

**SHERMAN LIBRARY ASSOCIATION, INCORPORATED**

**CERTIFICATE OF AMENDMENT OF**

**CERTIFICATE OF INCORPORATION**

**BY ACTION OF THE BOARD OF TRUSTEES AND MEMBERS**

1. The name of the Corporation is the Sherman Library Association, Incorporated.
2. The Certificate of Incorporation of the Corporation is amended pursuant to Section 33-1142 and Section 33-1144 of the Connecticut general Statutes, by the following resolution. The amendment was approved by the Corporation's Board of Trustees and by its members.

“RESOLVED: That the Certificate of Incorporation of the Corporation be amended by replacing current article 7 with a new Article 7 as provided below:

ARTICLE 7. Voluntary Dissolution and Liquidation.

The Corporation may be dissolved and liquidated at any time by the affirmative vote of two thirds (2/3) of the Trusteeships and the affirmative vote of (2/3) of the members present in person or by proxy at a meeting of the members. In the event the Corporation is dissolved, the assets remaining after payment of all liabilities shall be distributed, subject to and consistent with the Code and subject to any donor imposed restrictions thereon, to such other charitable, educational, religious and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code selected by the Board of Trustees and approved by the affirmative vote of (2/3) of the members present in person or by proxy at the meeting of the members called to vote on the dissolution.

3. The date of adoption of the amendment of the Certificate of Incorporation is April 29, 2012
4. The Corporation has members. These amendments we approved by the Board of Trustees as required by Section 33-1142 of the Connecticut General Statutes. The Amendments we also duly approved by the members in the manner required by Section 33-1140 to 33-1147, inclusive, of the Connecticut General Statutes, and by the Certificate of Incorporation.
5. The Amendment of the Certificate of Incorporation shall take effect upon the filing of a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Connecticut.

SHERMAN LIBRARY ASSOCIATION INCORPORATED

BY: *Karen Cushnie*

NAME: Karen Cushnie

President