

CERTIFICATE OF INCORPORATION

OF

HARWINTON LAND CONSERVATION TRUST, INC.

The undersigned incorporator hereby forms a corporation under the Nonstock Corporation Act of the State of Connecticut.

ARTICLE I.

The name of the corporation (which is hereinafter called the "Corporation") is:

HARWINTON LAND CONSERVATION TRUST, INC.

ARTICLE II.

The Corporation is organized exclusively for charitable purposes, as follows:

A. To preserve and conserve for the benefit of the general public natural resources within the Town of Harwinton and adjacent towns, such resources to include water, swamps, woodlands, and open spaces; the plant and animal life therein; and unique scenic, natural and historic sites;

B. To engage in and otherwise promote the scientific study of local natural resources, including plants, animals, birds and other wildlife;

C., To use all resources of and all property held or controlled by the Corporation, as well as any income therefrom for the benefit of the general public, including all of the inhabitants of Harwinton and adjacent towns ,and exclusively for the conservational, recreational, scientific, educational and historical purposes for which the Corporation is formed;

D. To cooperate with the Planning and Zoning Commission, or any other public body of the Town of Harwinton, in the discharge of its duties or in the exercise of its authority under the statutes, ordinances, or regulations of the United States, the State of Connecticut, or the Town of Harwinton, and for this purpose to acquire or hold any property or interest in property as hereinafter set forth for the benefit of or assistance of the Town of Harwinton or any public body thereof;

E. To acquire by gift, devise or bequest real and personal property, both tangible and intangible, of every sort and description, with or without restrictions or limitations of use. To acquire by purchase or otherwise any such real estate or personal property, with or without restrictions or limitations of use. To use such property or invest, hold or transfer the same in such a manner as the Corporation shall deem appropriate to carry out its duly authorized purposes

subject to any restrictions or limitations thereon, except as any such restrictions, or limitations may be varied by Court action. Included, without limitation, as subjects of such real estate acquisition, investment, holding or transfer are: fee absolute, leaseholds, easements, conservation easements, scenic easements, historic easements, rights of way, water, and riparian rights, options, first refusals, mortgages, and contracts with regard to real property.

F. In general, and subject to such limitations and considerations as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to the further limitations and conditions that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the charitable purposes of the Corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, and by any organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations, as they now exist or may hereafter be amended.

### ARTICLE III.

Subject to the provisions of Article II hereof, the Corporation shall have power and authority to acquire by gift, lease, devise, purchase or otherwise, to hold for investment or in trust, and to sell, lease, encumber or dispose of any real estate, personal property, mixed property, business, monies, mortgages, trust deed for security, bonds and notes, secured or unsecured, stocks, bonds, or other securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Connecticut or any State in the United States of America, and also all bonds or evidences of indebtedness of the united States of America or any county, state or municipality therein, or any evidences of indebtedness of any person or persons, firm or partnership, association or corporation for the benefit of this Corporation, and not for pecuniary profit.

### ARTICLE IV.

No part of the income or net earnings of the Corporation is distributable to, or shall inure to the benefit of, any member, 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), and no member, director or 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501 (c) {3} of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations, as they now exist or may hereafter be amended.

ARTICLE V.

The Corporation shall not have or issue shares of stock or pay dividends.

ARTICLE VI.

Notwithstanding anything herein to the contrary, if at any time the Corporation is or shall become a private foundation

within the meaning of Section 509(a) of the Internal Revenue Code of 1954, or; corresponding provisions of any subsequent Federal income tax laws, then the Corporation will be subject to the following as of such time and thereafter:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE VII.

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

A. Charter Members shall consist of those persons who have paid dues of \$25.00, prior to January 31, 1974.

Charter members shall be exempt from any further assessment of dues. Charter Members may attend all meetings of the members of the Corporation, but shall have no voting rights.

Charter Members may also qualify as members of another class, by fulfilling the qualifications and paying the dues of such other class.

B. Honorary Members shall consist of those persons elected as such by the Board of Directors. Honorary Members shall be exempt from any assessment of dues, and shall have all the rights and privileges of Regular Members.

C. Regular Members shall consist of those persons 18 years of age or over who are electors of the Town of Harwinton and who have paid the then current annual regular membership dues as established from time to time by the Board of Directors. Regular Members may attend all meetings of the members of the Corporation during each fiscal year for which they have paid such dues, and shall have the right to vote thereat on all matters submitted to a vote of the members.

D. Associate Members shall consist of those persons 18 years of age or over who are not eligible to be Regular Members, and who have paid the then current annual associate membership dues as established from time to time by the Board of Directors. Associate Members may attend all meetings of the

members of the Corporation during each fiscal year for which they have paid such dues, but shall have no voting rights.

**E.** Junior Members shall consist of those persons under 18 years of age who have paid the then current annual junior membership dues as established from time to time by the Board of Directors. Junior Members may attend all meetings of the members of the Corporation during each fiscal year for which they have paid such dues, but shall have no voting rights.

**F.** The membership of a member of any class shall terminate upon his death or resignation. In addition, the membership of a Regular Member, Associate Member or Junior Member shall terminate at the end of the fiscal year for which he has paid the prescribed dues, but shall be reinstated automatically upon payment of the dues for the current fiscal year.

ARTICLE VIII.

In the event of the dissolution of the Corporation or the winding up of its affairs, the net assets of the Corporation shall be distributed, as determined by the Board of Directors, to the Town of Harwinton or to one or more charitable, scientific, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.



ARTICLE IX.

These Articles of Incorporation may not be amended to

permit any action which would prevent the Corporation from


qualifying as an exempt organization under Section 501 (c)

(3) of the Internal Revenue Code, and its Regulations, as they now exist or may hereafter be amended.

Dated at Hartford, Connecticut, this 29th day of December, 1972 .

I hereby declare, under the penalties of false statement

that the statements made in the foregoing certificate are true.

  
John Crosskey

STATE OF CONNECTICUT

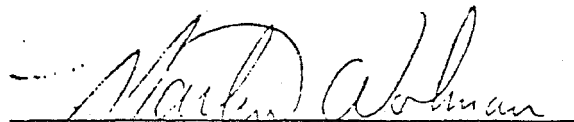
ss.

COUNTY OF HARTFORD

Personally appeared, before me, John Crosskey, signer of

the foregoing instrument and acknowledged the same to be his.

free act and deed.



Notary Public  
My Commission expires: 3/31/73

