

**CERTIFICATE OF INCORPORATION**

**OF**

**THE WATERBURY LAND BANK AUTHORITY, INC.**

The undersigned incorporator of The Waterbury Land Bank Authority, Inc. desiring to form a nonstock corporation pursuant to the provisions of the Connecticut Revised Nonstock Corporation Act (hereinafter referred to as the "Act") and Public Act 19-175, An Act Concerning the Creation of Land Bank Authorities (hereinafter referred to as the "Land Bank Act"), hereby executes the following Certificate of Incorporation.

**ARTICLE I: NAME**

The name of the Corporation is "The Waterbury Land Bank Authority, Inc." (hereinafter referred to as the "Corporation").

**ARTICLE II: TYPE OF CORPORATION**

The Corporation shall be a nonstock corporation and shall not have or issue shares of stock or make distributions.

**ARTICLE III: PURPOSES AND POWERS**

**Section 3.01 Purposes.** This Corporation is organized and shall be operated exclusively for charitable, education and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); the Corporation shall have all of the powers of a "land bank authority" pursuant to the Land Bank Act. In furtherance thereof, the Corporation's purposes shall include the following specific and primary purposes, without limitation, and may be undertaken whether the Corporation acts independently or collaboratively with public and private entities and government agencies:

- (a) To acquire "Real Property" (as defined in the Land Bank Act), maintain any such Real Property and dispose of any such Real Property within the City of Waterbury;
- (b) To acquire, own, hold, convey, sell, lease, rehabilitate, maintain, protect, insure, develop, demolish, deconstruct, or remove Real Property;
- (c) To investigate, mitigate or remediate environmental contamination as well as unhealthy or unsanitary conditions which may affect, threaten or exist on Real Property;
- (d) To assist with the redevelopment of Real Property where such assistance promotes desirable uses, supports community plans and projects or mitigates the negative impacts to the values, uses, development or enjoyment of other Real Property;
- (e) To provide land for needed public facilities;
- (f) To prepare sites and to construct or facilitate the construction of improvements, such as public ways and utility connections; and
- (g) To contract or facilitate the construction of buildings or facilities for residential, commercial, industrial, public or other uses.

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**Section 3.02 Powers.** This Corporation shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act and the Land Bank Act, limited to the exercise of only such powers as are: a) in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and b) in furtherance of activities permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation set forth in this Article III, Section 3.01.

**ARTICLE IV: REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent for the Corporation shall be:

Carmody Torrance Sandak & Hennessey LLP  
50 Leavenworth Street  
Waterbury CT 06720

**ARTICLE V: MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE VI: INCORPORATOR**

The name and address of the incorporator is:

Ann H. Zucker  
Carmody Torrance Sandak & Hennessey LLP  
50 Leavenworth Street  
Waterbury CT 60720

**ARTILE VII: TERM OF EXISTENCE**

The Corporation will have perpetual existence.

**ARTICLE VIII: BOARD OF DIRECTORS**

**Section 8.01. Authority of the Board.** The control and management of the property, affairs, business and activities of the Corporation shall be vested in the Board of Directors as provided in the Bylaws of the Corporation. The Board of Directors shall possess and may exercise all the powers and authority granted to the Corporation by the Act, by the Land Bank Act, by this Certificate of Incorporation or by the Bylaws of the Corporation, and the Ordinance of the City of Waterbury creating the Corporation (the "Ordinance") as now or hereafter in effect.

**Section 8.02. Number, Election and Removal of Directors.** The Directors of the Corporation shall be appointed, elected, removed, and hold office as specifically provided in the Bylaws of the Corporation.

**ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 9.01. Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, Employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorney's fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, Officer, employee or agent of this Corporation.

**Section 9.02. Indemnification Not Exclusive.** The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled.

**Section 9.03. Insurance.** The Board of Directors shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, Officers, employees and other agents, against any liability asserted against or uncured by such persons, such capacity or arising out of the person's status as such.

**ARTICLE X: PROVISIONS FOR THE REGULATION OF THE AFFAIRS OF THE CORPORATION**

**Section 10.01. Prohibition of Distribution to Private Persons.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, agents or any other provide individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article III of this Certificate of Incorporation.

**Section 10.01. Prohibition of Legislative and Political Activity.** No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public use, nor for any political party or organization operated primarily for political purposes.

**Section 10.03. Prohibition of Activities Not Permitted by Exempt Organizations.** Neither the Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities permitted to be carried on a) by an organization except from federal income tax under Section 501(c)(3) of the Code, or b) by an organization, contributions, to which are deductible under Section 170(c)(2) of the Code.

**Section 10.04. Director Liability.** No Director of the Corporation shall be liable for any of the Corporation's obligations.

**Section 10.05. Limitations Relating to Private Foundations.** Notwithstanding any other provision of this Certificate of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall make distributions at such time

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and in such manner as not to subject the Corporation to the tax imposed by Section 4942 of the Code. Further, notwithstanding any other provision of the Certificate of Incorporation, at any time the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall not: a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; b) retain any excess business holdings as defined in Section 4943(c) of the Code; c) make any investment in such a matter as to subject the Corporation to tax under Section 4944 of the Code; or make any taxable expenditure as defined in Section 4945(d) of the Code.

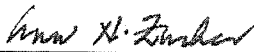
**ARTICLE XI: AMENDMENTS TO CERTIFICATE OF INCORPORATION**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act. This Certificate of Incorporation may be amended only upon the affirmative vote of a majority of the of Directors then in office, present and voting, at any regular or special meeting of the Board subject to the notice and quorum provisions set forth in the Corporation's Bylaws. The meeting notice must state the purpose of the meeting is to consider proposed amendment(s) and include a copy of the proposed amendment(s).

**ARTICLE XII: DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION**

The property of the Corporation is irrevocably dedicated to charitable, educational and scientific purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or Officer thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the City of Waterbury, Connecticut.

**IN WITNESS WHEREOF**, I affirm under the penalties for perjury that the above and foregoing representations are true and correct to the best of my knowledge and belief.



Ann H. Zucker, Incorporator  
Date: February 25, 2022

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT:

The undersigned hereby accepts appointment as the registered agent of the Corporation.

**CARMODY TORRANCE SANDAK &  
HENNESSEY LLP**



By Ann H. Zucker  
Its Partner

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*Rec*  
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