

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WEST HILL POND ASSOCIATION, INC.
(A NON-STOCK CORPORATION)

1. The name of the Corporation is West Hill Pond Association, Inc.

2. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation, are as follows: Said corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future Federal Tax Code, as the same may be amended, which activities and purposes shall include, without limiting the foregoing, the following:

- (a) To promote the general welfare of the community around West Hill Pond and the Towns of New Hartford and Barkhamsted, Connecticut, by owning, regulating and controlling the water rights to West Hill Pond.
- (b) To maintain, improve and enhance the quality of water in West Hill Pond, Connecticut, and its watershed; to control and abate pollution therein; and to design, create, implement and conduct projects to that end.
- (c) To receive, manage and expend for the public purposes set forth in subparagraph (b) of this paragraph 2 grants of money from individuals, organizations and units of government.
- (d) To enter into contracts with members of the private sector, with public agencies and with units of government to carry out the purposes of the corporation.
- (e) To apply for, obtain and carry out the terms of all permits required by public law (local, regional, state and federal) in order to carry

out projects and the general purposes of the corporation.

- (f) To conduct studies, research and scientific exploration into all aspects of waters quality and quantity, as related to West Hill Pond and its watershed, and the methods of combating pollution and other causes of diminished water quality.
- (g) To publish the results of studies, research and scientific exploration conducted by the organization for the benefit of the scientific community and the general public.
- (h) To conduct public information and education programs concerning West Hill Pond, water quality issues and water pollution control measures to the end that informed decisions may be made and informed attitudes created.
- (i) To acquire, accept, hold and administer real estate and personal property and interests therein in connection with the purposes of the organization.
- (j) To conduct fund raising for the charitable, scientific, literary and educational purposes of the corporation.
- (k) To receive gifts, bequests and devises, or otherwise acquire by purchase, or by contract for the control of, real and personal property relating to the general purposes of the corporation.
- (l) To provide support to other organizations which are public, governmental or charitable (provided that they are of the type described in Section 501(c) (3) of the Code).

3. The corporation shall also be empowered to engage in any lawful acts or activities for which corporations may be organized under the Connecticut Revised Nonstock Corporation Act (the "Act"), as the same may be amended from time to time. Without limiting the foregoing, those powers shall include those enumerated in Section 33-1036 of

the Connecticut General Statutes, as the same may be amended from time to time. Notwithstanding the foregoing provisions of this paragraph, this corporation shall not be empowered to engage in activities which would disqualify it from tax exemption under Section 501(c)(3) of the Code or to cause contributions to it to be non-deductible under Section 170 of the Code.

4. No part of the corporation's income shall be distributable to its members, directors/trustees or officers and the corporation shall not have or issue shares of stock or pay dividends.

5. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows: The corporation shall have no voting members; non-voting membership shall be governed by such rules of admission, retention, rights, privileges, obligations, withdrawal and expulsion as the bylaws of the corporation shall prescribe. The corporation shall operate under the management of a Board of Trustees, which shall serve as the corporation's Board of Directors as provided for in the Act and paragraph 6 hereof.

6. All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the corporation shall be managed by or under the direction of, its Board of Trustees, which shall be self-perpetuating, in accordance with its bylaws.

7. The duration of the corporation is unlimited.

8. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizational organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

9. The personal liability of a trustee or officer of the Corporation for monetary damages for breach of duty as a

trustee or officer of the Corporation shall be limited to an amount that is not less than the compensation received by the trustee or officer for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the trustee or officer, (b) enable the trustee or an officer, as defined in Connecticut General Statutes Section 33-1116(2), to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the trustee or officer of the Corporation under circumstances in which the trustee or officer 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 trustee's or officer's duty to the Corporation.

10. The Corporation shall indemnify each trustee and officer of the Corporation for liability, as defined in Connecticut General Statutes Section 33-1116, as the same maybe amended from time to time, to any person for any action taken, or any failure to take any action, as a trustee or officer, except liability that (a) involved a knowing and culpable violation of law by the trustee or officer, (b) enabled the trustee or officer, as defined in Connecticut General Statutes Section 33-1116, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the trustee or officer of the Corporation under circumstances in which the trustee or officer 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 trustee's or officer's duty to the Corporation.