



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06108

PHONE: 860-509-6003

WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME: Hamden Land Conservation Trust, Inc. ADDRESS: P.O. Box 6185 CITY: Hamden STATE: Connecticut ZIP: 06517-0185</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>Hamden Land Conservation Trust, Inc.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input type="checkbox"/> A. AMENDED</p> <p><input type="checkbox"/> B. RESTATED</p> <p><input checked="" type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p>(i) A new first sentence was added to Article 3 to make explicit that the Corporation is nonprofit and shall not have or issue shares of stock or make distributions. This sentence reads as follows: The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.</p> <p>(ii) In the second sentence of Section 3, the word "office" is corrected to read "officer".</p> <p>(iii) In the last sentence of Section 4, the word fragment "corporat" is corrected to read "corporation".</p> <p>(iv) In the first sentence of Section 5, the word fragment "exten" is corrected to read "existence".</p> <p>(v) A new Article 7 was added to provide for the indemnification of officers and directors pursuant to the Connecticut Revised Nonstock Corporation Act (Connecticut General Statutes Section 33-1116 through 33-1124). This Article 7 is attached hereto as Schedule A.</p> <p>(vi) The complete amended and restated Certificate of Incorporation is attached hereto as Schedule B.</p>	

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 _____ DAY OF June _____, 20 11 _____

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Andrew Brand	President	

COMPLETING A CERTIFICATE OF AMENDMENT FOR A NONSTOCK CORPORATION

ANY QUESTIONS CONCERNING COMPLETION OF THIS FORM OR THE AMENDMENT PROCESS SHOULD BE DIRECTED TO THE CORPORATION'S OWN COUNSEL.

Instructions

1. **NAME OF CORPORATION:** Please provide the complete name of the corporation as it currently appears on the records of the Secretary of the State. Note: If the corporation is adopting a new name, such new name must be set forth in item number 3 on the form.
2. **THE CERTIFICATE OF INCORPORATION IS (check A, B or C):** Please place a check next to the appropriate function.
Note: If the Certificate of Incorporation is either Restated or Amended and Restated, each element of the corporation's Certificate of Incorporation must be set forth in item number 3 or on a referenced attachment.
 - A. **Amended Only:** Check this block only if the company's Certificate of Incorporation is being amended. Example: the company's name is being changed.
 - B. **Restated Only:** Check this block only if the provisions of the original Certificate of Incorporation as supplemented and amended, are merely being restated so that the effective provisions of the Certificate of Incorporation are integrated into one document. There cannot be any discrepancy between the above mentioned provisions and the provisions being restated.
 - C. **Amended and Restated:** Check this block only if the Certificate of Incorporation is being amended and every article of the original Certificate of Incorporation, as supplemented and amended, are integrated into one document.
3. **TEXT OF EACH AMENDMENT / RESTATEMENT:** Please provide the full text of each amendment and/or a complete expression of the certificate of incorporation being restated. If you intend to change the corporation's name by way of an amendment, you may wish to reserve the new corporation name to ensure its availability at the time of filing. The fee to reserve a corporate name for 120 days can be found on the Fee Schedule.
4. **VOTE INFORMATION (select A, B, or C):** Please choose and complete A if a member vote was required and taken. Select B if the amendment, amendment and restatement or restatement was approved by the incorporators without the need for member approval. Select C if amendment, amendment and restatement or restatement was approved by the board of directors without the need for member approval.
5. **EXECUTION:** The document must be executed by an authorized official of the corporation. That person must print or type their name, state the capacity under which they sign and provide a signature. The execution constitutes a legal statement under the penalties of false statement that the information provided in the document is true.

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Schedule A

7. To the extent permitted by, and subject to the terms and conditions of Conn. Gen. Stat. Sec. 33-1026 (b) (4), as from time to time amended, the personal liability of a director of this Corporation to the Corporation or its members, if any, for monetary damages for breach of duty as a director, shall be limited to an amount that is equal to the compensation received by the director for serving the Corporation during the year of violation. The Corporation shall: (i) indemnify the directors, officers, employees and agents of the Corporation and (ii) advance funds to pay for or reimburse the reasonable expenses, including without limitation counsel fees, incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding because he or she is a director, officer, employee or agent of the Corporation, in each case to the fullest extent permitted by the Connecticut Revised Nonstock Corporation Act, including without limitation Conn. Gen. Stat. Sec. 33-1116 to 33-1124 inclusive, as amended from time to time, but in each case only upon a determination that indemnification is proper in the circumstances and because the relevant standard of conduct set forth in the Act has been met. As used in this paragraph, the terms "director", "officer", "party" and "proceeding" shall have the meaning ascribed to those terms in Conn. Gen. Stat. Sec. 33-1116, as amended from time to time.

Schedule B

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HAMDEN LAND CONSERVATION TRUST, INC.**

(A Nonstock Corporation)

1. The name of the corporation is Hamden Land Conservation Trust, Inc.
2. The nature of the activities to be conducted and 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 conservation of natural resources of the Town of Hamden, including water resources, marshland, swamps, woodland and other real property and the improvements thereon, 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 education regarding local nature resources including plants, animals, birds and other wildlife;
 - (c) To take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for the foregoing objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the

expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use any sum of money, property and the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them;

- (d) To use all property held or controlled by this Corporation and the net earnings thereof in the United States of America exclusively for the benefit of all the inhabitants of the Town of Hamden for the conservational, educational, scientific and charitable purposes for which the Corporation is formed as set forth in this Article in such manner as the Trustees of the Corporation shall deem appropriate to carry out such purposes;
 - (e) In general, and subject to such limitations and conditions 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 are necessary or incidental to the powers so conferred, or are conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt 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 an 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.
3. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions. No part of the net earnings of the Corporation shall inure to the benefit of any member, Trustee, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), 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. 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, 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 exempt under 501 (c) (3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended, or by an 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.

4. There shall be one class of members. The original incorporators shall be the first members of the Corporation. Additional members shall be composed of those persons who have completed and have submitted to the Corporation a form of application to be determined from time to time by the Board of Trustees and have paid dues as prescribed by the Board of Trustees. All members in good standing shall be entitled to vote on any matter referred to the members by operation of law or by act of the Board of Trustees. No member may vote by proxy or otherwise delegate his right to vote. Members shall annually elect Trustees and officers to manage the affairs of the Corporation.
5. This Corporation shall have perpetual existence but in the event of the dissolution of the Corporation or the termination of its corporate existence, all the net assets of the Corporation shall be transferred, paid over, and delivered exclusively to one or more scientific, educational or charitable organizations or to the Town of Hamden or to the State of Connecticut, as the Board of Trustees shall determine, to be used for and devoted (as nearly as practicable) to the purposes of this Corporation as herein set out, provided that no such assets shall be distributed other than to the Town of Hamden or to the State of Connecticut, or to organizations qualifying at the time of such distribution under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations, as they now exist or may hereafter be amended.
6. This Certificate 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, as it now exists or may hereafter be amended.
7. To the extent permitted by, and subject to the terms and conditions of Conn. Gen. Stat. Sec. 33-1026 (b) (4), as from time to time amended, the personal liability of a director of this Corporation to the Corporation or its members, if any, for monetary damages for breach of duty as a director, shall be limited to an amount that is equal to the compensation received by the director for serving the Corporation during the year of violation. The Corporation shall: (i) indemnify the directors, officers, employees and agents of the Corporation and

(ii) advance funds to pay for or reimburse the reasonable expenses, including without limitation counsel fees, incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding because he or she is a director, officer, employee or agent of the Corporation, in each case to the fullest extent permitted by the Connecticut Revised Nonstock Corporation Act, including without limitation Conn. Gen. Stat. Sec. 33-1116 to 33-1124 inclusive, as amended from time to time, but in each case only upon a determination that indemnification is proper in the circumstances and because the relevant standard of conduct set forth in the Act has been met. As used in this paragraph, the terms "director", "officer", "party" and "proceeding" shall have the meaning ascribed to those terms in Conn. Gen. Stat. Sec. 33-1116, as amended from time to time.