

**TRAPROCK RIDGE LAND CONSERVANCY, INC.  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**A Connecticut Nonstock Corporation**

1. Name. The name of the corporation is Traprock Ridge Land Conservancy, Inc. (the “**Corporation**”).

2. Purposes and Powers.

(a) The Corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), and including more particularly:

(i) to engage in and promote for the benefit of the general public the preservation, improvement, protection and conservation of the natural resources primarily in, but not limited to the Towns of Bloomfield, East Granby, and West Hartford, including streams and water sources, wetlands, woodlands, wildlife corridors, farmland and other open space land, and the plant and animal life thereon, and unique scenic and natural and historic sites;

(ii) to promote the scientific study of local natural resources including plants, animals, birds, and other wildlife;

(iii) to acquire by gift, purchase, or otherwise real and personal property both tangible and intangible of every sort and description and to use, lease, improve, or dispose of such property in such a manner as the Corporation may deem to be in furtherance of its purposes; provided that no property shall be acquired under conditions contrary to paragraph iv;

(iv) to use within the United States of America all property held or controlled by the Corporation and the income therefrom exclusively for the scientific, educational, recreational and conservation purposes for the benefit of the public;

(v) to participate in joint activities, may cooperatively purchase land and may contribute Corporation property or funds to programs that are consistent with the purposes set forth above, provided that the other participants in said programs are organizations exempt from taxation under Section 501(c)(3) of the Code or are organizations, contributions to which are deductible under Sections 170(b)(1) or 170(c) of the Code; and

(vi) to perform all acts connected with, and incidental to, these purposes or the prosecution of the same as may now or hereafter be permitted by law.

(b) The Corporation may engage in any and all lawful activities in furtherance and incidental to the foregoing purposes, including any lawful act or activity for which corporations may be organized under the Connecticut Revised Nonstock Corporation Act, including any amendments thereto or the corresponding provisions of the nonstock corporation laws of the State of Connecticut in force from time to time (the “**Act**”).

(c) The Corporation shall have all powers granted by law and the Act and shall exercise such powers solely in a manner which is consistent with Section 501(c)(3) of the Code.

3. Members. The Corporation shall be a membership corporation, subject to the following:

(a) There shall be three classes of members for purposes of determining their respective rights and privileges (collectively, the “**Members**”). The classes of Members shall be: individual, household, and organization.

(b) Each Member, regardless of class, shall vote together and shall have one vote on any matter for which the vote of the Members is required pursuant to this Amended and Restated Certificate of Incorporation (the “**Certificate**”) or the Corporation’s Bylaws (the “**Bylaws**”).

(c) The following rules concerning the Members shall be as set forth in the Bylaws: (a) the Members’ admission, qualifications, retention, withdrawal and removal, (b) the levying of dues, assessments and penalties against the Members, (c) the Members’ representation at meetings of the Members, (d) quorum and voting requirements at meetings of the Members, and (e) any other matters related to the affairs of the Members.

4. Board of Directors. The Corporation shall be managed by the Board of Directors (the “**Board**”), which shall be elected by the Members in accordance with this Certificate and the Bylaws. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Board. The rules concerning the size, election, terms of office, and the governance of the Board and the management of its affairs shall be as set forth in the Bylaws.

5. Nonprofit; Prohibition on Private Inurement. The Corporation is nonprofit. The Corporation shall not have or issue shares of stock or make distributions. The Corporation’s earnings, income, and assets shall not be distributed to or inure to the benefit of its directors, officers, or to any private individual. The Corporation may, however, reasonably compensate its officers, directors, or any individual for services performed for the Corporation in compliance with applicable law and corporate policies concerning conflicts of interest.

6. Devises, Gifts, Grants, or Bequests. Following the time of the effectiveness of this Certificate, for all purposes, the Corporation shall be deemed to be an entity that is a continuation of the entities by the names The East Granby Land Trust, Inc., West Hartford Land Trust, Inc., and Wintonbury Land Trust, Inc. (collectively, the “merging land trusts”) as in existence prior thereto, and without limitation, any devise, bequest, gift, or grant contained in any will or in any other instrument made before the time of effectiveness of this Certificate to or for the benefit of the merging land trusts shall inure to the benefit of the Corporation as in existence after the time of effectiveness of this Certificate.

7. Restrictions.

(a) The Corporation shall not do anything forbidden to be done by corporations which are qualified to receive deductible contributions under Section 170(c)(2) of the Code. The Corporation shall not participate in any political campaign on behalf of or in opposition to a candidate for public office. No substantial part of the Corporation’s activities shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code.

(b) Notwithstanding anything else in this Certificate or the Bylaws, if the Corporation is or becomes a private foundation (as defined in Section 509 of the Code) the Corporation (i) must distribute its income for each taxable year in a way that will not subject it to tax under Section 4942 of the Code; (ii) shall not self-deal (as defined in Section 4941(d) of the Code); (iii) shall not retain excess business holdings (as defined in Section 4943(c) of the Code); (iv) shall not make investments which will subject the Corporation to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures (as defined in Section 4945(d) of the Code).

8. Dissolution and Liquidation. The existence of the Corporation shall be perpetual unless sooner dissolved. If the Corporation is dissolved, all of its assets remaining for distribution after payment or making provision for payment of all of the Corporation’s liabilities, shall be distributed (subject to any restrictions imposed by applicable instrument) to one or more organizations, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code and determined by the Board to fulfill similar purposes of the Corporation as defined herein and in such proportions as the Board (or if the Board fails to act, a court of competent jurisdiction) may determine. Any organization succeeding to the title of any property or interest in any property of the Corporation as a result of the dissolution of the Corporation or the termination of its corporate existence shall be required to conform to any restrictions or limitations of use as are applicable thereto, provided, however, that no asset shall 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 Code and its regulations, as they now exist or may hereafter be amended.

9. Limitation on Liability. Pursuant to Section 33-1026 of the Act, the personal liability of a director to the Corporation for monetary damages for breach of duty as a director shall be limited to an amount that is not less than the compensation, if any, 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 Section 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 or her 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. No amendment, modification or repeal of this Section or of Section 33-1026 of the Act, or any successor provision, shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

10. Indemnification.

(a) The Corporation shall, to the fullest extent permitted by law, indemnify its directors and officers from and against any and all of the liabilities, expenses, and other matters referenced in or covered by the Act, or any other applicable laws presently or hereafter in effect. In furtherance and not in limitation thereof, the Corporation shall indemnify a director or officer for a liability, as defined in Section 33-1116(4) of the Act, to any person for any action taken, or any failure to take any action, as a Director or Officer, except a liability that (i) involved a knowing and culpable violation of law by the Director or Officer, (ii) enabled the director or officer, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain, (iii) showed a lack of good faith and a conscious disregard for the duty of the director or officer to the Corporation under circumstances in which the director or officer was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's or officer's duty to the Corporation.

(b) In addition to the foregoing, the Corporation shall provide to its directors and officers the full amount of indemnification that the Corporation is permitted to provide to such directors and officers pursuant to Sections 33-1116 to 33-1124, inclusive, of the Connecticut General Statutes or any other applicable laws presently or hereafter in effect. However, the Corporation's duty to so indemnify shall extend to an indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the Board.

(c) Expenses (including attorneys' fees) incurred by a director or officer in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of both (i) a written affirmation by such director or officer of his or her good faith belief that he or she has met the relevant standard of conduct under the Connecticut General Statutes or that

the proceeding involves conduct for which liability has been limited under this Certificate, and (ii) an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

(d) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

(e) No amendment to or repeal of this Section shall apply to or have any effect on the indemnification of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal as provided herein, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a director or officer in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal as provided herein. In addition, the Corporation may indemnify and advance expenses to employees and agents of the Corporation who are not directors and officers to the same extent as directors or officers, and may further indemnify such employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

11. Other Protection. Nothing in this Certificate shall be in derogation of the benefits afforded to the directors of the Corporation under Section 52-557m of the Connecticut General Statutes, as amended.

12. Amendment of this Certificate and the Bylaws. This Certificate may be amended as set forth in the Act; provided however than no amendment to this Certificate or Bylaws shall be adopted if it will negatively affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

13. Electronic Mail Address. traprockridgelandconservancy@gmail.com

14. Registered Agent. The name of the registered agent of the Corporation is: Amanda C. Thompson. The Connecticut mailing address of the registered agent is 97 Copper Hill Road, East Granby, CT 06026 and the Connecticut residence and business address of the registered agent is 97 Copper Hill Road, East Granby, CT 06026.

Acceptance of appointment:

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Amanda C. Thompson

15. NAICS Code. 813312