

INCLUDE ZIP CODES

AMENDING OR RESTATING CERTIFICATE
OF INCORPORATION BY ACTION OF

- INCORPORATORS
- BOARD OF DIRECTORS
- BOARD OF DIRECTORS AND SHAREHOLDERS (Stock Corporation)
- BOARD OF ~~MEMBERS~~ AND MEMBERS (Nonstock Corporation) Trustees

STATE OF CONNECTICUT
SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS <i>EB</i>

NAME OF CORPORATION Sherman Library Association, Incorporated	DATE 8-12-76
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2. The Certificate of incorporation is A. AMENDED ONLY B. AMENDED AND RESTATED C. RESTATED ONLY by the following resolution

Resolved that the original Certificate of Incorporation of the Sherman Library Association, Incorporated dated May 5, 1925, be amended and restated in accordance with the attached agreement and restated Certificate of Incorporation.

3. (Omit if 2 A is checked)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate)

See attached.

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS	<input type="checkbox"/>	4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)
	We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.	
	SIGNED	SIGNED
	SIGNED	SIGNED
APPROVED		
(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate)		
SIGNED	SIGNED	SIGNED

CERTIFICATE OF INCORPORATION

of

SHERMAN LIBRARY ASSOCIATION, INCORPORATED

(A Connecticut Nonstock Corporation)

The undersigned incorporators, hereby form a corporation under the Nonstock Corporation Act of the State of Connecticut.

Article 1. The name of the corporation is:

SHERMAN LIBRARY ASSOCIATION, INCORPORATED

(hereinafter referred to as the Corporation).

Article 2. The Corporation is formed for, and its activities shall be limited to, exclusively charitable, scientific, historical, literary and educational objects and purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954 as amended. The Corporation shall have the following as its exclusively charitable, scientific, historical, literary, and educational purposes:

2.1 To maintain a free public library in the Town of Sherman, Connecticut.

2.2 To acquire, receive, manage and control any property, real or personal, that may be purchased by or transferred to the Corporation.

2.3 To interest the young people of the

community in a free public library in the Town of Sherman.

Article 3. The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

Article 4. The classes, rights, privileges, qualifications, and obligations of members shall be as follows:

4.1 Any resident of the Town of Sherman and its environs may become a member by payment of the annual dues.

4.2 Each member in good standing shall be entitled to receive notice of meetings of the members, and to participate and vote thereat, as provided in the Bylaws.

4.3 Each member in good standing shall be entitled to one vote at all meetings of members. The Bylaws may provide for proxy voting.

4.4 Any member may be deprived of membership or be suspended or reinstated as a member, for sufficient cause, by a two-thirds vote by the Board of Trustees.

4.5 All the rights, powers and privileges of any member shall cease upon death or resignation or upon the deprivation of, or during the suspension of, membership.

Article 5. In furtherance of its charitable, scientific, historical, literary and educational objects and 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 United States Internal Revenue Code of 1954, as amended:

5.1 To adopt Bylaws which shall set forth the procedures for the election of officers and trustees and may contain such other provisions for the regulation of the affairs of the Corporation as from time to time shall be deemed advisable.

5.2 To hold meetings of its members and Board of Trustees, to employ personnel, and to maintain one or more offices.

5.3 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, wheresoever 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.

5.4 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 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.

5.5 To borrow money or contract debts and, to the extent permitted by applicable law, to provide security therefor.

5.6 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.

Article 6. It is intended that the Corporation qualify and remain qualified as exempt from income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended. Accordingly:

6.1 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, trustee, 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 2 of this Certificate of Incorporation.

6.2 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.

6.3 The Corporation shall not have or issue shares of stock or pay dividends, but may issue certificates of membership upon a duly adopted resolution of the Board of Trustees.

Article 7. 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 as the Board of Trustees, 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 one or more corporations or other organizations organized for objects and purposes generally similar to those of this Corporation, as set forth in Article 2 hereof, and which

qualify as exempt from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954, or contributions to which shall be deductible under 170(c)(1) of said Code, as the same may be amended from time to time; and which corporations or other organizations shall hold a valid tax exemption permit issued by the tax commissioner of the State of Connecticut.

Article 8. The principal office of the Corporation shall be located in the Town of Sherman, Connecticut.

Article 9. The duration of the Corporation is to be perpetual.

Trustees

TRUSTEES

BY ACTION OF BOARD OF DIRECTORS

4. (Omit if 2C is checked.) The above resolution was adopted by the board of ~~directors~~ ^{trustees} acting alone, there being no shareholders or subscribers. the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended

the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is: majority of quorum

6. The number of directors' votes in favor of the resolution was: quorum of eight unanimous vote

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type) Flossie H. Ukena, President	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type) Alice H. Rogers, Secretary
SIGNED (President or Vice President) <i>Flossie H. Ukena</i>	SIGNED (Secretary or Assistant Secretary) <i>Alice H. Rogers</i>

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:
(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
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(b) If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:
(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
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(b) If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

FILED
STATE OF CONNECTICUT

AUG 19 1976

[Signature] SECRETARY OF STATE
By *[Signature]* Time *4:00* P.M.

FILING FEE \$ 4.	CERTIFICATION FEE \$ 17. 42 (A. Tax)	TOTAL FEES \$ 21. 42
SIGNED (For Secretary of the State) <i>[Signature]</i>		
CERTIFIED COPY SENT ON (Date) 9-27-76	INITIALS HP	
TO: <i>James A. Anderson, Esq.</i> <i>300 York 3rd Floor New York, NY 10011</i>		
CARD HP	LIST	PROOF <i>[Signature]</i>