

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
NAROMI LAND TRUST, INCORPORATED
(A Connecticut Nonstock Corporation)

1. **Name.** The name of the corporation (hereinafter the “Corporation”) is:

NAROMI LAND TRUST, INCORPORATED

2. **Nonprofit Corporation; Members.** The Corporation is nonprofit and shall not have or issue shares of stock or make distributions. The Corporation shall have members. The classes, rights, privileges, qualifications, and obligations of members shall be as follows:

2.1 There shall be one class of members, who shall be entitled to vote as provided in the Corporation’s bylaws (the “Bylaws”);

2.2 The members shall have all such rights and powers with respect to the activities and affairs of the Corporation as are accorded by the Bylaws, this Certificate, the Act and/or any contract or agreement to which the members and the Corporation shall all be party.

3. **Registered Agent.** The Corporation’s agent for service of process is Monte Frank, Esq. and his address is: 850 Main Street, 8th Floor, Bridgeport, Connecticut 06604.

4. **Incorporators.** The original incorporators of the Corporation were Adrian W. DeWind, Malyn R. Kamenoff and Lois Batchelder.

5. **Purpose.** The nature of the activities to be conducted by, and the purposes of, the Corporation are to engage in any lawful act or activity permitted under the Connecticut Revised Nonstock Corporation Act (the “Act”) that are solely charitable, scientific and educational objects or purposes, within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or any successor statute thereto (the “Code”). The Corporation shall have the following as its exclusively charitable, scientific and educational purposes:

5.1 To promote the preservation of natural resources of the Town of Sherman, 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;

5.2 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;

5.3 To establish and maintain sanctuaries and protected areas for wild animals and birds and nature preserves for the growth and development of native flowers, ferns, mosses, lichens, aquatic plants, trees and shrubs, and wetlands; and

5.4 To develop, improve, maintain and operate farms, hay fields, open spaces, trails, pedestrian bridges and boardwalks.

6. **Board of Directors.** The control and management of the activities, property and affairs of the Corporation shall be vested in a Board of Directors.

7. **Powers.** In furtherance of such charitable, scientific and educational purposes, the Corporation shall have the following powers to the extent permitted by law, provided, however, that the Corporation may not exercise any power, either express or implied, in such a manner as to disqualify the Corporation from exemption from United States income tax under section 501(c)(3) of the Code:

7.1 To adopt and amend if necessary Bylaws which shall set forth the procedures for the election of directors and may contain such other provisions for the regulation of the affairs of the Corporation as from time to time shall be deemed advisable;

7.2 To hold meetings of its members and Board of Directors, to employ personnel, and to maintain one or more offices;

7.3 To solicit, receive, and accept, by gift, bequest, devise or benefit of trust, and to acquire by purchase or exchange and to hold, own, administer, operate, manage, improve, repair, maintain and control, any property, real or personal, tangible or intangible, wherever located, and without limitation as to amount or value, and to invest and reinvest the principal thereof, and receive the income therefrom, and to add such income to principal; to use, deal with, expend, sell, assign, lease, convey, exchange, donate, transfer and otherwise dispose of, and to mortgage, pledge and otherwise encumber, any property so received or otherwise acquired, or any right, whether legal or equitable, therein;

7.4 To create, acquire, hold, and deal in and with, in any manner, any legal or equitable interest in real property and chattels real, and, without limiting the generality of the foregoing, to purchase, receive, acquire and exercise options in respect of, take (by grant, gift, devise, bequest or otherwise), own, hold, improve, employ, use, operate, manage, repair, control, maintain, sell, assign, transfer, convey, exchange, lease, alter, construct, mortgage or encumber real property (including, without limitation, easements, scenic easements, licenses, profits, reversers, uses and lease-holds), whether improved or unimproved, and structures and improvements on real property, or any other legal or equitable interests or rights therein, and to enter into restrictive covenants, contracts or agreements with respect to the maintenance, use, preservation or upkeep of real property;

7.5 To borrow money or contract debts and, to the extent permitted by applicable law, to provide security therefore; and

7.6 To do any and all lawful acts and things which may be necessary, useful, proper or convenient for the furtherance, accomplishment or attainment of any or all of the objects and purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

8. **Restrictions.** It is intended that the Corporation qualify and remain qualified as exempt from income tax under §501(c)(3) of the Code. Accordingly:

8.1 The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure or be distributable to the benefit of any member, director, officer, or individual; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the objects and purposes of the Corporation set out in Article 5 of this Certificate of Incorporation;

8.2 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (by publishing or distributing statements or otherwise), any political campaign on behalf of any candidate for public office;

8.3 The Corporation shall not do anything forbidden to be done by corporations that are qualified to receive deductible contributions under §170(c)(2) of the Code; and

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

9. **Limitation on Liability.** The personal liability of a director to the Corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount that is not less than the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director or an associate, as defined in §33-840 of the Act, to receive an improper personal economic gain, (C) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation, provided that this provision shall not limit or preclude the liability of a director for any act or omission occurring prior the effective date of this Amended and Restated Certificate of Incorporation.

10. **Indemnification.** The Corporation shall indemnify a director for liability, as defined in §33-1116 of the Act, to any person for any action taken, or any failure to take any action, as a director, except liability that (A) involved a knowing and culpable violation of law by the director, (B) enabled the director or an associate, as defined in §33-840, to receive an improper personal gain, (C) showed a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (D) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. This Section 10 shall not affect the indemnification of or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section 10.

11. **Dissolution.** In the event of a liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation shall be paid over and distributed, after payment of liabilities and other obligations of the Corporation are paid, satisfied and discharged, or adequate provision is made therefor, and subject to any donor imposed restrictions thereon, as the Board of Directors, in its discretion, shall determine, subject to ratification and approval by at least a two-thirds vote of the members entitled to vote thereon present or represented at an annual or special meeting at which a quorum is present, and provided that payment and distribution may be made only to THE NATURE CONSERVANCY or to one or more corporations or other organizations organized for objects and purposes generally similar to those of this Corporation, as set forth in Article 5 hereof, and which qualify as exempt from income tax under section 501(c)(3) of the Code, or contributions to which shall be deductible under section 170(c)(1) of the Code.

12. **Location.** The principal office of the Corporation shall be located in the Town of Sherman, Connecticut or in such other location as the Board of Directors of the Corporation shall determine.

13. **Duration.** The duration of the Corporation is to be perpetual.