

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the attached is a true copy of the

CORPORATE DOCUMENTS

For

LAKE SAINT CATHERINE ASSOCIATION, INC.

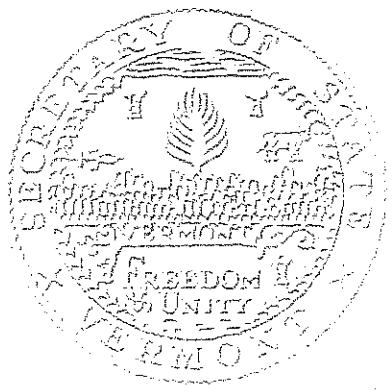
As filed in this department.

March 23, 2009

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital



Deborah Markowitz
Secretary of State



RECEIVED
SECRETARY OF STATE
OF VERMONT

1953 SEP 8 AM 8:55

File..... No. 7991

ARTICLES OF ASSOCIATION

of the

LAKE SAINT CATHERINE ASSOCIATION,

INC.

\$10.00

STATE OF VERMONT

Secretary of State's Office

Filed and Recorded September 10 1953

in Vol. 260 P. 413 of Corporations
John C. Washburn
Deputy Secretary of State

File No. 7991

ARTICLES OF ASSOCIATION

of the

LAKE SAINT CATHERINE ASSOCIATION, INC.

We, the Subscribers, of full age, hereby associate ourselves together as a Corporation under the Laws of the State of Vermont, to be known by the name of

LAKE SAINT CATHERINE ASSOCIATION, INC.

for the purpose of

Here set out purposes clearly and briefly, using separate paragraphs to cover each separate purpose, and avoiding generalized or covering clauses and phrases which might be interpreted to extend the purposes beyond those specifically stated.

encouraging, and promoting the development and beautifying of the grounds, cottages, beaches and roads of privately owned homes and cottages on or near Lake Saint Catherine, located in the Towns of Poultney and Wells, in the County of Rutland and State of Vermont, and to borrow money and to buy property and erect buildings all for said purposes and to do any other acts not inconsistent with the laws of Vermont. This corporation shall have no capital stock and is not organized for profit. No part of the net earnings of this corporation shall inure to the benefit of any individual member.

The members of the corporation shall be the incorporators and such other persons of full age as shall be elected to membership pursuant to the By-Laws of said corporation.

These Articles may be amended by the vote in meeting assembled of two-thirds of the members.

The principal office shall be located at Poultney, in the County of
Rutland in the State of Vermont.

The capital stock shall consist of

~~..... shares of preferred stock of the par value of dollars per share;
..... shares of common stock of the par value of dollars per share;
..... shares of preferred stock having no par value;
..... shares of common stock having no par value;~~

If preferred stock of either class is provided for state here briefly and clearly the terms of preference as to dividends, liquidation, voting rights, etc.

Dated at Poultney, in the County of Rutland, this
31 day of August, 19 53.

SUBSCRIBERS

POST OFFICE ADDRESS

Charles F. Ryan
Chas Husson

55 Englem ave
Rutland Vt.
200 Wick St
NY # 14 NY.

Marion Williams
Ethel M. Smith
Helen P. Merrill

3 Main St. Poultney Vt
3 Main St Poultney Vt
270 Boston Post Rd. Weston, Mass.
537 Commonwealth ave. Boston, Mass
New Rochelle 310 North Ave
Vt

Ed. Small
Robert Smith
Thomas F. Pease
Helen H. Pease

Poultney Vt.
Poultney Vt.

Le Roy H. Hall
Josephine B. Hall
George D. Johnson
Edward Kelley DD
Samuel F. ...

Poultney
Poultney, Vt.
100 Main St Northampton, Mass

File No. 7991

AMENDMENT

of

ARTICLES OF ASSOCIATION

of the

(Non-Profit)

9/0

STATE OF VERMONT
Office of Secretary of State

Filed and recorded August 28

1980, Vol. Page

of

James G. Stewart

Secretary of State

AMENDMENT OF ARTICLES OF ASSOCIATION

of the

LAKE ST. CATHERINE ASSOCIATION, INC.

We, THE UNDERSIGNED, President and ~~Clerk~~ Secretary of

LAKE ST. CATHERINE ASSOCIATION, INC.

a non-profit Corporation having no capital stock, organized and existing under the laws of the State of Vermont, and having its principal office at Poultney

in the County of Rutland in said State, hereby certify that at a meeting of the

trustees (directors) of said corporation, duly called for that purpose, and held at Wells

in the County of Rutland, in said State, on the 20th day of

June 19⁷⁸ 80, it was voted by three-fourths of all the directors or trustees of

said corporation to amend its articles of association as follows, viz:

By deleting the first or purpose paragraph and substituting there-
fore the following:

The purpose of this corporation is the promotion of the common good, general welfare and civic betterment of the Lake St. Catherine community by restoring and maintaining the quality of Lake St. Catherine, a public body of water, and the surrounding area, for the benefit of all those people who visit and use the lake and for the benefit of the total environment of all people.

1980 JUN 23 4:10:50
SECRETARY OF STATE
MONTPELIER, VT.

STATE OF VERMONT
RECEIVED AND FILED
1980 AUG -7 AM 10:47
SECRETARY OF STATE
DEPUTY SECRETARY OF STATE

Dated at Wells, in the County of Rutland

this 10th day of July A. D. 19 80

H. Gerard Crawford President.

Dorothy D. Williams ~~CLERK~~ Secretary

STATE OF VERMONT,

Rutland County, ss. }

At Wells in said County, this 10th day

of July, 19 80, personally appeared the above named H. Gerard

Crawford, President, and Dorothy Williams ~~CLERK~~ Secretary

of the corporation above named, and made oath to the truth of the foregoing certificate by them, subscribed.

Lance E. Hanson

Notary Public

(Here write official title as Notary Public, Justice of the Peace, etc.)

Articles of Amendment Non-profit
Under 11B V.S.A. §10.05
Vermont Secretary of State
128 State Street, Montpelier, VT 05633-1104

CORPORATE NAME: LAKE SAINT CATHERINE ASSOCIATION, INC.

TEXT AND DATE OF AMENDMENT:

The effective date of the amendment is July 30, 2011. The articles of association are amended by deleting in its entirety the stated purposes and substituting therefor the following:

1. The purpose of this corporation is to be a public charity to receive donations, grants or contributions and to utilize its income and assets for the preservation, protection and maintenance of Lake St. Catherine, a public body of water in the State of Vermont, and its environs. Its purpose will include education on environmental issues affecting Lake St. Catherine and its watershed areas, testing of water and soil for pollution, and mitigation and/or removal of harmful materials, substances or plants in or upon Lake St. Catherine so that the burdens of government in these areas are lessened. This corporation is organized exclusively for charitable, educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future tax code. No portion of the corporation's assets or income will be used for any private purpose.
2. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

APPROVAL BY DIRECTORS OR INCORPORATORS:

The amendments were unanimously approved by the Board of Directors at a regular meeting thereof July 30, 2011.

APPROVAL BY MEMBERS:

All members were given advanced notice of the proposed amendments in writing on July 11, 2011. The meeting of members was held July 30, 2011 at which a quorum was present

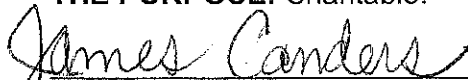
(a)The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote on the amendments and the number of votes of each cast indisputably voting in favor thereof are as follows:

Regular members (entitled to one vote each): total number of members: 305, total present at the meeting in person or by proxy: 66, total voting in favor thereof: unanimous.

Commercial members: (entitled to one vote each): total number: 3, total present at the meeting of members: 3, total voting in favor thereof: unanimous.

APPROVAL BY OTHER PERSONS: Not applicable.

THE PURPOSE: Charitable.


James Candors, President