



**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

CONNECTICUT TRUST FOR HISTORIC PRESERVATION, INC.

The Board of Trustees of the Connecticut Trust for Historic Preservation, Inc., hereby adopts this Amended and Restated Certificate of Incorporation, which amends and restates any previously existing Certificate of Incorporation and replaces any previously existing Certificate of Incorporation in its entirety, such prior Certificate of Incorporation having no force and effect.

**ARTICLE 1
NAME**

The name of the Corporation is: Connecticut Trust for Historic Preservation, Inc.

**ARTICLE 2
OFFICE & REGISTERED AGENT**

The street address of the registered office of the Corporation is currently 940 Whitney Avenue, Hamden, CT 06517.

The name of the registered agent of the Corporation is Jane Montanaro, as Executive Director of the Corporation, with a residential address of 2 Hefflon Farm Road, Old Lyme, Connecticut 06371.

**ARTICLE 3
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE 4
ACTIVITIES**

The nature of the activities to be conducted, or the purposes promoted or carried out by the Corporation are as follows:

1. To preserve, protect, and promote the buildings, sites, and landscapes that contribute to the heritage and vitality of Connecticut communities; and

2. To undertake any purposes set forth by the Connecticut General Assembly for the Corporation and to operate in a manner consistent with any authority granted or obligations imposed by the Connecticut General Assembly;
3. To operate exclusively for such charitable, educational, and scientific purposes as will entitle the Corporation to an exemption from federal taxation under the provisions of the Internal Revenue Code (the “Code”) as the same now exist or may hereafter be amended from time to time, and to engage in any other lawful act or activity consistent with this Corporation’s exemption; and
4. To adopt such Bylaws, policies, and procedures that may reasonably allow the Corporation to achieve the purposes set forth in this Amended and Restated Certificate of Incorporation.
5. To receive, own and hold, by gift, bequest, devise, grant, or purchase, any real or personal property, and to mortgage, sell, or otherwise dispose of the same for the benefit, uses, or purposes of the corporation.
6. To acquire, construct, equip, and maintain buildings and appurtenances necessary or convenient for the purposes aforesaid, and to do all other lawful things necessary to carry into effect the objects and purposes before enumerated.

ARTICLE 5 BOARD OF TRUSTEES

The management and control of the affairs of the Corporation is to be vested in its Board of Trustees (the “Board”). The number of Trustees will be a minimum of eleven (11) and a maximum of thirty-three (33). The manner of election and powers of the Board shall be specified in the Corporation’s Bylaws. The election of such Trustees, and the filling of any vacancies among the Trustees, shall occur by majority vote of the Trustees, and in accordance with laws adopted by the Connecticut General Assembly and with the Bylaws of the Corporation.

ARTICLE 6 MEMBERS

The Corporation shall have nonvoting members. The qualifications, rights, and classifications of such members shall be set forth in the Corporation’s Bylaws.

ARTICLE 7 NONPROFIT STATUS

The Corporation is nonprofit, and the property of the Corporation is irrevocably dedicated to its charitable, educational, and scientific purposes. The Corporation shall not have or issue shares of stock or pay dividends.

No part of the net earnings of the Corporation shall inure to the benefit of any Trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation).

If at any time the Corporation is deemed to be a private foundation as defined in Section 509 of the Code then so long as the Corporation is deemed a private foundation, it shall operate in a manner to ensure that the Corporation is not subject to income tax. At the time of the filing of this Certificate of Incorporation, the Code, which may be amended from time to time, requires that the Corporation not: fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; engage in any act of self-dealing as defined in Section 4941(d) of the Code; retain any excess business holdings as defined in Section 4943(c) of the Code; or make any investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

ARTICLE 8 NON-DISCRIMINATION

The Corporation shall not discriminate on the basis of age, sex, race, color, religious creed, national origin, ethnicity, ancestry, sexual orientation, intellectual disability, mental disability, physical disability, blindness, marital status, family status, or gender identity or expression in the administration of its membership policies, programs, and activities.

ARTICLE 9 SPECIAL BOARD ACTIONS

The Board may, by affirmative vote of two-thirds of the Trustees then in existence and in accordance with the Bylaws, conduct the following activities:

1. Amend the Certificate of Incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts to the Corporation for federal tax purposes or the federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Code;
2. Dissolve the Corporation;
3. Transfer substantially all of the Corporation's assets to another corporation pursuant to Article 10;
4. Merge the Corporation with another corporation or consolidate the Corporation into a new corporation; or
5. Amend the Bylaws.

The Board shall have the right to make other fundamental changes to the extent and in the manner permitted by Connecticut law to directors of a Connecticut nonstock corporation, except as otherwise provided in this Amended and Restated Certificate of Incorporation or the Bylaws.

**ARTICLE 10
DISSOLUTION**

In the event of the dissolution of the Corporation, all of the assets remaining, after the payment of all debts and obligations, shall be distributed to such one or more organizations that have purposes and objects similar to those of this Corporation and are exempt from United States income taxes under the Code, as the Board may select; and if more than one, in such shares and proportions as the Board may determine, provided that no termination and dissolution shall take effect as long as the Corporation has bonds, notes, and other obligations outstanding, unless adequate provisions have been made for the payment thereof in the documents securing the same.

**ARTICLE 11
LIMITATIONS ON LIABILITY**

In addition to the limitations on liability which may exist under law, the personal liability of a Trustee of the Board for monetary damages for breach of duty as a Trustee is limited to the compensation received by the Trustee for serving the Corporation during the year of violation, provided, however, that this Article does not eliminate or limit the liability of a Trustee for:

1. A breach of a Trustee's duty of loyalty to the Corporation;
2. An act or omission not in good faith or that constitutes a breach of duty of the Trustee to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
3. A transaction from which a Trustee, or an associate, as defined in Section 33-840 of the Connecticut Revised Nonstock Corporation Act, received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Trustee's office;
4. A sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation; or
5. An act or omission for which the liability of a Trustee is expressly provided for by an applicable statute.

If the Connecticut Revised Nonstock Corporation Act is amended to authorize action further eliminating or limiting the personal liability of Trustees, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal, amendment, or modification of such statutes or of the foregoing paragraph shall not adversely affect any right of protection of a Trustee of the Corporation existing at the time of such repeal or modification. Further articulation of this limitation on liability, and the indemnification of Trustees, may be set forth in Bylaws authorized by Article 4.

[Signature page follows]

IN WITNESS HEREOF, I hereby declare under penalty of false statement that the statements made in the foregoing Certificate are true and I have hereunto set my hand as a director of the Corporation as of the 12th day of September, 2018, in Hamden, Connecticut.

SIGNED

A handwritten signature in dark ink, appearing to read 'Sara C. Bronin', written over a horizontal line.

Sara C. Bronin
Chair of the Board of Trustees
Connecticut Trust for Historic Preservation

ACCEPTANCE AND ACKNOWLEDGED BY

Jane Montanaro
Registered Agent
Connecticut Trust for Historic Preservation