

**TOWNSEND CONSERVATION LAND TRUST, INC.  
CLERK'S CERTIFICATE OF VOTE**

I, Gene Rauhala, hereby certify that I am the Clerk of the Townsend Conservation Land Trust, Inc., 68 Meadow Road, Townsend, Massachusetts ("TCLT"), and that the following votes were duly adopted by the Board of Directors in accordance with and pursuant to TCLT's By-Laws and that said votes have not been amended or revoked and are in full force and effect:

**TOWNSEND CONSERVATION LAND TRUST, INC.**

*VOTE OF DIRECTORS*

VOTED: That the board of directors hereby adopts the Plan and Agreement of Merger of TOWNSEND CONSERVATION LAND TRUST, INC., Inc. with and into the NORTH COUNTY LAND TRUST, INC., Inc. ("Agreement") substantially in the form attached hereto, and further

VOTED: To authorize, ratify and confirm the execution and delivery of the Agreement on behalf of the Corporation by the president, vice president, or treasurer, and further

VOTED: To ratify and confirm all that each of the officers of the Corporation has done in connection with the Agreement and the transactions contemplated thereby, and further

VOTED: To approve and adopt, pursuant to M. G. L. c. 180, § 3, the Agreement and the merger ("Merger") contemplated by the Agreement, there being 8 voting members of the Townsend Conservation Land Trust, Inc., of which at least 6 approved the Agreement, and further

VOTED: That the officers of the Corporation are authorized to execute, deliver and file all such other documents and other instruments, including deeds, as any one of them deems necessary, proper or convenient to carry out the transactions contemplated by the Agreement and the Merger and take such further action as any one of such officers deems necessary proper or appropriate to effectuate the foregoing.

I further certify that the current officers of the Townsend Conservation Land Trust, Inc. are as follows:

President: Veronica Kell

Vice President: None/Vacant

Treasurer: Dennis Argo

*PLAN AND AGREEMENT OF MERGER*

**PLAN AND AGREEMENT OF MERGER OF TOWNSEND CONSERVATION LAND TRUST, INC. WITH AND INTO NORTH COUNTY LAND TRUST, INC.**

AGREEMENT (“Agreement”) entered into as of June 24, 2022 by NORTH COUNTY LAND TRUST, INC., Inc. (“NCLT”) and TOWNSEND CONSERVATION LAND TRUST, INC., Inc. (“TCLT”).

WHEREAS, NCLT is a corporation formed under M. G. L. c. 180 and having its principal office at 325 Lindell Avenue, Leominster, MA 01453, and

WHEREAS, TCLT is a corporation formed under M. G. L. c. 180 and having its principal office at 68 Meadow Road /P.O. Box 734, Townsend, MA 01469, and

WHEREAS, Section 10 of Chapter 180 of the General Laws of The Commonwealth of Massachusetts permits a merger of any two or more corporations organized under said Chapter 180, and

WHEREAS, TCLT and NCLT deem it advisable and to the advantage, welfare and best interests of each of said corporations, subject to the authorization, approval and adoption of, this Agreement, by the TCLT’s members and the NCLT’s directors, to merge TCLT with and into NCLT, pursuant to M. G. L. c. 180, § 10, upon the terms herein set forth;

WHEREAS, since TCLT has members, M. G. L. c. 180, § 3, with approval of two-thirds of TCLT’s entire membership, authorizes TCLT’s directors to adopt and approve this Agreement; and

WHEREAS, since NCLT does not have voting members, M. G. L. c. 180, § 3 permits any member action, including adoption and approval of this Agreement, to be taken by its directors by action of two-thirds of NCLT’s directors.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and promises of the parties, the undersigned corporations hereby enter into and adopt this Agreement, as follows:

1. Pursuant to the provisions of M. G. L. c. 180, § 10, TCLT, as the terminating corporation, shall be merged with and into NCLT, and NCLT shall be the surviving corporation. The separate existence of TCLT shall cease as of the effective date, in accordance with M. G. L. c. 180, § 10. The name of “NORTH COUNTY LAND TRUST, INC.” shall remain unchanged after said effective date.

2. NCLT’s articles of organization, as the same shall be in force and effect as at the effective date of the merger herein provided for, shall continue to be the articles of organization of said surviving corporation, until the same may be amended pursuant to the provisions of M. G. L. c. 180.

3. NCLT’s by-laws, as the same shall be in force and effect as at the effective date of the merger herein provided for, shall continue to be the by-laws of said surviving corporation, until the same may be amended pursuant to the provisions of M. G. L. c. 180.

4. In accordance with the NCLT's existing articles of organization, unless and until subsequently amended, the purposes of NCLT shall remain as follows:

To organize a corporation under the provisions of Massachusetts General Laws 180, Section 4(a), the corporation is organized and shall be operated exclusively for educational, charitable, scientific and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the corporation has been formed to promote and carry out the following purposes: 1. To promote, for the benefit of the general public, the preservation and improvement of natural resources principally in, but not limited to, northern Worcester County, Massachusetts. These resources shall include land and water resources, plant and animal life, and scenic, natural and historic sites. 2. To engage in and promote the scientific study of natural resources and education in natural resources subjects. 3. To use all real and personal property properties held or controlled by the corporation and the net earnings thereof for the benefit of the general public and solely for charitable, educational, recreational, conservation, scientific and historical purposes. 4. To acquire by gift, devise, bequest, purchase or otherwise, real and personal property, both tangible and intangible, and interest s therein, with or without restrictions of use, in accordance with the charitable purposes of the corporation. 5. To hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidence of indebtedness of any person, firm, partnership, association or corporation for the sole benefit of the charitable purpose s of the corporation. 6. To cut and sell timber contained on any property under the ownership or control of the corporation, as determined to be necessary or advisable under any forest management plan, and to sell or give development rights pertaining to such property. 7. To engage in any other charitable activities that may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts which is exempt from taxation under section 501(c)(3) of the United States Internal Revenue Code.

5. TCLT and NCLT each agree that they shall execute, file and/or record Articles of Merger and any other document or documents required by The Commonwealth of Massachusetts and each shall perform all necessary acts within The Commonwealth of Massachusetts and elsewhere in order to effectuate the merger herein contemplated.

6. The terms and conditions of the merger are that on the effective date of the merger TCLT shall be merged with and into NCLT and that thereafter TCLT's independent existence shall cease.

7. The president, clerk and each other officer of TCLT and NCLT are each individually hereby authorized, empowered and directed to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or effect any of the provisions of this Agreement or the merger hereby contemplated.

8. The effective date on which the merger herein shall become effective shall be the date the Articles of Merger are filed with the Secretary of The Commonwealth of Massachusetts.

Executed and delivered as a sealed instrument under the pains and penalties of perjury on this \_\_\_\_\_ day of April 2023.

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Gene Rauhala, Clerk

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

On this \_\_\_\_\_ day of April 2023, before me, the undersigned notary public, personally appeared Gene Rauhala, Clerk of the Townsend Conservation Land Trust, Inc., known to me personally or confirmed by government issued identification to be the person whose name is signed on the preceding document in his capacity as Clerk of said Townsend Conservation Land Trust, Inc. and acknowledged to me that he signed it voluntarily as his free act and deed in his capacity as Clerk for its stated purpose.

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Notary Public  
My commission expires: