

ARTICLES OF ASSOCIATION
OF
HOUSATONIC VALEY ASSOCIATION, INCORPORATED

BE IT KNOWN, that we the subscribers, do hereby associate ourselves as a body politic and corporate, pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock, and the following are our articles of association:

ARTICLE 1. The name of this corporation shall be HOUSATONIC VALLEY ASSOCIATION, INCORPORATED.

ARTICLE 2. The purposes for which the Association is formed are as follows:

- (a) To conserve the natural resources of the valley (hereinafter called the "Valley"), of the Housatonic River from its source to its mouth, including the entire area of the watershed;
- (b) To study the problems of environmental pollution in the Valley, and to promote and encourage their solution or amelioration;
- (c) To preserve and develop the scenic qualities and wildlife of the Valley, including the establishment, development and maintenance of wildlife sanctuaries;
- (d) To establish, develop and improve camping grounds, picnic sites, bridle trails, hiking trails and other recreational facilities in the Valley;
- (e) To encourage the development and improvement of agriculture and industry in the Valley in such manner as to cause the least harm to its natural resources, scenic qualities, wildlife and recreational facilities;
- (f) To make studies of the topography, resources (whether natural or artificial) and population trends of the Valley with a view to promoting the integrated and harmonious development of the Valley consistently with the foregoing purposes; and
- (g) Generally, to do any and all things suitable, proper or convenient in furtherance of the foregoing purposes, either alone or in association or cooperation with an individual, group, association or corporation or any state, county, municipal or other subdivision and including all purposes and powers as set out in Chapter 600 of the General Statutes of the State of Connecticut.
- (h) To acquire, own and manage real property, or interests therein, by purchase or by gift, by appropriate action of its Directors and Officers, and by like action to sell, convey, exchange, lease, mortgage or otherwise dispose of any or all of such property.

ARTICLE 3. The Association is located in the State of Connecticut. Its principal office is at Cornwall Bridge, Connecticut, and the name of the statutory agent for the service of process is Richard A. Hoppe, Esq. of Sharon, Connecticut.

ARTICLE 4. No officer, member or employee of the Association shall ever receive any pecuniary profit from its operations except reasonable compensation for services in effecting one or more of its corporate purposes.

ARTICLE 5. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all remaining assets of the Association by offering them for transfer by gift, without payment of any kind, to one or more corporate organizations with comparable purposes which are exempt at the time of distribution, under Section 501 (c) (3) of the Internal Revenue Code and its regulations, as they now exist or may be amended. Any corporation succeeding to title to property or interest held by the Association shall be required to conform, whenever possible to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the Association insofar as this can reasonable by done.

ARTICLE 6. The personal liability of the directors of the Association to the Association or its members shall be limited to the fullest extent permitted by Section 33-427(c) of the Connecticut General Statutes, as the same may be amended and supplemented from time to time.

ARTICLE 6. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more purposes as specified in Section 501(c) (3) of the internal Revenue Code of 1986, and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent tax law.

ARTICLE 7. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization)., and no member, trustee or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on the dissolution of the organization.

ARTICLE 8. No substantial part of the activities of the organization shall be carrying on propaganda, otherwise attempting to influence legislation, (except as otherwise provided by Section 501 (h) of the code), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in the opposition to any candidate for public office.

ARTICLE 9. In any taxable year in which the organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the organization shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942. Further, the organization shall not (a) engage in any act of self-dealing as defined in Section 4941 (d); (b) retain any excess business holdings as defined in Section 4943; (c) make any investments in such a manner as to subject the organization to tax under Section 4944; or (d) make any taxable expenditures as defined in Section 4945 or corresponding provisions of any subsequent tax law.