

CERTIFICATE OF INCORPORATION

NONSTOCK CORPORATION

Office of the Secretary of the State
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 05/07/2004

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.

1. NAME OF CORPORATION:

Morris Land Trust, Inc.

The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:

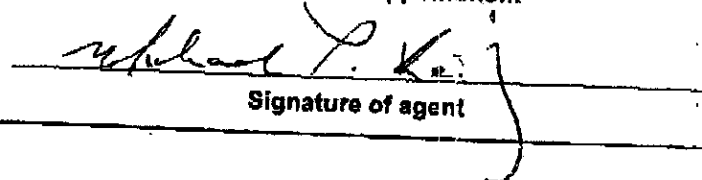
- A. The corporation shall not have members.
- B. The corporation shall only have members, which are not entitled to vote.
- C. The corporation shall have one class of members.
- D. The corporation shall have multiple classes of members which classes are designated as follows:

Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the corporation's bylaws. Please see C.G.S. § 33-1055 & -1056.

3. APPOINTMENT OF REGISTERED AGENT: (Please select only A. or B.)

Name of Agent:	
A. Individual's Name: Michael P. Kelly	Business Address: 174 West Street, Suite 212 Litchfield, CT 06759 Residence Address: (P.O. box is unacceptable) 229 West Street Morris, CT 06763
B. Business Entity:	Address: (P.O. box is unacceptable)

Acceptance of appointment


Signature of agent

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4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

To operate as a non-profit land trust with the express goal of acquiring land and conservation easements to preserve open space, forest, farmland, and other natural habitats, and to protect local watershed areas, in and adjacent to the Town of Morris, Connecticut.

The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

(Please reference an 8 1/2 x 11 attachment if additional space is required)

5. OTHER INFORMATION:

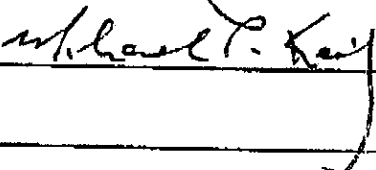
The corporation shall exist perpetually.

The class, rights, privileges, qualifications, obligations, and the manner of election or appointment of officers and directors are set forth in the By-Laws of Morris Land Trust, Inc.

6. EXECUTION:

Dated this 14th day of November, 2006

Certificate must be signed by each incorporator.

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
Michael P. Keilty		174 West Street, Suite 212 Litchfield, CT 06759

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

Office of the Secretary of the State
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 07/01/2003

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Filing Fee: \$10.00

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1. NAME OF CORPORATION

Morris Land Trust, Inc.

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)

A. AMENDED

B. RESTATED

C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

3. TEXT OF EACH AMENDMENT / RESTATEMENT

(See attached.)

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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4. VOTE INFORMATION (check A, B or C.)

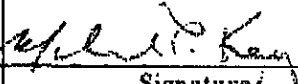
A. The Amendment was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The Amendment was duly approved by the incorporators and member approval was not required.

C. The Amendment was duly approved by the board of directors and member approval was not required.

5. EXECUTION

Dated this 3rd day of May, 2007

Michael P. Keilty	President	
Print or type name of signatory	Capacity of signatory	Signature

Attachment to Certificate of Amendment
Nonstock Corporation

Morris Land Trust, Inc.

3. Text of Each Amendment / Restatement

1. Name of Corporation:

Morris Land Trust

2. C. The Corporation shall have one class of members.

5. Other information:

The corporation shall exist perpetually.

The class, rights, privileges, qualifications, obligations, and the manner of election or appointment of officers and directors are set forth in the By-Laws of Morris Land Trust.

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

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