

**CERTIFICATE OF INCORPORATION
OF GOSHEN HOUSING TRUST, INC.**

FILING #00043 01 25 01 CT 02 VOL B 01500
FILED 01 25 01 AM 11:00 00604
CONNECTICUT SECRETARY OF THE STATE

ARTICLE I.

The name of the corporation is GOSHEN HOUSING TRUST, INC.

ARTICLE II

The corporation's purpose is to address the Town of Goshen's unmet needs for affordable housing, so that:

- i. people who work or volunteer in our community can live here;
- ii. families, young and old, will not have to leave town to find affordable housing;
- iii. Goshen will retain and strengthen its diverse community.

It will achieve these goals in a manner that preserves the Town's rural character.

The corporation will provide qualified families with housing in any form it chooses, including without limitation ownership, rental, or rent-to-own housing, using every available public and private financing program to achieve permanent affordability goals.

The ownership of land by the corporation and the long term stewardship of that land by the corporation will be central to the corporation's fulfillment of these permanent affordability goals, as provided in the Bylaws.

For the corporation, "affordable housing" is defined as housing that is affordable by low and moderate income families as defined in Section 8-243(h) of the Connecticut General Statutes as the same may be amended from time to time.

ARTICLE III.

The nature of the activities to be conducted or the purpose to be promoted or carried out by the corporation will be as follows:

- i. Principally to develop, construct, sponsor or own, as a nonprofit housing organization, as the term is defined in Section 12-412 (29) of the Connecticut General Statutes, housing facilities, as the term is defined in said Section 12-421 (29), solely and exclusively for low and moderate income families and elderly and/or handicapped persons, as the term is defined in Section 8-243(h) of the Connecticut General Statutes.
- ii. To conduct research and planning and to take action directed toward the improvement of living, working, housing, recreational and educational conditions of people in the community, with a view to lessening neighborhood tensions, combating community deterioration and lessening burdens of government in the metropolitan, suburban and rural areas of Connecticut.

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- iii. To develop community knowledge and understanding in Connecticut, of such conditions and the means to alleviate the same, by preparing, publishing and disseminating through all available media of communication, studies, data and information relating to such conditions.
- iv. To build or rehabilitate, own and operate housing and related facilities suited to the special needs and living requirements of eligible occupants as determined by the Connecticut Department of Housing, Connecticut Housing Finance Authority and/or other federal and state agencies involved in providing housing for low and moderate income families and the elderly, and handicapped families; to promote the welfare of such individuals or families.
- v. To undertake and accomplish the foregoing on its own initiative, or for, or with the cooperation, assistance or support of (any one or more governmental agencies, instrumentalities, organizations, associations or individuals, public or private.

ARTICLE IV

The corporation shall have all the powers and privileges which by the laws of the State of Connecticut are or may hereafter be conferred upon corporations without capital stock, including but not limited to the following:

- i. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, governmental grants, loans or other aid, or otherwise; for any of its objects and purposes, and property, both real and personal of whatever kind, nature or description and wherever situated;
- ii. To sell, exchange, convey, mortgage, lease, manage, transfer, or lend, on a secured or unsecured basis, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- iii. To construct, erect, equip, repair and improve houses, buildings, roads, alleys and other construction projects; to make, perform and carry out contracts for construction, altering, decorating, maintaining, furnishing and improving buildings and lands of every sort and kind; and to do any and all things necessary, suitable and proper for the accomplishment of the aforesaid or other related purposes;
- iv. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired;
- v. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in any kind of property, subject to the limitations and conditions contained in any bequest, devise, grant, loan or gift, provided such limitations and conditions are

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not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code, as the same may be amended from time to time;

- vi. To enter into partnership, joint venture or other relationship with other corporations, individuals, associations or entities as necessary or desirable to carry out the purposes of the corporation;
- vii. To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Commissioner of the Department of Housing or the Executive Director of Connecticut Housing Finance Authority, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing under Public Act 86-362 and Chapter 127 (c). Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the corporation's property is held by the Commission of the Connecticut Department of Housing or the Connecticut Housing Finance Authority.
- viii. To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of agreements and other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing from the Department of Housing of the State of Connecticut or the Connecticut Housing Finance Authority.
- ix. To do any other thing, not contrary to law and not outside the charitable, educational, nonprofit purposes of the corporation, necessary or desirable to carry out the purposes of the corporation, provided however, that nothing contained in this Certificate shall authorize the corporation to engage in activities other than those permitted to an organization described in Section 501 (c) (3) of the Internal Revenue Code, as the same may be amended from time to time.

ARTICLE V.

No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI.

The corporation is nonprofit and shall not have or issue capital stock or make distributions. No part of the corporation's net earnings or assets shall inure to the benefit of its directors, officers, or other private individuals except as reasonable compensation for services rendered. Directors shall not receive any compensation for their services as directors.

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ARTICLE VII.

Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not, in accordance with the provisions set forth in Chapter 598a, Sections 33-281 b et seq. of the Connecticut General Statutes, or corresponding provisions of any subsequent amendments thereto:

- i. Engage in any act of "self-dealing", as defined in Section 4944 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent amendments thereto;
- ii. Retain any "excess business holdings", as defined in Section 4943 (c) of said code;
- iii. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of said code, so as to give rise to any liability for tax imposed on this corporation by Section 4944 of said code; or
- iv. Make any "taxable expenditures", as defined in Section 4945 (d) of said code.

In addition to the foregoing provisions of this Article VII, the corporation shall distribute amounts for the purposes specified in its Certificate of Incorporation, in such manner and at such times as are at least sufficient to avoid liability for the tax imposed by Section 4942 of said code.

Further, the corporation shall not carry on any activity 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, or corresponding provisions of any subsequent federal tax laws or (b) by a corporation, contributions to which are deductible as described in Section 170 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII.

The Board of Directors of the Corporation shall be vested with the management of the activities, property and affairs of the corporation.

The Board of Directors of the Corporation shall be composed of at least seven (7) directorships and no more than seventeen (17) filled in the following manner:

- i. The initial directors of the corporation shall be its incorporators.
- ii. All directors shall be nominated and elected to office by the directors of the corporation in accordance with the Articles of Incorporation and Bylaws.
- iii. The term of office of an elected director shall be three (3) years. Vacancies in respect to elected directors may be filled for the unexpired term in accordance with the Bylaws.

The Corporation shall have no members.

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ARTICLE IX.

The duration of the corporation shall be unlimited. In the event of the dissolution of the corporation or the termination of its corporate existence, the assets of the corporation shall be applied and distributed as follows:

- i. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
- ii. Assets held by the corporation shall be disposed of in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 (or the corresponding provision of any future United States Internal revenue law) as the Board of Directors shall determine.
- iii. All assets not disposed of by the Board of Directors, if any, shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes: PROVIDED, however, that the corporation shall at all times have the power to convey any or all of its property to the Commissioner of Connecticut Department of Housing or the Connecticut Housing Finance Authority.

No part of the property or assets of the corporation shall inure to the benefit of any directors, officers or employees of the corporation.

ARTICLE X.

These Articles of Incorporation may be amended from time to time by a two thirds (2/3) vote of the directors present at a meeting at which a quorum is present, provided that written notice of such action shall have been given in the notice of the meeting, and further provided that the Articles may not be amended to permit any corporate action forbidden to any corporation or organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as the same may be amended from time to time.

ARTICLE XI.

Bylaws of the corporation may be adopted or amended by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of any Regulatory Agreement between the corporation and the Commissioner of the Connecticut Department Housing or the Executive Director of the Connecticut Housing Finance Authority pursuant to Article IV hereof.

ARTICLE XII.

As long as a mortgage on the corporation's property is held by the Connecticut Housing Finance Authority or a State or Federal loan or grant agency, these Articles may not be amended without the prior written approval of said loan or grant authority.

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ARTICLE XIII.

The registered agent of the corporation shall be Christopher Sanders whose business address is 24 McDermott Avenue #281, Torrington, Connecticut 06790 and whose residence address is 304 West Side Road, Goshen, Connecticut 06756.

ARTICLE XIV.

The names and addresses of each incorporator of the corporation are as follows:

Thomas P. Carey, 48 Birchwood Lane, Goshen, Connecticut 06756

Thomas F. Farrell, 75 Weldon Court, Goshen, Connecticut 06756

Robert Goldberg, 262 North Goshen Road, Goshen, Connecticut 06756

Erin Hurlburt, 244 East Street North, Goshen, Connecticut 06756

Christopher Sanders, 304 West Side Road, Goshen, Connecticut 06756

Robert P. Valentine, 225 North Street, Goshen, Connecticut 06756

George Zeidenstein, 795 East Street North, Goshen, Connecticut 06756

ARTICLE XV.

The personal liability of a director to the corporation for monetary damages for breach of duty as a director is limited to an amount that is equal to the compensation received by the director for serving the corporation during the year of the violation if such breach did not:

- i. involve a knowing and culpable violation of law by the director,
- ii. enable the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain,
- iii. show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, or
- iv. constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation.

ARTICLE XVI.

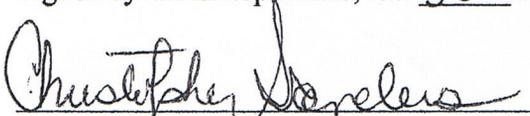
The corporation shall indemnify a director for liability, as defined in Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a director, except liability that:

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- i. involved a knowing and culpable violation of law by the director,
- ii. enabled the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain,
- iii. showed a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, or
- iv. constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation.

Under the penalties of false statement, the following all declare that the statements contained in these Articles of Incorporation are true.

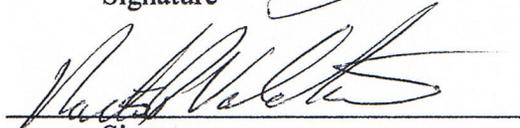
Signed by the incorporators, this 30th day of December, 2010.


Signature

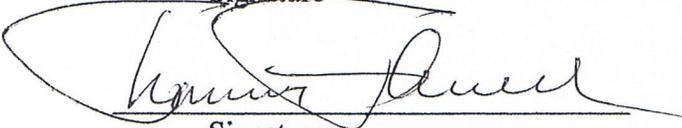
CHRISTOPHER SANDERS
Name (Printed)


Signature

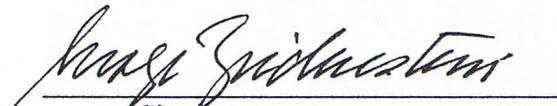
Robert Goldberg
Name (Printed)


Signature

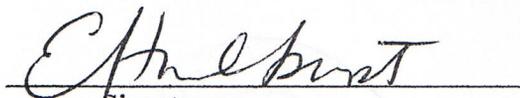
Robert P. Valentine
Name (Printed)


Signature

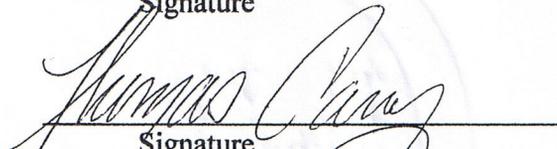
THOMAS FARRELL
Name (Printed)


Signature

GEORGE ZEIDENSTEIN
Name (Printed)


Signature

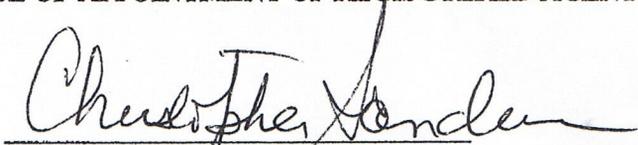
Erin Hurlburt
Name (Printed)


Signature

THOMAS CAREY
Name (Printed)

**CERTIFICATE OF INCORPORATION
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT



**Christopher Sanders
Registered Agent**

FILED IN THE OFFICE OF THE SECRETARY OF STATE
AT HARTFORD, CONNECTICUT
ON 01500
651
CONNECTICUT SECRETARY OF STATE

OFFICE OF THE SECRETARY OF THE STATE
OF CONNECTICUT

ACCEPTANCE OF APPOINTMENT FOR THE POSITION OF

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FILED FOR RECORDS BY THE CLERK OF THE COURT
IN THE OFFICE OF THE CLERK OF THE COURT
AT HARTFORD, CONNECTICUT
ON MARCH 14, 2011

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 14th day of MARCH A.D. 2011

[Handwritten signature]

SECRETARY OF THE STATE RAV

