



ESSEX GARDEN CLUB, INC.

THE STATE CHARTER

ARTICLES OF INCORPORATION

BE IT KNOWN, That we, the subscribers, do hereby associate ourselves as a body politic and corporate, pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock, and the following are our Articles of Incorporation.

ARTICLE I. The name of said Corporation shall be Essex Garden Club, Inc.

ARTICLE II. The principle office of the Corporation shall be located in the Town of Essex, County of Middlesex, State of Connecticut.

ARTICLE III. Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 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) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V. Dissolution and Disposition of Assets - Dissolution and Disposition of Assets - Internal Revenue Service. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose

of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization(s) under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.


ARTICLE VI. Dissolution and Disposition of Assets - State of Connecticut.
To restrict the activities of the corporation so that it shall not be used or operated for private profit, and no property of the corporation should inure to the private property of any member or special group except if the corporation shall be dissolved, in which instance the assets will be distributed to a similar non-profit organization holding a valid tax exemption permit issued by the Commissioner of Revenue Services.

STATE OF CONNECTICUT

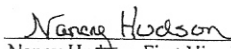
SS ESSEX

COUNTY OF MIDDLESEX

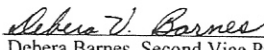
In witness whereof, we have hereinto subscribed our names this 7th day of January 2004.



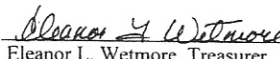
Daphne M. Nielsen, President



Nancy Hudson, First Vice President



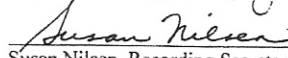
Debera Barnes, Second Vice President



Eleanor L. Wetmore, Treasurer



Phyllis Greenberg, Corresponding Secretary



Susan Nilsen, Recording Secretary

Note: The correct date of signing was the 7th day of January 2005