

SHERMAN LIBRARY ASSOCIATION, INCORPORATED

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
BY ACTION OF 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, and by the addition of new Articles 10, 11, 12, 13 and 14 as also provided below:

"Article 7. 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 the Town of Sherman, Connecticut for use by the Town to maintain and to operate a free public library, and if said Town shall at any time determine that it is no longer feasible economically or otherwise to operate and maintain a free public library, then such assets shall be given to such charitable, educational, religious and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code and operating in Sherman, Connecticut the purpose and mission of which is as near as practicable to those of the Corporation as determined by a court having jurisdiction over charitable Corporation and assets in the State of Connecticut. The Attorney General of the State of Connecticut shall be a necessary party to any such proceedings. In the event of a transfer of real estate to the Town under this provision the terms and conditions set forth above shall be included in any Quitclaim or Warranty Deed provided to the Town by the Corporation."

"Article 10. The Certificate of Incorporation may be amended at any time upon the affirmative vote of two-thirds (2/3) of the members present in person or by proxy at a meeting of the members and of two-thirds (2/3) of the Trusteeships, at a meeting or meetings for which notice of the amendment has been given. No change shall be made in the Certificate of Incorporation which will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

Article 11. Pursuant to §33-1026 of the Act, the personal liability of a Trustee to the Corporation for monetary damages for breach of duty as a Trustee shall be limited to an amount that is equal to the compensation, if any, received by the Trustee for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Trustee, (b) enable the Trustee or an associate, as defined in subdivision (3) of §33-1026(b)(4)(B) of the Act, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation. No amendment, modification or repeal of this Article 11 or of §33-1026 of the Act, or any successor provision, shall adversely affect any right or protection of a Trustee that exists at the time of such amendment, modification or repeal.

Article 12. Nothing in this Certificate of Incorporation shall be in derogation of the benefits afforded to the Trustees of the Corporation under Section 52-557m of the Connecticut General Statutes as the same may be amended or superseded from time to time or other applicable state or federal law.

Article 13. If the Corporation is or becomes a private foundation (as defined in §509 of the Code) the Corporation (a) must distribute its income for each taxable year in a way that will not subject it to tax under §4942 of the Code, (b) shall not self deal (as defined in §4941(d) of the Code), (c) shall not retain excess business holdings (as defined in §4943(c) of the Code), (d) shall not make investments which will subject the Corporation to tax under §4944 of the Code, and (e) shall not make any taxable expenditures (as defined in §4945(d) of the Code).

Article 14. All references in this Certificate of Incorporation to the 'Internal Revenue Code of 1954 as amended' or to the 'Code' shall be deemed to be references to the Internal Revenue Code of 1986, as amended. All references in this Certificate of Incorporation to the 'Act' are references to the Connecticut Revised Nonstock Corporation Act, as amended."

3. The date of adoption of the amendments of the Certificate of Incorporation is September 9, 2011.

4. The Corporation has members. These amendments were approved by the Board of Trustees as required by Section 33-1142 of the Connecticut General Statutes. The amendments were also duly approved by the members in the manner required by Sections 33-1140 to 33-1147, inclusive, of the Connecticut General Statutes, and by the Certificate of Incorporation.

5. This 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 the State of Connecticut.

Date: September 21, 2011

SHERMAN LIBRARY ASSOCIATION,
INCORPORATED

By: [Signature]
Name: Sharon J Panosky
Title: President

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE
HARTFORD, CT

I hereby certify that this is a true copy of record
in my office.
In testimony whereof, I have hereunto set my hand
and the Seal of said State, at Hartford,
this _____ day of _____, A.D. 2011

[Signature]
SECRETARY OF THE STATE