

FEB 04 2016
SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

*Confirmed Copy
Please refer to us*

02/01/2016

TOBIN, CARBERRY, O'MALLEY ET AL
P.O. BOX 58
43 BROAD STREET
NEW LONDON, CT 06320

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name:
THAMES RIVER HERITAGE PARK
FOUNDATION, INC.

Type of Request:
CERTIFICATE OF INCORPORATION

| | | | |
|--------------------------|-----------------------|------------------------|-----------------------|
| Work Order Number | : 2016030479-001 | Business Filing Number | : 0005478139 |
| Filing Date/Time | : 01/29/2016 12:00 PM | Effective Date/Time | : 01/29/2016 12:00 PM |
| Work Order Payment Total | : \$100.00 | Payment Received | : \$100.00 |
| Credit on Account | : \$146.66 | Customer ID | : 000009039 |
| Business ID | : 1196273 | | |

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

RUBY VEAL
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov

TRANSMISSION VERIFICATION REPORT

TIME : 01/29/2016 12:01
 NAME : TCORS
 FAX : 860-442-3469
 TEL : 8604423469
 SER. # : BROH1J298464

DATE, TIME : 01/29 11:58
 FAX NO. /NAME : 18605096069
 DURATION : 00:02:58
 PAGE(S) : 05
 RESULT : OK
 MODE : STANDARD



**SECRETARY OF THE STATE OF CONNECTICUT
 FAX FILING SERVICE REQUEST**

FAX BUSINESS FILINGS TO: 860-509-6069
 UCC/COPIES/LEGAL EXISTENCES TO: 860-509-6057
 USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.
 PHONE: 860-509-6003 WEBSITE: www.concord-sols.ct.gov

| FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): | | OFFICE USE ONLY | CA CR |
|--|--|--|-------|
| NAME: Tobin, Carberry, O'Malley, Riley & Selinger, P.C. ADDRESS: 43 Broad Street CITY: New London STATE: CT ZIP: 06320 TELEPHONE: 860-447-0335 | | AMT. REC'D \$ | |
| | | TRANS. ID: | |
| | | BATCH DATE: | |
| | | EXP/REF RETURN TO: | |
| 1. TYPE OF SERVICE REQUEST <input checked="" type="checkbox"/> BUSINESS FILING <input type="checkbox"/> UCC FILING (CANNOT BE EXPEDITED) <input type="checkbox"/> COPY <input type="checkbox"/> CERTIFICATE REQUEST | | | |
| 2. BUSINESS NAME / UCC NAME THAMES RIVER HERITAGE PARK FOUNDATION, INC. | | | |
| 3. SELECT EXPEDITED or ROUTINE SERVICE <input checked="" type="checkbox"/> EXPEDITED SERVICE ADDITIONAL \$50.00 MUST BE INCLUDED FOR EACH EXPEDITED ITEM REQUESTED. ADD THIS AMOUNT TO EACH SERVICE/FILING FEE. COMPLETED WITHIN 24 HOURS OF RECEIPT MAILED NEXT BUSINESS DAY AT 4:00PM IF NOT PICKED UP | | | |
| | | <input type="checkbox"/> ROUTINE SERVICE COMPLETED WITHIN 7 TO 10 BUSINESS DAYS MAILED WHEN COMPLETED PICK-UP IS NOT AVAILABLE | |
| 4. REQUEST FOR COP(IES): <input type="checkbox"/> CERTIFIED COPY <input type="checkbox"/> ROUTINE (\$55.00) <input type="checkbox"/> PLAIN COPY <input type="checkbox"/> ROUTINE (\$40.00) <input type="checkbox"/> EXPEDITED (\$105.00) <input type="checkbox"/> EXPEDITED (\$90.00) | | | |
| TYPE OF DOCUMENT BEING REQUESTED: | | | |
| 5. REQUEST FOR CERTIFICATE(S) OF LEGAL EXISTENCE: <input type="checkbox"/> CERTIFICATE OF LEGAL EXISTENCE (FEES FOR LIMITED LIABILITY COMPANIES / LP'S) <input type="checkbox"/> EXPRESS \$50.00 <input type="checkbox"/> SHORT \$60.00 (REFLECTS ALL NAME CHANGES) <input type="checkbox"/> LONG \$100.00 (CANNOT BE EXPEDITED) | | | |
| <input type="checkbox"/> CERTIFICATE OF LEGAL EXISTENCE (FEES FOR CORPORATIONS / LLP'S / STATUTORY TRUSTS) <input type="checkbox"/> EXPRESS \$40.00 (LLP'S & STATUTORY TRUSTS ONLY) <input type="checkbox"/> EXPRESS \$50.00 (CORPORATIONS ONLY) <input type="checkbox"/> SHORT \$80.00 (REFLECTS ALL NAME CHANGES) <input type="checkbox"/> LONG \$120.00 (CANNOT BE EXPEDITED) | | | |
| 6. METHOD OF PAYMENT: BY INDICATING A CUSTOMER ID OR CREDIT CARD NUMBER, YOU ARE HEREBY AUTHORIZING DEBIT OF THE ACCOUNT/CHARGE OF | | | |



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 PHONE: 860-509-6003 WEBSITE: www.concord-sots.ct.gov

| | | | | | |
|--|--|--|--|---|-----------|
| FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS): | | OFFICE USE ONLY | | CA | CR |
| NAME: Tobin, Carberry, O'Malley, Riley & Selinger, P.C. | | AMT. REC'D \$ | | | |
| ADDRESS: 43 Broad Street | | TRANS. ID: | | | |
| CITY: New London STATE: CT | | BATCH DATE: | | | |
| ZIP: 06320 TELEPHONE: 860-447-0335 | | EXP/REF | | | |
| RETURN TO: | | | | | |
| 1. TYPE OF SERVICE REQUEST | | | | | |
| <input checked="" type="checkbox"/> BUSINESS FILING <input type="checkbox"/> UCC FILING (CANNOT BE EXPEDITED) <input type="checkbox"/> COPY <input type="checkbox"/> CERTIFICATE REQUEST | | | | | |
| 2. BUSINESS NAME / UCC NAME | | | | | |
| THAMES RIVER HERITAGE PARK FOUNDATION, INC. | | | | | |
| 3. SELECT EXPEDITED or ROUTINE SERVICE | | | | | |
| <input checked="" type="checkbox"/> EXPEDITED SERVICE ADDITIONAL \$50.00 MUST BE INCLUDED FOR EACH EXPEDITED ITEM REQUESTED. ADD THIS AMOUNT TO EACH SERVICE/FILING FEE. COMPLETED WITHIN 24 HOURS OF RECEIPT MAILED NEXT BUSINESS DAY AT 4:00PM IF NOT PICKED UP | | | <input type="checkbox"/> ROUTINE SERVICE COMPLETED WITHIN 7 TO 10 BUSINESS DAYS MAILED WHEN COMPLETED PICK-UP IS NOT AVAILABLE | | |
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| <input type="checkbox"/> ROUTINE (\$55.00) <input type="checkbox"/> EXPEDITED (\$105.00) | | <input type="checkbox"/> ROUTINE (\$40.00) <input type="checkbox"/> EXPEDITED (\$90.00) | | CERTIFIED COPY PLAIN COPY | |
| TYPE OF DOCUMENT BEING REQUESTED: | | | | | |
| 5. REQUEST FOR CERTIFICATE(S) OF LEGAL EXISTENCE: | | | | | |
| <input type="checkbox"/> CERTIFICATE OF LEGAL EXISTENCE (FEES FOR LIMITED LIABILITY COMPANIES / LP'S) | | <input type="checkbox"/> CERTIFICATE OF LEGAL EXISTENCE (FEES FOR CORPORATIONS / LLP'S / STATUTORY TRUSTS) | | | |
| <input type="checkbox"/> EXPRESS \$50.00 <input type="checkbox"/> SHORT \$50.00 (REFLECTS ALL NAME CHANGES) <input type="checkbox"/> LONG \$100.00 (CANNOT BE EXPEDITED) | | <input type="checkbox"/> EXPRESS \$40.00 (LLP'S & STATUTORY TRUSTS ONLY) <input type="checkbox"/> EXPRESS \$50.00 (CORPORATIONS ONLY) <input type="checkbox"/> SHORT \$80.00 (REFLECTS ALL NAME CHANGES) <input type="checkbox"/> LONG \$120.00 (CANNOT BE EXPEDITED) | | | |
| 6. METHOD OF PAYMENT: | | | | | |
| BY INDICATING A CUSTOMER ID OR CREDIT CARD NUMBER, YOU ARE HEREBY AUTHORIZING DEBIT OF THE ACCOUNT/CHARGE OF CREDIT CARD. | | | | | |
| TOTAL CHARGE: | | \$100.00 | | | |
| NOTE: EXPEDITED SERVICE REQUIRES AN ADDITIONAL FEE. IF THE FEE(S) ARE NOT INCLUDED, THE REQUEST(S) WILL BE COMPLETED ON A ROUTINE BASIS. | | | | | |
| <input type="checkbox"/> PAYMENT BY AN ESTABLISHED CUSTOMER ACCOUNT. | | CUSTOMER ID#: | | | |
| <input checked="" type="checkbox"/> PAYMENT BY CREDIT CARD: (ONLY VISA, MASTERCARD OR AMEX ACCEPTED) | | <input checked="" type="checkbox"/> VISA <input type="checkbox"/> MASTERCARD <input type="checkbox"/> AMERICAN EXPRESS | | | |
| CREDIT CARD BILLING INFORMATION: FAILURE TO PROVIDE ALL REQUIRED CREDIT CARD INFORMATION WILL RESULT IN DELAY OF PROCESSING. | | | | | |
| NAME: Joseph J. Selinger | | CARD NO.: 4807073006752996 | | | |
| ADDRESS: 43 Broad Street | | EXPIRATION DATE: 09/17 | | | |
| CITY: New London STATE: CT | | SECURITY CODE: 811 | | | |
| ZIP: 06320 TELEPHONE: 860-447-0335 | | AMOUNT AUTHORIZED: \$100.00 | | | |
| SIGNATURE: | | | | | |

CERTIFICATE OF INCORPORATION
(NON-STOCK CORPORATION)
THAMES RIVER HERITAGE PARK FOUNDATION, INC.

The undersigned Incorporator certifies that he forms a corporation under the Connecticut Revised Nonstock Corporation Act, presently contained in Chapter 602 of the Connecticut General Statutes.

ARTICLE I – NAME, ADDRESS

The name of the corporation is THAMES RIVER HERITAGE PARK FOUNDATION, INC., (hereinafter, the "Foundation") and the address of its principal office is c/o Southeastern CT Council of Governments, 5 Connecticut Avenue, Norwich, Connecticut 06360.

ARTICLE II – CHARITABLE PURPOSE

The nature of the activities to be conducted, and the purposes to be promoted and carried out by the Foundation, on a non-profit basis, are as follows:

- (a) To promote, help develop and preserve, and coordinate activities within a State of Connecticut park, known as the Thames River Heritage Park, which includes sites of national and historic significance along the Thames River.
- (b) To oversee the operation of or operate a water shuttle system to transport visitors between different destinations and sites of significance on both sides of the Thames River.
- (c) To raise funds for these purposes.
- (d) And in furtherance of the foregoing to engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Non-Stock Corporation Act.
- (e) Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from

federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) All moneys and other properties coming into the hands of the Foundation, after the payment of necessary expenses, are to be held and administered in accordance with the terms of the gift and in furtherance of the objectives and purposes above stated, and no officer, member, or employee of the Foundation shall receive any pecuniary profit or derive anything of value from the operations thereof, except reasonable compensation for services in effecting one or more of such purposes, or as proper beneficiary of its strictly charitable purposes.

(g) No substantial part of the activities of this Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(h) The property of this Foundation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this Foundation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

(i) In general, in furtherance and not in extension of the foregoing objectives and purposes, to carry on any other activity which may lawfully be carried on by a corporation organized under the Connecticut Revised Non-stock Corporation Act.

ARTICLE III - NON-STOCK AND NON-PROFIT

The Foundation is and shall be non-profit and shall not have or issue shares of the stock or pay dividends.

ARTICLE IV – BOARD OF DIRECTORS

The Foundation shall have no members and shall operate under the management of its Board of Directors. The initial Board of Directors of the Foundation shall be appointed by the Incorporator of the Foundation at the direction of the Thames River Heritage Park Transition Team. The By-Laws may provide that persons occupying certain positions within or without the Foundation shall be ex-officio Directors.

ARTICLE V - LIMIT OF DIRECTOR LIABILITY

The personal liability of the Directors to the Foundation for monetary damages for a breach of duty as a director shall be limited to the greatest extent permitted under Section 33-1026(b) or 52-557m of the Connecticut General Statutes, which are hereby incorporated by reference as if fully set forth herein, or as otherwise permitted by law.

ARTICLE VI - TERM

The Foundation shall have perpetual existence.

ARTICLE VII - POWER TO ACCEPT GIFTS

The Foundation may receive and accept monies and property whether real, personal, or mixed, by way of gift, grant, bequest or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with the exclusive purposes of the Foundation.

ARTICLE VIII - DISSOLUTION

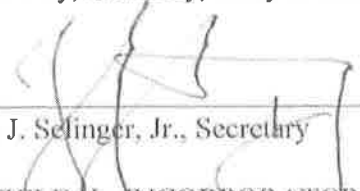
Upon the dissolution or winding up of the Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for scientific, educational and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX – REGISTERED AGENT FOR SERVICE

Name of Agent: Tobin, Carberry, O'Malley, Riley & Selinger, P.C.

Business Address: 43 Broad Street
P.O. Box 58
New London, CT 06320

Acceptance of Appointment: Tobin, Carberry, O'Malley, Riley & Selinger, P.C.

By: 
Joseph J. Selinger, Jr., Secretary

ARTICLE X - INCORPORATOR

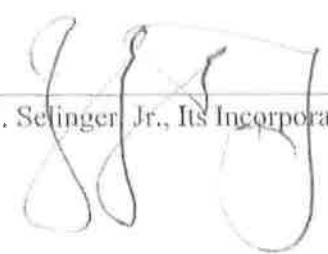
Name of Incorporator: Joseph J. Selinger, Jr.

Address: c/o Tobin, Carberry, O'Malley, Riley & Selinger, P.C.
43 Broad Street
P.O. Box 58
New London, CT 06320

ARTICLE XI – EMAIL ADDRESS

None.

Dated at New London, Connecticut this 21 day of January, 2016.


Joseph J. Selinger, Jr., Its Incorporator