



SECRETARY OF THE STATE OF CONNECTICUT

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CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. 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: Carol Haskins ADDRESS: [REDACTED] CITY: Woodbury STATE: CT ZIP: 06798</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>The Pomperaug River Watershed Coalition, Inc.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input checked="" 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 Amended and Restated Certificate of Incorporation is attached / enclosed.</p>	

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

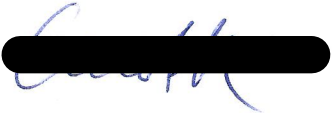
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

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 14th DAY OF August, 2023

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Carol Haskins	PRWC Executive Director	

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE POMPERAUG RIVER WATERSHED COALITION, INC.**

The Corporation is formed under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (the “Act”).

Section 1 Name. The name of the Corporation is The Pomperaug River Watershed Coalition, Inc. (herein called the “Corporation”).

Section 2. Purposes. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are as follows: The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”). In furtherance of the foregoing general purposes, the specific activities and purposes to be conducted, promoted and carried out by the Corporation shall be:

- a. to promote an environment in which the Pomperaug River watershed will provide adequate quantity and a high degree of quality of surface and subsurface waters for the benefit of the human beings, animals and plants that rely upon such waters;
- b. to encourage and assist in the formation of a partnership of local governments, environmental organizations, regional, state and federal agencies, businesses, private interest groups and individuals to address issues relating to the Pomperaug River and its watershed;
- c. to encourage and assist in developing and implementing a comprehensive plan for the use, management and protection of the Pomperaug River and its watershed, including without limitation programs to prevent and abate pollution;
- d. to encourage and assist in developing standards and criteria for activities that can reasonably be expected to affect the Pomperaug River and its watershed;
- e. to encourage and conduct research on the health and needs of the Pomperaug River, including without limitation the effect of current and proposed activities in the watershed;
- f. to compile and provide to public officials, land trusts, landowners, businesses, students and the general public up-to-date information relevant to the Pomperaug River and its watershed;
- g. to provide and promote education of public officials, land trusts, landowners, businesses, students and the general public on various topics related to the Pomperaug River and its watershed, including without limitation water conservation, land management practices and their consequences, pollution control, land

preservation and the appropriate siting of development, and natural resource protection; and

- h. to cooperate with other organizations having similar purposes and to engage in joint projects with such other organizations.

In furtherance of the foregoing objects and purposes, but subject to the restrictions of Section 4 of this Certificate of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Act, as it may be amended or replaced from time to time.

Section 3. Nonprofit. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to provide services and make payments and distributions in furtherance of the purposes set forth in Section 2 of this Certificate of Incorporation.

Section 4. Restrictions. The Corporation shall not exercise any powers or privileges, nor conduct any activities, which are not permitted for a corporation whose purposes are exclusively charitable, educational and scientific and which is exempt from federal income tax under Section 501(a) of the Code as a corporation described in Section 501(c)(3) of the Code, or contributions to which are tax deductible under Section 170(c)(2) of the Code. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not be empowered to conduct any other activities not permitted to be conducted by an organization that is exempt under Section 501(c)(3) of the Code.

Section 5. Private Foundation Requirements. For any period during which the Corporation is a “private foundation,” as defined in Section 509 of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Among activities in which the Corporation shall not engage for any period during which it is a “private foundation” are:

- a. any act of self-dealing (as defined in Section 4941(d) of the Code);

- b. retaining any excess business holdings (as defined in Section 4943(c) of the Code);
- c. making any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
- d. making any taxable expenditure (as defined in Section 4945(d) of the Code).

Section 6. Members. The Corporation shall have no members.

Section 7. Directors. The property and affairs of the Corporation shall be managed and conducted by its board of directors (the “Board”) which may authorize and direct the Corporation to exercise all such powers and do all such things as may be exercised or done by the Corporation but subject nevertheless to the provisions of this Certificate of Incorporation, the Bylaws of the Corporation (the “Bylaws”), the laws of the State of Connecticut, and the laws of the United States of America. Directors shall be elected as provided in the Bylaws. The number of directorships shall be specified in or fixed in accordance with the Bylaws. The Bylaws may provide that persons occupying certain positions within or without the Corporation shall be ex-officio members of the Board who may vote and be counted in determining a quorum.

Section 8. Fundamental Changes. The Directors, by the affirmative vote of no less than two-thirds of all Directors present at a meeting of the Board at which a quorum is present, provided notice of such proposal shall have been provided to all Directors at least ten days before such meeting, and subject to any further requirements of the Act, may: (a) amend this Certificate of Incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts or bequests to the Corporation for federal gift, estate, or income tax purposes, or permit the conduct of affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code; (b) transfer substantially all of the Corporation’s assets to another corporation exempt from taxation under Section 501(a) of the Code as an organization described under Section 501(c)(3) of the Code, and formed for purposes similar to those of the Corporation; (c) sell or mortgage substantially all of the assets of the Corporation; (d) merge the Corporation with another corporation; or (e) dissolve the Corporation.

Section 9. Limitation on Liability of Directors of Corporation. The personal liability of a Director to the Corporation for monetary damages for breach of duty as a Director shall be limited to an amount equal to the amount of compensation received by the Director for serving the Corporation during the calendar year in which the violation occurred (and if the Director

received no such compensation from the Corporation during the calendar year of the violation, such Director shall have no liability to the Corporation for breach of duty) provided such breach did not:

- a. involve a knowing and culpable violation of law by the Director;
- b. enable the Director or an Associate, as defined in subdivision 3 of Section 33-840 of the Connecticut Business Corporation Act (the "CBCA") as in effect at the time of the violation, to receive an improper personal economic gain;
- c. show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation; or
- d. constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

Any repeal or modification of this Section shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Nothing contained in this Section shall be construed to deny to the Directors the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

Section 10. Indemnification of Directors and Officers; Prepayment of Expenses.

(a) Right to Indemnification. The Corporation shall indemnify and advance expenses to its Directors and Officers to the fullest extent permitted by law. In furtherance of the foregoing, the Corporation shall indemnify and hold harmless any person (an "Indemnitee") who was or is made or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is a legal representative, is or was a Director or Officer of the Corporation, or while a Director or Officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability (as defined in Section 33-1116 of the Act) and loss suffered and reasonable expenses (including attorneys' fees) incurred by such Indemnitee for any action taken, or any failure to take any action, by the Indemnitee, except liability that (a) involved a knowing and culpable violation of law by the Indemnitee, (b) enabled the Indemnitee or an associate, as defined in Section 33-840 of the CBCA, to receive an

improper personal gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Indemnitee to the Corporation under circumstances in which the Indemnitee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Indemnitee's duty to the Corporation. Notwithstanding the preceding sentence, except as otherwise provided in paragraph (c) of this Section, the Corporation shall be required to indemnify an Indemnitee in connection with a Proceeding (or part thereof) commenced by such Indemnitees only if the commencement of such Proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the Corporation.

(b) Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt from the Indemnitee of (i) a written affirmation that the Proceeding involves conduct for which liability has been limited under paragraph (a) of this Section and (ii) a written undertaking to repay all funds advanced if the Indemnitee is not entitled to mandatory indemnification under Section 33-118 of the Act or it should be ultimately determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.

(c) Claims. If a claim for indemnification or payment of expenses under this Section is not paid in full within sixty (60) days after a written claim therefor by the Indemnitee has been received by the Corporation, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Corporation shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

(d) Nonexclusivity of Rights. The rights conferred on any Indemnitee by this Section shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under this Certificate of Incorporation or any statute, agreement, bylaw, vote of shareholders or disinterested Directors or otherwise.

(e) Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer,

partner, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity.

(f) Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Section shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

(g) Other Indemnification and Prepayment of Expenses. This Section shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action.

(h) Interpretation. The provisions of this Section are set forth in this Certificate of Incorporation pursuant to the authority contained in subdivision (5) of subsection (b) of Section 33-1026 of the Act and are intended to expand the scope of, and make obligatory on the Corporation, the indemnification of Directors and Officers of the Corporation to the greatest extent now or hereafter permitted under the laws of the State of Connecticut.

Section 11. Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organizations that are exempt under Section 501(c)(3) of the Code and are established for purposes substantially similar to those of this Corporation as the plan of distribution adopted in accordance with law upon the dissolution of the Corporation shall provide, and in particular, if the Corporation holds real estate which was conveyed to the Corporation subject to restrictions or conditions against development for commercial, industrial or residential purposes, such real estate shall be conveyed to such organization or organizations as are approved in the plan of distribution adopted in accordance with law and which meet the above requirements and whose purposes, as stated in its or their governing documents, are compatible with the intent of the original conveyance of such real estate to the Corporation. Any such assets not so disposed of shall be disposed of by a court of

competent jurisdiction in the State of Connecticut, in accordance with the limitations set forth above in this Section.

Section 12. References to Laws. References to Sections of the 1986 Internal Revenue Code shall include references to the corresponding provisions of any future Internal Revenue Code, and references to any law, regulation, statute or ordinance shall likewise include references to the corresponding provisions of any future law, regulation, statute or ordinance.

Section 13. Registered Office and Registered Agent. The Corporation's Registered Agent is on file with the Secretary of the State of Connecticut and is Carol Haskins, with a residence address of 451 Main Street South, Apt 2, Woodbury, CT 06798 and a business address of 39 Sherman Hill Road, Suite C103, Woodbury, Connecticut.