

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

MARCH 10, 2010

MARK E. BLOCK, ESQUIRE
B/J/P BLOCK, JANNEY & PASCAL LLC
138 MAIN STREET
NORWICH, CT 06360

RE: Request for Certificate or Copies

Business Name:
NORWICH COMMUNITY DEVELOPMENT CORPORATION, INCORPORATED, THE

Work Order Number: 2010062135-001
Type of Request: CERTIFIED COPY
Work Order Payment Received: 210.00
Payment Received: 105.00
Credit on Account: .00
Customer Id: 001796121

Attached is the information you requested.

JUDY PEARL
Commercial Recording Division
860-509-6035

CERTIFICATE OF INCORPORATION

(Nonstock Corporation)

We, the incorporators, certify that we hereby associate ourselves as a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

(1) The name of the corporation is THE NORWICH COMMUNITY DEVELOPMENT CORPORATION, INCORPORATED.

(2) The name of the Town in Connecticut in which the corporation is to be located is, Norwich, Connecticut.

(3) The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:

a. To engage in promoting the establishment and expansion of diversified industries in the Towns of Norwich, Bozrah, Montville, Ledyard, Preston, Griswold, Lisbon, Sprague and Franklin, all said towns being in the County of New London and State of Connecticut.

b. To promote the social welfare of the inhabitants of the nine (9) named towns by relieving unemployment and by creating employment therein, by alleviating depressed economic conditions and increasing the flow of wages and income into the channels of trade and commerce within the nine named towns;

c. To offer such inducements as may encourage an influx of new industrial enterprises into the nine named towns by such lawful means as are calculated to assist, promote and attract such enterprises;

d. To locate, acquire, buy, sell, exchange, barter, own, hold in trust, mortgage, convey, transfer, pledge, sell, lease, manage, improve and otherwise handle real estate, and industrial sites in the nine named communities and to make contracts for, to build, erect and construct industrial buildings and other buildings necessary and pertinent thereto, and any and all things necessary and/or proper to carry out and perform these purposes;

e. To compile and disseminate commercial and economic information and promotional material designed to induce industrial enterprises to locate in the nine named towns;

f. To raise funds by borrowing, by subscription, by gift or other lawful means from individuals, local governmental bodies, corporations, associations or organizations and to administer such funds solely to further the purposes and objectives of the corporation and without pecuniary gain or profit, whatsoever, directly or indirectly, to any participant or participants therein;

g. To assist and promote the formation of local organizations in the nine towns designed to further the purposes and objectives of the corporation;

h. To consult with and avail itself of the facilities of the State of Connecticut Development Commission, the Norwich Area Chamber of Commerce, Inc., and/or such other governmental and civic agencies as shall make their facilities available to it to insure informed and impartial administration of the corporation's funds and furtherance of its objectives;

i. To apply any surplus or profits made in the course of carrying on its business exclusively and solely to the advancement of the objects and purposes herein set forth;

j. Upon dissolution, any and all properties, money or securities remaining in its hands solely and exclusively to be divided equally between local charitable and religious organizations and institutions, located in the City of Norwich, in the matter deemed most advisable by the Board of Directors of the Norwich Community Development Corporation, Incorporated, at the time of such dissolution.

(4) No part of the corporation's income is distributable to its members, directors 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: (if the corporation is to have no members, or only members not entitled to vote, so state.)

a. Membership in the corporation shall be limited to any person eighteen (18) years of age or older, who are interested in the economic welfare of the Towns of Norwich, Bozrah, Montville, Ledyard, Preston, Griswold, Lisbon, Sprague, and Franklin.

b. Officers of the corporation shall be the President, Vice President, Treasurer and Secretary, who shall be elected by the Board of Directors of the Corporation from among their number. All officers must be members of the Board of Directors.

c. Management of the corporation shall be vested in a Board of Directors consisting of fifteen (15) members, fourteen (14) of whom shall be elected by the incorporators of the corporation and by the duly elected corporators of said corporation as in its By-Laws made and provided for and one (1) Board

member of said sixteen (16) shall be the President of the Norwich Area Chamber of Commerce as in the By-Laws made and provided for.

d. Income received by the corporation from the ownership, maintainance, operation, leasing and selling or other disposition of its property shall be applied first to the expense, maintainance and operation of said corporation. Any income remaining after the payment aforesaid shall not inure to the benefit of any individual or member but shall be used for the purposes of the corporation. No dividends shall ever be declared or paid or distribution made to any corporation, association, individual or member.

e. By-Laws to implement and carry out the purposes of this corporation shall be adopted at a meeting of the then existing membership to be held at such time and place as shall be designated by a majority of the subscribers.

Dated at Norwich, Connecticut, this 8th day of October, A.D. 1963.

Robert B. Devore, Jr.
Alexander Schnip, Jr.
Francis E. Dixon

STATE OF CONNECTICUT }
 COUNTY OF NEW LONDON }

SS. Norwich

October 8, A.D. 1963

Personally appeared, Alexander Schnip, Jr., Robert B. Devore, Jr. and Francis E. Dixon, and made oath to the truth of the foregoing certificate by them signed, before me,

Salvatore J. [Signature]
 Notary Public

<p>STATE OF CONNECTICUT</p> <p>Secretary of State</p>	
<p>CERTIFICATE OF INCORPORATION</p> <p>(Nonstock Corporation)</p>	
<p>THE NORWICH COMMUNITY DEVELOPMENT CORPORATION, INCORPORATED</p>	
<p>FILED State of Connecticut</p> <p>NOV 12 1963 2-25 PM</p> <p>11a T. G. G. & Co. Secretary of State By <i>[Signature]</i></p>	
<p>STROUSE & LAVALLEE EDWARD K. LAVALLEE ATTORNEYS AT LAW 50 WALL STREET NORWICH, CONN.</p>	
<p>The Tuttle Law Print, Publishers, Rutland, VT.</p>	

CHARTER FEE \$ 30.00
 Filing \$ 2.00 Certification \$ 2.00
[Signature]
 FOR SECRETARY OF STATE

Certified Copy Sent
 11/14/63
 NOV 12 1963

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MARCH 10, 2010

MARK E. BLOCK, ESQUIRE
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138 MAIN STREET
NORWICH, CT 06360

RE: Request for Certificate or Copies

Business Name:
NORWICH COMMUNITY DEVELOPMENT CORPORATION, INCORPORATED, THE

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JUDY PEARL
Commercial Recording Division
860-509-6035

CERTIFICATE AMENDING
CERTIFICATE OF INCORPORATION
BY ACTION OF INCORPORATORS

(1) The name of the corporation is THE NORWICH COMMUNITY DEVELOPMENT CORPORATION, INCORPORATED.

(2) The CERTIFICATE OF INCORPORATION as now on file with the Secretary of State of the State of Connecticut is amended by the following resolution of its incorporators:

RESOLVED: That the Articles of Incorporation of the NORWICH COMMUNITY DEVELOPMENT CORPORATION, INCORPORATED, are amended as follows:

Section 3.

(a). To engage in promoting the establishment and expansion of diversified industries, to provide assistance to small business concerns and do all other things appropriate to the economic development of the Towns of Norwich, Bozrah, Montville, Ledyard, Preston, Griswold, Lisbon, Sprague and Franklin, all said towns being in the County of New London and the State of Connecticut;

(f). To raise funds by borrowing, by subscription, by gift, or other lawful means from individuals, local governmental bodies, corporations, associations or organizations and to administer such funds solely to further the purposes and objectives of the corporation and without pecuniary gain or profit, whatsoever, directly or indirectly, to any participant or participants therein; and power to issue notes, bonds and debentures as well as right to borrow from municipal, state and federal government agencies and civic organizations;

(h). To consult with and avail itself of the facilities of the State of Connecticut Development Commission, The Norwich Area Chamber of Commerce, Inc., and/or such other governmental agencies including Federal Government Agencies -- specifically the Small Business Administration and the Area Redevelopment Administration -- and other civic agencies as shall make their facilities available to it to insure informed and impartial administration of the corporation's funds and furtherance of its objectives;

(j). Upon dissolution, any and all properties, money or securities remaining in its hands solely and exclusively to be divided equally between local civic organizations and/or municipalities within the area specified and in a manner deemed most advisable by the Board of Directors of the Norwich Community Development Corporation, Incorporated, at the time of such dissolution;

Section 5.

(a). Membership in the corporation shall be limited to any person eighteen (18) years of age or older, who are interested in the economic welfare of the Towns of Norwich, Bozrah, Montville, Ledyard, Preston, Griswold, Lisbon, Sprague, and Franklin. Ownership and control of this corporation shall be vested in the membership thereof;

(c). Management of the corporation shall be vested in a Board of Directors consisting of fifteen members (15), fourteen (14) of whom shall be elected by the incorporators, initially and thereafter by the membership as in its by-laws made and provided for, and one (1) Board member of said fifteen (15) shall be the President of the Norwich Area Chamber of Commerce as in the By-Laws made and provided for who shall serve ex officio.

(e). By-Laws to implement and carry out the purposes of this corporation shall be adopted at a meeting of the then existing incorporators to be held at such time and place as shall be designated by a majority of the incorporators.

The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all applicants for membership entitled to vote, if any.

Dated at Norwich, Connecticut, this 19th day of March, A. D. 1964.

Alfred R. White
Francis E. Dixon
John W. Powell
Alfred C. H. H. H.
John B. H. H.
Francis E. Dixon

(At least two-thirds of the incorporators)

STATE OF CONNECTICUT)
COUNTY OF NEW LONDON)

SS. Norwich
Robert V. Devore, Jr.
Francis E. Dixon

March 19, A.D. 1964

Personally appeared and made oath to the truth of the foregoing certificate by them signed, before me,

APPROVED:

none

Salvatore H. H.
Notary Public

(All applicants for membership entitled to vote; if none, so indicate.)