

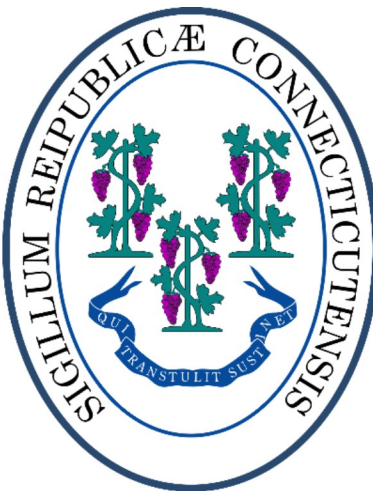
Secretary of the State of Connecticut

Denise W. Merrill

I, the Connecticut Secretary of the State, and keeper of the seal thereof, do hereby certify the annexed copy is a true copy of the record indicated below as filed in this office.

Certified Copy Details

Business Name	RUSSELL LIBRARY COMPANY THE
Filing Type	Amend
Number of Pages	0
Filing Date & Time	05/19/1988 03:30 PM



In testimony whereof, I have hereunto set my hand and caused the Seal of the State of Connecticut to be affixed at the City of Hartford on March 02, 2022.

A handwritten signature in black ink, reading "Denise W. Merrill", is written over a horizontal line.

Denise W. Merrill
Secretary of the State

Certificate ID: CP-00014492

To verify this certificate, visit: <https://service.ct.gov/business/s/verifycertificate>

Or visit Business.CT.gov, all business services, certificate request, and verify certificate.

CERTIFICATE	
AMENDING OR RESTATING CERTIFICATE	
BY ACTION OF ☐ INCORPORATORS	☐ BOARD OF DIRECTORS (Stock Corporation)
☐ BOARD OF DIRECTORS AND SHAREHOLDERS	☒ BOARD OF DIRECTORS AND MEMBERS (Nonstock Corporation)
2191-	005277A032 05/19/88 H37010 30.00
VOL 1115	005277A032 05/19/88 H37100 20.00
STATE OF CONNECTICUT	
SECRETARY OF THE STATE	
For office use only: ACCOUNT NO. INITIALS	
1. NAME OF CORPORATION	
THE RUSSELL LIBRARY COMPANY	
DATE	
March 31, 1987	
2. The Certificate of incorporation is ☐ A. AMENDED ONLY ☒ B. AMENDED AND RESTATED ☐ C. RESTATED ONLY by the following resolution	
RESOLVED: That the President and Secretary of the Company cause to be prepared a document entitled "Restated Certificate of Incorporation" which shall integrate into one document the Company's Certificate of Incorporation and that this document be executed by the President and Secretary and filed with the Secretary of the State for the State of Connecticut.	
3. (Only if 2 A is checked.) (a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.) Sections 1 through 9 shall remain the same. Sections 10 and 11 are added. See the attached "Restated Certificate of Incorporation" which is incorporated by reference.	
(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.	
☐ 4. 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 subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)	
We (at least two-thirds of the incorporators) hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.	
SIGNED	SIGNED
SIGNED	SIGNED
APPROVED	
(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate.)	
SIGNED	SIGNED
SIGNED	SIGNED

(Over)

BY ACTION OF BOARD OF DIRECTORS	☐ 4. (Or: if 2A is checked.) The above resolution was adopted by the board of directors acting alone, ☐ there being no shareholders or subscribers. 2192 ☐ the board of directors being so authorized pursuant to Section 33-34j, 1949 Supp. Conn. G.S. ☐ the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.			
	5. The number of affirmative votes required to adopt such resolution is:		6. The number of directors' votes in favor of the resolution was:	
	We (at least the number of directors in Par. 5) hereby declare under the penalties of perjury, that the statements made in the foregoing certificate are true.			
	SIGNED _____		SIGNED _____	
SIGNED _____		SIGNED _____		
BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS	☐ 4. The above resolution was adopted by the board of directors and by shareholders.			
	5. Vote of shareholders:			
	(a) (Use if no shares are required to be voted as a class.)			
	NUMBER OF SHARES ENTITLED TO VOTE		TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION
(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)				
We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.				
NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type):			NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type):	
SIGNED (President or Vice President):			SIGNED (Secretary or Assistant Secretary):	
BY ACTION OF BOARD OF DIRECTORS AND MEMBERS	☒ 4. The above resolution was adopted by the board of directors and by members.			
	5. Vote of members:			
	(a) (Use if no members are required to vote as a class.)			
	NUMBER OF MEMBERS VOTING		TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION
21		21	14	21
(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)				
We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.				
NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type):			NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type):	
Gregory M. Harris			Hortense P. Pabel	
SIGNED (President or Vice President):			SIGNED (Secretary or Assistant Secretary):	
<i>Gregory M. Harris 3-31-87</i>			<i>Hortense P. Pabel</i>	
For office use only	FILING FEE		CERTIFICATION FEE	TOTAL FEES
	\$ 6 20.00		\$	\$ 50
	SIGNED (For Secretary of the State):			
	Per C. Holmes Recd sent 5-19-87 @ 2:00pm			
CERTIFIED COPY SENT ON (Date):				
Hallman, Sage et al				
One Financial Plaza				
Hartford, CT 06103				

2193

RESTATED CERTIFICATE OF INCORPORATION OF
THE RUSSELL LIBRARY COMPANY

BE IT KNOWN that by Special Act of the Connecticut General Assembly, approved July 13, 1875, and amended in like manner on March 20, 1879, May 6, 1889, March 2, 1899, April 23, 1903, May 16, 1917, June 14, 1921, June 22, 1927, April 29, 1955, June 14, 1963 and January 23, 1973, a corporation entitled The Russell Library Company (hereinafter referred to as "the Company") is established in the City of Middletown, in the State of Connecticut, for the purposes of receiving, holding and managing the property and income of said corporation, from whatever source derived, of establishing, increasing and maintaining a free public library in said City, and of promoting literary and educational activities in connection with said library in said City for the perpetual betterment and enjoyment of its inhabitants.

Section 1. The Company shall forever hold in trust certain real estate conveyed to it by a certain deed of conveyance, dated March 29, 1875, from Frances A. Russell to Samuel Russell and Joseph W. Alsop, Jr., and by a subsequent deed of conveyance, dated November 13, 1875, from them to said Company. The operation of said Company shall be subject to such conditions, regulations and restrictions as are imposed by or pursuant to said deeds of conveyance to said Company; that is to say that the real estate conveyed to said Company by said deeds of conveyance shall

2194

-2-

be forever held in trust by the Company "for the use of the inhabitants of the Town of Middletown as a Public Library, as a depository for such pictures and other works of art as may from time to time be given to said Company, and for such lectures, meetings, entertainments and exhibitions as said Company by its by-laws shall authorize to aid in paying expenses incurred by said Company in discharge of the duties . . ." imposed upon it. The property described in said deeds of conveyance "shall forever inviolably be and remain the site and location of said Library", and no "person or persons shall have any power or authority to take, appropriate, convey or otherwise dispose of the same or any part thereof, by bargain, gift, grant, sale, exchange, mortgage, or in any other manner or form, to any person or persons, or body corporate, for any cause whatever. And provided further that the name of said Company shall never be changed."

Section 2. The Company shall consist of not less than fifteen and not more than one hundred electors or taxpayers of the City of Middletown, who shall serve without compensation. Such electors or taxpayers, who shall be known hereafter as the Members of said Company, shall be elected at a meeting called for such purpose by the existing Board of Trustees on or after January 1, 1973. Thereafter, Members shall be elected to the Company by a majority of the then existing Members voting at the annual meeting.

2195

-3-

Where possible, such Members should reflect the general demographic characteristics of all electors and taxpayers of the City of Middletown.

Section 3. The affairs of said Company shall be administered by a Board of Trustees who shall be thirteen in number and shall be chosen in the following manner: six to be elected annually by a majority of such Members voting at the annual meeting; six to be designated by the City of Middletown in a manner determined by said City; and one to be a member of the Russell family. Said Trustees shall have all of the powers and duties provided hereafter, or as provided in the by-laws, and all other powers and duties necessary and convenient to carry out the purposes of the Company, subject to such Connecticut statutes as pertain to the operation of nonstock corporations and public libraries.

Section 4. The Officers of said Company shall consist of a president, vice president, secretary, treasurer and such other officers as the by-laws may provide. Said Officers shall be elected annually by a majority of the Trustees of said Company meeting subsequent to the annual meeting.

Section 5. The annual meeting of said Company shall be held at such time as may be designated by its by-laws, and special meeting may be held at such times as may be deemed expedient. The annual meeting shall be, and any other meeting may be called by any three Trustees. Any meeting but the annual meeting may be called by petition to the Trustees for such special meeting signed by any fifteen Members of the Company.

2196

-4-

Section 6. Said Company may have a common seal, which it may change or renew at pleasure, may sue and be sued, defend and be defended, answer and be answered unto by its corporate name in all courts and places whatsoever; may purchase, receive, hold and convey all kinds of property, requisite and convenient for the purposes of said gift, or any other gift that may be made to said Company for like purposes.

Section 7. All accounts pertaining to gifts of said Frances A. Russell, deceased, shall be kept separate from the accounts of gifts that may be made by other persons, and whenever any gifts which may be made to said Company, for the purposes aforesaid, shall be required to be invested, the same (if practicable and not inconsistent with the conditions of such gift) shall be invested as hereinafter provided; and if by any contingency any part of any gift shall be lost, the income of the remaining part, in excess of the expenses necessary to carry on said library, shall be accumulated until such loss is made up. Nothing in this section shall prevent any person from donating or making a bequest to The Russell Library Company or the Frances A. Russell Endowment Fund.

Section 8. No Trustee of said Company shall be a borrower, or surety for any borrower, of any funds of said Company, and no Trustee shall vote upon the application for loan made to or for the benefit of any corporation or association in which he shall be interested as a stockholder or officer. All investments and

2197

-5-

loans of said Company shall be only in such investments and loans as Trustees may make in this State, provided money designated for the purchase of books and for the current expenses of said Company may be kept on deposit in any bank in the City of Middletown, unless otherwise directed by a vote of said Company.

Section 9. Said Company shall forever be a nonprofit corporation and shall not have or issue shares of stock or pay dividends. The Company may issue certificates evidencing membership therein.

Section 10. The Company is organized and, notwithstanding any other provisions of this Certificate of Incorporation, shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this

2198

-6-

Certificate of Incorporation the Company shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended.

Section 11. Upon the dissolution of the Company, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company exclusively for the purposes of the Company in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended as the Board of Trustees shall determine.

2199

I, Edwin A. Hoey, President of The Russell Library Company,
do hereby certify that the attached Restated Certificate of
Incorporation is a true and accurate copy of the original Restated
Certificate of Incorporation adopted by the Members of the corpor-
ation on March 10, 1987.

Edwin A. Hoey
Edwin A. Hoey, President

STATE OF CONNECTICUT:
COUNTY OF MIDDLESEX : ss: Middletown

Subscribed and sworn to before me, this 12th day of April,
1988.

Gregory M. Harris
GREGORY M. HARRIS
~~Commissioner of the Superior Court~~
Notary Public
My Commission Expires: 3-31-90