



Secretary of the State of Connecticut

PHONE: [860-509-6003](tel:860-509-6003) Website: business.ct.gov Email: bsd@ct.gov

CERTIFICATE OF AMENDMENT - [Accessible Version Available](#)

NONSTOCK CORPORATION - USE INK. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME: Danielle Ryan-Praus</p> <p>ADDRESS: Hinckley, Allen & Snyder LLP 20 Church Street</p> <p>CITY: Hartford</p> <p>STATE: CT ZIP CODE: 06103</p> <p>EMAIL: dpraus@hinckleyallen.com</p> <p>TELEPHONE NUMBER: dpraus@hinckleyallen.com</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>THE ESSEX LIBRARY ASSOCIATION, INC.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input checked="" type="checkbox"/> A. AMENDED</p> <p><input type="checkbox"/> B. RESTATED</p> <p><input type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p>The Certificate of Incorporation has been amended to remove all references to members and to state that the corporation shall have no members. Please see attachment for the full text of the amendments to the Certificate of Incorporation.</p>	

4. VOTE INFORMATION (CHECK A,B or C)

A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS _____ DAY OF _____, 20 25 _____

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE

Attachment to
Certificate of Amendment
of
The Essex Library Association, Inc.

3. TEXT OF EACH AMENDMENT

Articles 3 and 4 of the Certificate of Incorporation of the Corporation are hereby deleted in their entirety and substituted as follows:

3. The corporation shall not have members. The care, control and disposition of the property and funds of the corporation and the general management of its affairs shall be vested in the 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 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.)