STATE OF VERMONT

Office of Secretary of State

CERTIFICATE OF INCORPORATION

I certify that the attached is a true copy of the Articles of Incorporation of

THE FUND FOR NORTH BENNINGTON, INC.

filed with the Office of the Secretary of State on August 18, 19 92.

The corporate existence shall begin upon the issuance of this Certificate of Incorporation, and this Certificate shall be conclusive evidence that all conditions precedent to incorporation required to be performed by the incorporators have been complied with and that the corporation has been incorporated under the Vermont Non-Profit Corporation Act (11 V.S.A. Chapter 19).

August 18, 1992
Date

Deputy Secretary of State

Pd. $35.00 N.P. N-7751

ARTICLES OF ASSOCIATION FOR

THE FUND FOR NORTH BENNINGTON, INC.

This is to certify that we, the undersigned, being all of lawful age, do hereby associate ourselves as Incorporators into a corporation under and by virtue of the Vermont Nonprofit Corporation Act and in accordance with the Articles of Association.

FIRST: The name of this corporation is The Fund For North Bennington, Inc.

SECOND: The period of duration of this corporation is perpetual.

THIRD: This non-profit corporation is organized for the charitable purpose of helping the community of North Bennington maintain its independence and small scale character.

FOURTH: In furtherance of its major purpose, this non-profit corporation may engage in any activity that fosters things that strengthen the social fabric of the Village and its environs, activities like music and the arts which give a lift to the spirit, home industries and small businesses, agricultural use of agricultural land and the stewardship of natural and historic resources, educational activities for all ages, and community participation in local affairs, which help provide Village solutions to Village problems, and discourage inappropriate development, provided, always, that such activities are permissible within the limitations of Section 501(c)(3) of the Internal Revenue Code.

FIFTH: This non-profit corporation is expressly prohibited from engaging in any activity which does not further its charitable purposes and from carrying on any activities beyond the limitations specified in Section 501(c)(3) of the Internal Revenue Code.

SIXTH: If The Fund For North Bennington, Inc. is no longer actively engaged in its charitable purposes, the assets of this non-profit corporation shall be transferred, conveyed and paid over to another non-profit corporation designated by the Board of Trustees that is (i) actively engaged in charitable endeavors in Vermont that the Board of Trustees of this non-profit corporation concludes are compatible with the major purpose of this non-profit corporation, though not necessarily pertaining solely to the Village of North Bennington, Vermont, and (ii) has been determined at that time by the Internal Revenue Service to have exempt status under Section 503(c)(3) of the Internal Revenue Code or is an organization contributions to which are deductible at that time under Section 170(c)(2) of such Code, or

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comparable provisions of the law at such time.

SEVENTH: No part of the income of this non-profit organization shall inure to any member of the corporation or any private individual or organization.

EIGHTH: The corporation shall be governed by a Board of Trustees. The number of Trustees and their manner of election and the terms of office for them shall be determined by the By-Laws. The Board of Trustees may delegate all or part of their powers to an Executive Committee of Trustees.

NINTH: The initial Board of Trustees for this non-profit corporation shall consist of five persons, who will be

NAME	ADDRESS
Jean S. Aldrich	66 Main Street North Bennington, VT 05257
Christine P. Graham	P.O. Box 199, Main Street Shaftsbury, VT 05262
Marjorie J. Manning	P.O. Box 478 North Bennington, VT 05257
Joseph G. McGovern	RR 1, Box 370 North Bennington, VT 05257
Robert E. Woolmington	RR 1, Box 89 North Bennington, VT 05257

TENTH: The By-Laws of this non-profit corporation shall not include any provision, authorization or power that is inconsistent with the Articles of Association or contrary in any way to the limitations of Section 501(c)(3) of the Internal Revenue Code.

ELEVENTH: The initial registered agent for this non-profit corporation shall be Jean S. Aldrich.

TWELFTH: The initial registered office for this non-profit corporation shall be c/o the residence of Jean S. Aldrich, 66 Main Street, North Bennington, Vermont 05257.

IN WITNESS WHEREOF, we have hereunto set our names and addresses

this 11th day of August, 1992.

William R. Scott

William R. Scott, Incorporator
P.O. Box 177
North Bennington, VT 05257

Ethel McC. Scott

Ethel McC. Scott, Incorporator
P.O. Box 177
North Bennington, VT 05257

John H. Williams, II, Incorporator
P.O. Box 350
Bennington, VT 05201

N-7751

VERMONT SECRETARY OF STATE
Location: 81 River Street Mail: 109 State Street
Montpelier, VT 05609-1104 (802) 828-2386

ARTICLES OF AMENDMENT
(Vermont domestic non-profit corporation)

Name of corporation The Fund for North Bennington, Inc.

The text and date of each amendment adopted.

Effective immediately, Article FOURTH of the Articles of Association of the Corporation shall read as follows:

This non-profit corporation is principally engaged in the preservation of undeveloped land for purposes of conserving natural resources, maintaining agricultural uses, and of providing opportunities for public recreation. This non-profit corporation may also engage in any activity that fosters things that strengthen the social fabric of the Village and its environs, activities like music and art which give a lift to the spirit, home industries and small businesses, agricultural use of agricultural land and the stewardship of natural and historic resources, educational activities for all ages, and community participation in local affairs, which help provide Village solutions to Village problems, and discourage inappropriate development, provided, always, that such activities are permissible with the limitations of Section 501(c)(3) of the Internal Revenue Code.

Approval by DIRECTORS/INCORPORATORS: if approval of members was not required, a statement to that effect and that the amendment was approved by a sufficient vote of the board of directors or the incorporators:

The corporation does not have members, and therefore the approval of members was not required. The Amendment was approved by unanimous consent of the Board of Trustees.

Approval by MEMBERS:

(A) the designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and number of votes of each class indisputably voting on the amendment. Not applicable.

(B) either the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment or the total number of undisputed votes cast for the amendment by each class and a statement that the number cast for the amendment by each class was sufficient for approval by that class. Not applicable.

If approval of the amendment by some person or persons other than the members, the board or the incorporators is required, pursuant to section 10.30 of this title, state below that the approval was obtained: Not applicable.

Signature [signature] Title President Date 8/11/99

$25.00 FEE MUST BE ATTACHED. THIS APPLICATION MUST BE TYPEWRITTEN OR PRINTED AND MUST BE FILED IN DUPLICATE.

OFFICE OF SECRETARY OF STATE

FILED AUG 13 1999 [signature] fee of $25.00 has been paid

AUG 13 1999