organization exempt from taxation under Section 501(a) of the Code, and described in Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or as an organization to which contributions are deductible under Section 170(c)(2) of the Code.

**“D. Distribution of Assets Upon Dissolution of Corporation.** Upon the dissolution of the Corporation, all land and other property owned by the Corporation after payment of all obligations shall be given to the Connecticut Chapter of The Nature Conservancy, Inc. or other similar organization.”

**THE CERTIFICATE OF INCORPORATION OF WEANTINOGE HERITAGE LAND TRUST, INC. IS RESTATED AS FOLLOWS:**

**Article One – Name of Corporation**

The name of the Corporation is Weantinoge Heritage Land Trust, Inc. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

**Article Two – Members**

The Corporation shall have members that are not entitled to vote.

**Article Three – Appointment of Registered Agent**

The name of the registered agent of the Corporation is Corporation Service Company, 50 Weston Street, Hartford, Connecticut 06120-1537.

**Article Four – Purposes and Activities of the Corporation**

**A. Charitable Purposes.** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including the making of grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (collectively, the “Code”). In accordance with these charitable purposes, the nature of the activities to be conducted, or the purposes to be proposed or carried out by the Corporation, are as follows:

(1) To engage in and otherwise promote for the benefit of the general public the preservation of natural resources of Northwestern Connecticut, including water resources, marshland, swamp, woodland and open spaces, and the plant and animal life therein and the preservation of unique historic and scenic sites;

(2) To engage in and otherwise promote the scientific study of and to educate the public regarding local natural resources including plants, animals, birds and other wildlife;

(3) To acquire, by gift, purchase or otherwise, real and personal property, both tangible and intangible, of every sort and description and to use such property in such manner as the Directors of the Corporation shall deem appropriate to carry out such purposes;

(4) To sell, convey, exchange or otherwise dispose of any interest in real or personal property held by the Corporation which property is encumbered or in any other way bars the Directors from carrying out such purpose; and

(5) To use all property held or controlled by this Corporation and the net earning thereof in the United States of America for the benefit of all the residents of Northwestern Connecticut for the conservation, educational and scientific purposes for which the Corporation is organized.

**B. Restrictions on Corporate Activities.**

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of its charitable purposes.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code); and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(a) of the Code or (b) by an organization to which contributions are deductible under Section 170(c)(2) of the Code, charitable gifts are deductible under Section 2522(a)(2) of the Code, or charitable transfers are deductible under Section 2055(a)(2) and Section 2106(a)(2) of the Code.

(4) In the event that in any year the Corporation shall be a "private foundation" as that term is defined in Section 509(a) of the Code, the Corporation is specifically prohibited from engaging in any act of self-dealing as defined in Section 4941(d), from retaining any excess business holdings (as defined in Section 4943(c)), from making any investments in such manner as to subject the Corporation to tax under Section 4944, from making any taxable expenditures that are subject to tax under Section 4945 of the Code and, to the extent required, shall make any distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942, all of the foregoing section references being to the Code.

**C. Amendments to Certificate of Incorporation.** This Certificate of Incorporation shall not be amended to permit any action that would prevent the Corporation from qualifying as an organization exempt from taxation under Section 501(a) of the Code, and described in Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or as an organization to which contributions are deductible under Section 170(c)(2) of the Code.

**D. Distribution of Assets Upon Dissolution of Corporation.** Upon the dissolution of the Corporation, all land and other property owned by the Corporation after payment of all obligations shall be given to the Connecticut Chapter of The Nature Conservancy, Inc. or other similar organization.

SECRETARY OF THE STATE  
30 TRINITY STREET  
P.O. BOX 150470  
HARTFORD, CT 06115-0470

FEBRUARY 22, 2007

ANN MARTINDALE  
MOOTS, PELLEGRINI, MANNION, ET. AL.  
P. O. BOX 1319  
NEW MILFORD, CT 06776

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

WEANTINOGE HERITAGE LAND TRUST, INC.

Work Order Number: 2007045174-002  
Business Filing Number: 0003397638  
Type of Request: CERTIFICATE OF AMENDMENT  
File Date/Time: FEB 20 2007 08:30 AM  
Effective Date/Time: FEB 20 2007 08:30 AM  
Work Order Payment Received: 20.00  
Payment Received: 10.00  
Credit on Account: .00  
Customer Id: 001416897  
Business Id: 0061182

JAMES AUGERI  
Commercial Recording Division  
860-509-6003  
WWW.CONCORD.SOTS.CT.GOV

BUSINESS FILING REPORT

WORK ORDER NUMBER:2007045174-002  
BUSINESS FILING NUMBER: 0003397638

BUSINESS NAME:

WEANTINOGE HERITAGE LAND TRUST, INC.

BUSINESS LOCATION:

315 LITCHFIELD ROAD  
NEW MILFORD,CT 06776

MAILING ADDRESS:

THOMAS MCGOWAN  
PO BOX 242  
315 LITCHFIELD ROAD  
NEW MILFORD,CT 06776

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:JOHN C. NOVOGROD  
TITLE:PRESIDENT

NAME:ROBERT BAILEY  
TITLE:FIRST VICE PRESIDENT

NAME:J. ROBERT HUTCHINGS  
TITLE:TREASURER

\* ADDITIONAL ACTIVE PRINCIPALS ARE ALSO ON FILE YOU MUST COMPLETE  
A REQUEST FOR CORPORATE COPIES WITH THE APPROPRIATE FEE IF YOU NEED  
TO VERIFY THESE NAMES

\*\* END OF REPORT \*\*