



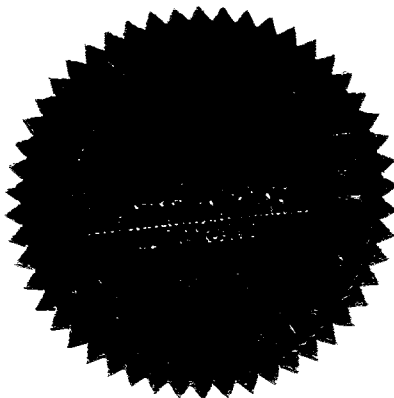
STATE OF VERMONT
Office of Secretary of State

CERTIFICATE OF INCORPORATION

I certify that the attached is a true copy of the Articles of Incorporation of
RICHMOND LAND TRUST

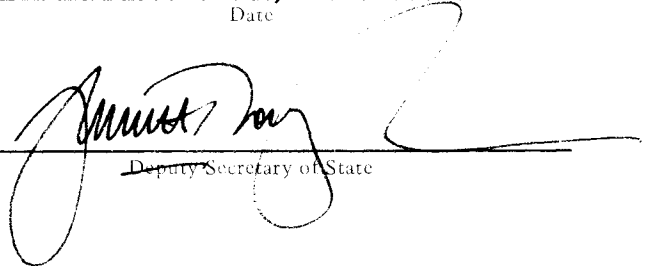
Filed with the Office of the Secretary of State on October 30, 19 87.

The corporate existence shall begin upon the issuance of this Certificate of Incorporation, and this Certificate shall be conclusive evidence that all conditions precedent to incorporation required to be performed by the incorporators have been complied with and that the corporation has been incorporated under the Vermont Non-Profit Corporation Act (11 V.S.A. Chapter 19).



October 30, 1987

Date



Deputy Secretary of State

No.

ARTICLES OF ASSOCIATION

OF THE

RICHMOND LAND TRUST

.....
.....

STATE OF VERMONT

Secretary of State's Office

Filed ... *October 30*, 19 *87*...

.....
Secretary of State

ARTICLES OF ASSOCIATION

The name of the corporation shall be **Richmond Land Trust**

The initial registered agent shall be **Gary Theodore Bressor**
(NOTE: A Corporation CANNOT be its own registered agent)

with registered office at **P.O. Box 94, Richmond, Vermont 05477**

The corporation shall be located at **Bridge Street, P.O. Box 94, Richmond, Vermont 05477**

The operating year shall be? Calendar **Jan. 1 to Dec. 31** Fiscal
(Dec. 31) (Month day)

If a fiscal year ending is not specified, the calendar year ending December 31st shall be designated as your fiscal year ending.

The period of duration shall be (if perpetual so state) **perpetual**

Please check appropriate box:

- Vermont General Corporation (T. 11, Ch. 17)
- Vermont Professional Corporation (T. 11, Ch. 3)
- Vermont Non-Profit Corporation (T. 11, Ch. 19)

This corporation is organized for the purpose of:

1. To protect and enhance the historic and rural aspects of Richmond's character by the conservation of agricultural and forest lands, the preservation of sites and structures of historic value and the preservation of a quality environment;
2. To assist in planning for Richmond's growth and development such that the agricultural, commercial, residential and recreational needs, as well as the need for wild lands and open spaces, are balanced with insight into the present and future with a respect for the past;
3. To encourage cooperation between landowners, residents, units of government and private organizations for the continuous protection of open land and structures important to Richmond's heritage and to research and supply alternatives to government regulation;
4. To study land-use issues pertaining to these objectives, and to educate members of the Trust and the general public, so that decisions can be made by an informed public;
5. To cooperate with and support the activities of governmental, charitable, and other private and public institutions for the benefit of the town, the region and the State of Vermont.

EACH VERMONT CORPORATION MUST FILE AN ANNUAL REPORT WITHIN TWO AND ONE HALF (2½) MONTHS AFTER THE EXPIRATION OF ITS FISCAL YEAR ENDING.

The following information regarding shares must be completed by business corporations. Non-profit corporations cannot have shares.

The aggregate number of shares the corporation shall have authority to issue is

..... shares, preferred, with a par value of (if no par value, so state)
..... shares, common, with a par value of (if no par value, so state)

Any person or organization shall be entitled to membership in the Trust upon the payment of the annual dues.

Directors: Business corporations with three or more shareholders must have at least three directors. If there are fewer than three shareholders, the number of directors may be equal to, but not less than, the number of shareholders.

Non-profit corporations must have at least three directors.

The initial board of directors shall have **three** members with the following serving as directors until their successors be elected and qualify:

Having named fewer than three directors I hereby state that the number of shareholders does not exceed the number of directors.

<u>Directors:</u>	Post Office Address
<i>[Signature]</i>	RD 2, Box 281, Richmond, VT 05477
<i>[Signature]</i>	RD 1, Box 52, Richmond, VT 05477
<i>[Signature]</i> VIRGINIA M. CLARKE	RD 1, Box 383, Richmond, VT 05477

Dated at **Richmond**, in the County of **Chittenden**
this **28** day of **October**, 19 **87**

Incorporators	Post Office Address
<i>[Signature]</i> FREDERICK M. BARRETT	Richmond VT 05477
<i>[Signature]</i> ARTHUR D. BISELL III	RD 2, Box 264, Richmond VT 05477
<i>[Signature]</i> Deborah A. Hight	RD 2, Box 281, Richmond VT 05477

Names must be Printed or Typed under all signatures, No. 101 Acts of 1965.

IN ADDITION TO ALL THE PRECEDING INFORMATION VERMONT PROFESSIONAL CORPORATIONS MUST COMPLETE THE CERTIFICATE ON THE LAST PAGE OF THIS APPLICATION.

The following information must be completed by PROFESSIONAL CORPORATIONS.

In compliance with the Professional Corporation Act 11 V.S.A. Chapter 3 the _____
(name of Regulating Board)

_____ hereby certifies that the below listed incorporators, officers, directors and shareholders of this Professional Corporation are duly licensed or admitted to practice the profession for which this corporation is to be organized. NOTE: One individual may incorporate, be officer, director and shareholder in a Professional Corporation.

Incorporators

Address

License No.

Expiration Date

.....
.....
.....

Officers

.....
.....
.....

Directors

.....
.....
.....

Shareholders

.....
.....
.....

Do not write below this line. To be completed by the VERMONT REGULATING BOARD.

Name of Regulating Board

.....

BY:

TITLE:

100
10

N-5914

STATE OF VERMONT

Fee \$10.00

Office of Secretary of State



AMENDMENT OF ARTICLES OF ASSOCIATION
OF

RICHMOND LAND TRUST

a NON-PROFIT corporation, having no capital stock, organized and existing under the laws of the State of Vermont.

We, the undersigned, certify that: (check and complete the statement that applies)

X at a meeting of members, duly called for that purpose and held on MAY 12, 1988, a quorum was present, and it was voted by two-thirds of the members present, or voting by proxy, to amend the articles of this corporation as follows, viz.:

- (1) The Articles of Association must be amended to add "Inc." after Richmond Land Trust.
- (2) The Dissolution Clause printed below must be added to the Articles of Association and must replace the current Dissolution Clause in the Bylaws:

"This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

"Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

"Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code."

May 17, 1988
Date of Amendment
INCORP

Gary T. Bunker
President/V. President

Craig Canine
Secretary/Asst. Secretary

5/18/88

✓

File No.

AMENDMENT

of

ARTICLES OF ASSOCIATION

of the

RICHMOND LAND TRUST, INC

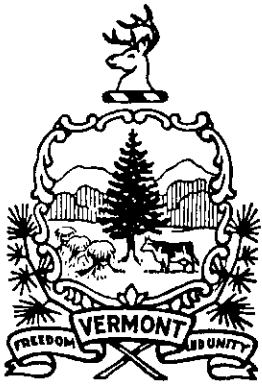
.....
(Non-Profit)

1988 MAY 18 AM 6:17
VERMONT
SECRETARY OF STATE

STATE OF VERMONT
Office of Secretary of State

Filed and recorded May 18, 1988


.....
Secretary of State



STATE OF VERMONT
Office of Secretary of State

CERTIFICATE OF AMENDMENT

I certify that according to the Vermont Non-profit Corporation Act (11 V.S.A. Chapter 19) the attached is a true copy of the Articles of Amendment of

RICHMOND LAND TRUST

filed with the Office of the Secretary of State on May 18, 1988

The Articles of Association have been amended accordingly.

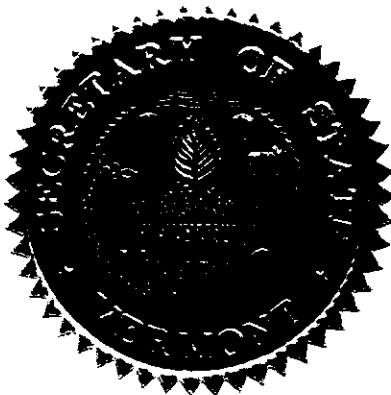
See attached

To change the name to:

Richmond Land Trust, Inc.

May 18, 1988

Date



Paul Gillies
Deputy Secretary of State