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**CONNECTICUT URBAN FOREST COUNCIL, INC.**

**CERTIFICATE OF INCORPORATION**

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The undersigned, as incorporator under the Nonstock Corporation Act of the State of Connecticut, certifies as follows:

- Article I**     The name of the Corporation is the Connecticut Urban Forest Council, Inc.
- Article II**    The principal office of the Corporation in the State of Connecticut shall be located at the Haddam Extension Center, 1066 Saybrook Road, P.O. Box 70, Haddam, Connecticut, 06438-0070.
- Article III**   The nature of the business to be transacted, or the purposes to be promoted or carried out by the Corporation shall be exclusively charitable and educational within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

Subject to the forgoing sentence, the specific purposes of the Corporation shall be:

- (a)   to advise the State Forester of the Connecticut Department of Environmental Protection, and/or that agency's designated representative, as well as the designated representative of the University of Connecticut Cooperative Extension System, on how to best advise, assist, educate, and inform others on programs and policies regarding the improvement, preservation, management, and protection of Connecticut's urban and community forest resources;
- (b)   to assist the Connecticut State Forester and the University of Connecticut Cooperative Extension System in accomplishing specific objectives specified in the Corporation Bylaws; and
- (c)   to provide coordination of all parties involved with urban and community forestry matters in Connecticut so as to avoid duplication of effect, inefficiency, and conflict.

**Article IV** In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Connecticut, and the activities and purposes herein set forth, it is expressly provided that this Corporation shall also have the following powers:

- (a) Acting through the Board of Directors (hereinafter referred to as "the Council"), its Chairperson and other officers subject to the powers and restrictions of this Certificate of Incorporation and its Bylaws, to do all things as are necessary or convenient to the attainment of the activities and purposes herein set forth.
- (b) In general, to possess and exercise all the powers and privileges granted by the general corporation law of the State of Connecticut or by any other law of the State of Connecticut or by the Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the activities and purposes of this Corporation.

**Article V** The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

**Article VI** This Corporation shall be perpetual in existence.

**Article VII** The activities and affairs of this Corporation shall be managed by the Councilors, whose composition shall be provided in the Bylaws. There shall be no members.

**Article VIII** Meetings of the Council may be held within or without the State of Connecticut as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Connecticut at such place or places as may from time to time be designated by the Council.

**Article IX** The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereinafter prescribed by statute; provided, that no such amendment, alteration, charge and repeal shall be effective if it would cause this Corporation to cease to be tax exempt under Internal Revenue Code ("I.R.C.") Section 501(a) as a charitable and educational organization described in I.R.C. Section 501(c)(3), and contributions to which shall be tax deductible under I.R.C. Section 170(a) as made to a charitable and educational organization described in I.R.C. Section 170(c)(2).

**Article X**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, Councilors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation, and reimburse reasonable expenses incurred, for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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) for or against the campaign of any political candidate for public office. Notwithstanding any other provision of the Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(a) as a charitable, religious and educational organization described in I.R.C. Section 501(c)(3) or by a corporation, contributions to which are deductible under I.R.C. Section 170(a) as made to a charitable and educational organization described in I.R.C. Section 170(c)(2).

For any period during which it is a "private foundation," as defined in I.R.C. Section 509, 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 I.R.C. Section 4942.

Among the activities in which the Corporation shall not engage for any period during which it is such a "private foundation" are:

- (i) any act of self-dealing (as defined in I.R.C. Section 4941(d);
- (ii) retaining any excess business holdings (as defined in I.R.C. Section 4943(c);
- (iii) making any investment in such manner as to subject the Corporation to tax under I.R.C. Section 4944;
- (iv) making taxable expenditure (as defined in I.R.C. Section 4945(d).

**Article XI**

Upon the dissolution of the Corporation, the Council shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations under I.R.C. Section 501(a), and contributions to which shall be tax deductible under I.R.C. Section 170(a), as the Council shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article XII** Throughout the Certificate of Incorporation, reference to any section of the Internal Revenue Code is deemed to refer to the 1986 Internal Revenue Code, as amended, and to the corresponding provisions of any future United States Internal Revenue laws.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing Certificate are true.

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Dated

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Robert M. Ricard  
Incorporator