

CERTIFICATE OF INCORPORATION

of

NORTHINGTON MEADOW, INC.  
A CONNECTICUT NON-STOCK CORPORATION

The undersigned Incorporator, in order to form a corporation under the Non-Stock Corporation Act of the State of Connecticut, hereby certifies as follows:

FIRST: The name of the Corporation is:

NORTHINGTON MEADOW, INC.

SECOND: (a) The purposes of the Corporation shall be exclusively charitable, as that term is defined in Section 501(c)(3) of the Internal Revenue Code. The nature of the activities to be conducted, or the purposes to be promoted or carried out by said Corporation are as follows:

A. To engage in and otherwise promote for the benefit of the general public the preservation and conservation of that area known as "Stub Pond," located in the Town of Avon, County of Hartford and State of Connecticut, including the preservation and conservation of, and education regarding the water resources and surrounding land, swamps, woodland and open spaces and the fish, plant and animal life therein, and unique scenic and natural sites, qualities and characteristics;

B. To use all property held or controlled by the Corporation with the net earnings thereof, if any, for the benefit of the general public and posterity and exclusively for the preservation and conservation purposes for which the Corporation is formed;

C. To cooperate with the Town Planning and Zoning Commission and Conservation Commission, or any other public body of the Town of Avon, in the discharge of their duties or authority under the statutes, ordinances or regulations of the United States, the State of Connecticut, or the Town of Avon as relates to "Stub Pond"; and for this purpose to acquire or hold any property or interest in the property as set forth herein, but not on a basis that would put an undue financial burden on the Corporation.

D. To acquire by gift, devise, bequest, purchase, or other transfer an real or personal property, including with respect to real property; but without limitation: ownership in fee simple, leaseholds, easements, conservation easements, scenic easements, rights of way, water or riparian rights, options, first refusals, mortgages and contractual interests in such property; and any such real or personal property may be so acquired with or without restrictions or limitations of use that are in conformity with the purposes and activities of the Corporation;

E. To use any property or invest, hold or transfer the same in such manner as the Corporation shall deem appropriate in furtherance of its corporate purposes, subject, however, to any restrictions or limitations on such property except as such restrictions or limitations may be varied by a court of competent jurisdiction;

F. To do any and all things which are incident to the foregoing powers or conducive to the attainment of said purposes not specifically prohibited to non-stock corporations under the laws of the State of Connecticut.

(b) Notwithstanding any provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(c) Subject to the description of the purposes of the Corporation contained in Paragraph 2(a) above, and to the extent not inconsistent therewith, the Corporation shall have the powers granted to non-stock corporations under Chapter 602 of the Connecticut General Statutes.

THIRD: The Corporation is non-profit and it shall not have or issue shares of stock or pay dividends. No part of the earnings of the Corporation shall inure to the benefit of any director or trustee of the Corporation, or any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation which are necessary to carrying out its corporate activities and purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distributions of any of the corporate assets upon the dissolution of the Corporation. No substantial part of the activities of the Corporation shall be devoted to the carrying out of any 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 described in Section 501(c) (3) of the Internal Revenue Code as it now exists or may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of said Code as it now exists or may hereafter be amended.

FOURTH: The Corporation shall have perpetual existence; but in the event of the dissolution of the Corporation, or the termination of its corporate existence, all of its net assets shall be transferred, paid over and delivered as a gift, without payment or consideration, exclusively to, or for the benefit of any non-profit agencies having purposes similar to those of this Corporation, to be used by them or it for conservation, preservation and recreational purposes. In the event of a dissolution of the Corporation, or the termination of its corporate existence, any corporation succeeding to the title to property or any interest in property shall be required to conform to the restrictions or limitations of use as are applicable thereto; and in the event of a dissolution of the Corporation, or the termination of its corporate existence, any property or interest in property acquired by this Corporation subject to provisions regarding the ultimate disposition on dissolution of this Corporation, or the termination of its corporate existence, shall be disposed of according to the terms and conditions of such provisions. In no

event shall any assets be distributed other than to or for the benefit of organizations exempt at the time of such distribution under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal revenue law.

FIFTH: The Corporation shall have no members, and shall operate under the management of its Board of Directors. The Board of Directors shall consist of the Board of Governors of Pond Place Association, Inc., and pursuant to Connecticut General Statutes Section 33-1083(c), the Board of Directors of the Corporation shall be self-perpetuating. The Board of Directors shall have the authority to appoint ex-officio members of the Board. The Board of Directors may also appoint an executive committee which shall have and may exercise such authority as granted by the Board of Directors, as shall be provided in the By-laws or by resolution of the Board of Directors. The Board of Directors may also appoint such other committees as it deems necessary and appropriate, to exercise such powers and authority as shall be provided for in the By-laws or by resolution of the Board of Directors

I hereby declare, under the penalties of perjury, that the statements made in the foregoing Certificate are true.

Dated at Avon, Connecticut this    day of June, 2005.

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Incorporator                      49 West Main Street  
Joseph Barry                      Avon, CT 06001

BY-LAWS  
OF  
NORTHINGTON MEADOW, INC.

ARTICLE I  
Offices

1. The principal office of this corporation shall be at such place in the Town of Avon in the State of Connecticut as the Directors shall, from time to time, designate. The Corporation may have such offices or such other offices within or without the State of Connecticut as the Directors may, from time to time, determine.

ARTICLE II

Directors

1. Number, Election and Term of Office. The property, business and affairs of the Corporation shall be managed by a Board of Directors composed of not less than three (3), whichever is smaller, nor more than nine (9) directorships in number. The actual number of directorships shall be fixed from time to time as the Board of Directors may determine. The Board of Directors shall consist of the Board of Governors of the Pond Place Association, Inc. and shall be elected by the unit owners in Pond Place at the annual meeting of said Association. Each Director shall hold office for the term of which he is elected and until his successor has been elected and qualified except that a Director shall cease to be in office upon his death, resignation, lawful removal or court order decreeing that he is no longer a Director in office.

2. Vacancies. Any vacancy in the Board of Directors by reason of death, resignation or other causes other than an increase in the number of directorships, may be filled for the unexpired portion of the term by the concurring vote of a majority of the remaining Directors in office, or by

action of the sole remaining Director in office, though such remaining directors constitute less than quorum, though the number of directors at the meeting to fill such vacancy constitutes less than a quorum and though such majority is less than a quorum. Any vacancy by reason of an increase in the number of directorships may be at a special meeting of the Directors called for that purpose.

3. Power of Directors. The directors shall have the general management and control of the property, business and affairs of this corporation and may exercise all the powers that may be exercised or performed by this corporation under the statutes, its Certificate of Incorporation, and these By-Laws.

4. Place of Meetings. The Directors may hold their meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine.

5. Regular Meetings. A meeting of the Directors for the election of officers and the transaction of any other business that may come before such meeting shall be held without other notice immediately following the annual meeting of the Pond Place Association, Inc. or as soon thereafter as is convenient at the place designated therefor.

6. Other Meetings. Other meetings of the Directors may be held whenever the President or majority of the Directors may deem it advisable, notice thereof to be mailed to each Director at least three (3) days prior to such meeting.

7. Waiver of Notice. Notice of any Directors' meeting may be waived in writing by all the Directors and, if any Director present at a Directors' meeting does not protest prior to or at the commencement of the meeting the lack of proper notice, he or she shall be deemed to have waived notice of such meeting.

8. Directors' Consent. Any resolution in writing concerning action to be taken by the Corporation, which resolution is approved and signed by a majority of the Directors severally or collectively, whose number shall constitute at least a quorum for such action, shall have the same force and effect as if such action were authorized at a meeting of the Board of Directors duly called and held for that purpose, and such resolution, together with the Directors' written approval thereof shall be recorded by the Secretary in the minute book of the Corporation.

9. Quorum. Sixty-six and two-thirds (66 2/3%) percent of all the directorships shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of at least a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors.

10. Compensation of Directors. The Board of Directors shall have authority to fix fees of Directors, including reasonable allowance for expenses actually incurred in connection with their duties.

### ARTICLE III

#### Officers

1. The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer and a Secretary, and such other officers as the Board of Directors may from time to time appoint. Any two or more offices may be held by the same person except the office of President and Secretary. The duties of officers of the Corporation shall be such as are prescribed by these By-Laws and as may be prescribed by the Directors.

2. President. The President shall be chief executive officer of the Corporation and shall have general control and management of its business and affairs, subject to the direction of the Board of Directors. He shall preside at all meetings of the directors and shall perform all duties

incident to the office of the President. He may appoint such clerks and other employees and agents of the Corporation as he may from time to time deem advisable.

3. Vice President. The Vice President shall perform such duties as may from time to time be assigned to him by the Board of Directors. In case of death, disability or absence of the President, he shall perform and be vested with all of the duties and powers of the President. The other Vice Presidents shall perform such duties as the Directors may from time to time prescribe.

4. Secretary. The Secretary shall keep a record of the minutes of the proceedings of all meetings of directors and shall issue all notices required by law or by these By-Laws, and he shall discharge all notices required of such officer by law or designated from time to time by the Board of Directors or by the President or as are incident to the office of the Secretary. He shall have the custody of the seal of this corporation and all books, records and papers of this corporation, except such as shall be in the charge of the treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.

5. Treasurer and Comptroller. The Treasurer and Comptroller shall have charge and custody of and be responsible for all funds and securities of the Corporation, keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation, deposit all monies and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board of Directors and, in general, perform such other duties as may from time to time be assigned to him by the Board of Directors or by the President or as are incident to the office of the Treasurer.

6. Term of Office. Each of such officers shall serve the term of three (3) years and until his or her successor is duly appointed and qualified, but any officer may be removed by the Board of Directors at any time with or without cause. Vacancies among the officers by reason of death,

resignation or other causes shall be filled by the Board of Directors.

7. Compensation. The compensation of all officers may be fixed by the Board of Directors and may be changed from time to time by a majority of the Board.

#### ARTICLE IV

##### Finance

1. The funds of the Corporation shall be deposited in such bank or trust company as the Directors may designate, and shall be withdrawn only upon the check or order of the parties designated in the bank account resolution.

#### ARTICLE V

##### Committees

1. The Board of Directors by resolution by the affirmative vote of the Directors holding a majority of the directorships may designate two or more directors to constitute an executive committee or other committees, which committees shall have and may exercise all such authority of the Board of Directors as shall be provided in such resolution.

#### ARTICLE VI

##### Seal

1. The seal of this Corporation shall have inscribed thereon the name of this Corporation, the word "SEAL" and the word "CONNECTICUT" and shall be in the custody of the Secretary.

#### ARTICLE VIII

##### Fiscal Year

1. The fiscal year of the Corporation shall commence on July 1<sup>st</sup> and end on June 30<sup>th</sup>.