

State of Connecticut

OFFICE OF SECRETARY OF THE STATE

SS.

HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my
hand, and affixed the Seal of said State, at
Hartford, this 2nd day
of February A.D., 19 70

Ella T. Grasso
Secretary of the State

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 said corporation shall be The Essay Library

Association

ARTICLE 2. The purposes for which said corporation is formed are the following, to wit:

*To establish and maintain
a public library*

ARTICLE 3. The statute laws of the state of Connecticut relating to corporations without capital stock are hereby particularly referred to and made a part of these articles, and the corporation hereby organized and established under and pursuant to said statute laws shall have all the powers and proceed according to the regulations described and specified therein.

ARTICLE 4. The said corporation is located in the town of Essay county
of Middletown and State of Connecticut.

Dated at Essay this _____ day of March 1890.

We, the undersigned, president and secretary of The Essay Library
Association hereby certify that the foregoing is a true
copy of the Articles of Association of said corporation.

Attest,

Franklin G. Cheney
Arthur L. Brockway

President.

Secretary.

CERTIFICATE OF INCORPORATION
(Nonstock Corporation)

We, the Incorporators, certify that we hereby associate ourselves as a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

1. The name of the corporation is THE ESSEX LIBRARY ASSOCIATION, INC.

2. The purpose for which the corporation is organized is: to establish and maintain a public library in and for the Town of Essex, Connecticut.

3. The corporation shall have one class of membership. Anyone agreeing with the purpose of the corporation may become a member upon payment of the annual dues as provided for in the By-Laws. The care, control and disposition of the property and funds of the corporation and the general management of its affairs shall be vested in a Board of Trustees. The corporation shall have power to adopt By-Laws for the government of its affairs, which By-Laws shall prescribe, inter alia, the number of members of the Board of Trustees, their term of office and the manner of their appointment.

4. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members or Board of Trustees, officers or other private persons and the corporation shall not have or issue shares of stock or pay dividends, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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.)

5. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the

corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Dated at Essex, Connecticut this 16th day of January, 1893.

CERTIFICATE AMENDING OR RESTATING
THE CERTIFICATE OF INCORPORATION
BY ACTION OF BOARD OF DIRECTORS

(Stock or Nonstock Corporation)

1. The name of the corporation is THE ESSEX LIBRARY ASSOCIATION.

2. The Certificate of Incorporation: (b) is amended and restated, by the following resolutions of the Board of Directors acting alone:

We, the Incorporators, certify that we hereby associate ourselves as a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

1. The name of the corporation is THE ESSEX LIBRARY ASSOCIATION, INC.

2. The purpose for which the corporation is organized is: to establish and maintain a public library in and for the Town of Essex, Connecticut.

3. The corporation shall have one class of membership. Anyone agreeing with the purpose of the corporation may become a member upon payment of the annual dues as provided for in the By-Laws. The care, control and disposition of the property and funds of the corporation and the general management of its affairs shall be vested in a Board of Trustees. The corporation shall have power to adopt By-Laws for the government of its affairs, which By-Laws shall prescribe, inter alia, the number of members of the Board of Trustees, their term of office and the manner of their appointment.

4. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members or Board of Trustees, officers or other private persons and the corporation shall not have or issue shares of stock or pay dividends, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part

of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by the 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.)

5. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(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:

Paragraphs 1, 2, 3, 4 have been amended and Paragraph 5 has been added.

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

The above resolution was adopted by the board of directors acting alone (a) there being no shareholders or subscribers.

5. The number of affirmative votes required to adopt such resolution is nine

6. The number of directors' votes in favor of the resolution was twelve

Dated at Essex, Connecticut this 29th day of January, 1970.

Mason N. Skiff
Mason N. Skiff

Reginald T. Hixon
Reginald T. Hixon

Robert F. Herbst
Robert F. Herbst

Robert W. Crabb
Robert W. Crabb

Rita N. Crabb
Rita N. Crabb

Margaret A. Pool
Margaret A. Pool

Phillip J. Stueck, Jr.
Phillip J. Stueck, Jr.

Virginia L. Freeman
Virginia L. Freeman

Margaret C. Battey
Margaret C. Battey

W. S. Tower, Jr.
W. S. Tower, Jr.

A. Myrick Freeman, Jr.
A. Myrick Freeman, Jr.

H. Judson Carr
H. Judson Carr

STATE OF CONNECTICUT
COUNTY OF MIDDLESEX

ss: Essex

January 29, 1970

Personally appeared Mason N. Skiff, Reginald T. Hixon,
Robert F. Herbst, Robert W. Crabb, Rita N. Crabb, Margaret A. Pool,
Phillip J. Stueck, Jr., Virginia L. Freeman, Margaret C. Battey,
W. S. Tower, Jr., A. Myrick Freeman, Jr., and H. Judson Carr,
and made oath to the truth of the foregoing certificate by them
signed, before me.

Dorothy L. Pfander
Notary Public
Dorothy L. Pfander