

Delaware

The First State

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**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "JAMES MERRILL
HOUSE FOUNDATION, INC.", FILED IN THIS OFFICE ON THE TWENTY-
FIRST DAY OF APRIL, A.D. 2021, AT 3:12 O'CLOCK P.M.**




Jeffrey W. Bullock, Secretary of State

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SR# 20211391315

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203028222
Date: 04-21-21

**CERTIFICATE OF INCORPORATION
OF**

**JAMES MERRILL HOUSE FOUNDATION, INC.
(A NON-STOCK, NON-PROFIT CORPORATION)**

The undersigned, a Non-Profit Corporation incorporated in the State of Connecticut, desiring to form a Non-Profit Corporation under the Delaware General Corporation Law (the "DGCL"), hereby certifies as follows:

1. The name of the Corporation is JAMES MERRILL HOUSE FOUNDATION, Inc. (the "Corporation").
2. The Registered Office of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the Registered Agent at such address upon whom process against the Corporation may be served is The Corporation Trust Company.
3. The Corporation shall not have any capital stock.
4. The conditions for membership shall be those stated in the By-Laws of the Corporation.
5. The Corporation shall be a non-profit corporation.
6. The Corporation is not organized for profit and shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member of the Board of Directors or any other of its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 hereof.

7. Notwithstanding any other provisions of this Certificate of Incorporation, the objects and purposes of the Corporation shall be exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any subsequent federal tax law) (the "Code"). More specifically, the Corporation will establish an endowment, and it will maintain and, as appropriate, expend funds from such endowment to further the legacy of James Merrill, one of America's great poets, and to support the efforts of the charitable organization that owns the James Merrill House at 107 Water Street, Stonington, Connecticut and its contents (the "James Merrill House") to preserve that important landmark and to preserve, create and promote programs and assets related to James Merrill and/or to the James Merrill House. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation described in section 501(c)(3) of the Code. Subject to the foregoing, and solely for purposes of carrying out its purposes, the Corporation is authorized to engage in any lawful act or activity for which corporations may be organized under the DGCL.
8. As a means of accomplishing its objects and purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold, and administer funds exclusively for its objects and purposes, and to that end, to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wherever situated; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes,

without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purpose; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such funds or property as the Corporation may from time to time possess to the purposes of the Corporation.

9. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except that this Article 9 does not eliminate or limit the liability of a Director for:
- (a) Any breach of a Director's duty of loyalty to the Corporation;
 - (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or
 - (c) Any transaction from which the Director involved derived an improper personal benefit.

If the DGCL is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation of personal liability set out in this Article 9, will be limited to the fullest extent permitted by the amended law.

10. The period of duration of the Corporation shall be perpetual or until such time as the Board of Directors and the Members, if any, shall adopt a resolution approving dissolution of the Corporation pursuant to, and in accordance with, applicable law.
11. Upon the winding up or dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the

remaining assets shall be distributed to, and only to, one or more charitable organizations within the meaning of section 501(c)(3) of the Code.

12. The Corporation reserves the right to amend or repeal, by the affirmative vote of two-thirds (2/3) of its Board of Directors, any of the provisions contained in this Certificate of Incorporation. The Board of Directors shall have the power to adopt, or as provided in the By-Laws, amend or repeal the By-Laws of the Corporation. The By-Laws shall govern the operation of and membership in this Corporation, unless any By-law conflicts with this Certificate of Incorporation, in which case the Certificate of Incorporation shall be controlling

13. The name and mailing address of the Incorporator is:

Stonington Village Improvement Association, Inc.
P.O. Box 18
Stonington, CT 06378

IN WITNESS WHEREOF, I have hereunto subscribed my name this 13th day of April, 2021.

Stonington Village Improvement Association, Inc., Incorporator

By: Janet McClendon

Janet McClendon, President