



November 18, 2012

Del Trimble, Exempt Organizations Specialist
Group # 7821/ID# 0203385
Internal Revenue Service
P. O. Box 2508
Cincinnati, OH 45201
Fax 513-263-3662

Re: Riverside Park Conservancy, Inc.
EIN 45-4226202

Dear Mr. Trimble:

As you have requested, please find our Certificate of Incorporation (2 pages) and Certificate of Amendment (4 pages) that were filed with the State of Connecticut. Each page is stamped by the CT Secretary of the State with the # and date of filing, volume and page number.

Thank you for your assistance in completing our application for exemption.

Yours truly,

A handwritten signature in blue ink that reads "Ronna Stuller". The signature is fluid and cursive, with a long horizontal stroke at the end.

Ronna Stuller
Treasurer, Riverside Park Conservancy
860-447-9823 (home)
860-772-8439 (mobile)

Internal Revenue Service

P.O. Box 2508
Cincinnati, OH 45201

Department of the Treasury

Date: November 5, 2012

Riverside Park Conservancy Inc
c/o Ronna Stuller
PO Box 1082
New London, CT 06320-1082

Employer Identification Number:

45-4226202

Person to Contact – Group #: 7821

Del Trimble
ID# 0203385

Contact Telephone Numbers:

513-263-3657 Phone

513-263-3662 Fax

Response Due Date:

November 26, 2012

Dear Sir or Madam:

We need more information before we can complete our consideration of your application for exemption. Please provide the information requested on the enclosed Information Request by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on your application. Also, the information you submit should be accompanied by the following declaration:

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

If we approve your application for exemption, we will be required by law to make the application and the information that you submit in response to this letter available for public inspection. Please ensure that your response doesn't include unnecessary personal identifying information, such as bank account numbers or Social Security numbers, that could result in identity theft or other adverse consequences if publicly disclosed. If you have any questions about the public inspection of your application or other documents, please call the person whose name and telephone number are shown above.

To facilitate processing of your application, please attach a copy of this letter and the enclosed Application Identification Sheet to your response and all correspondence related to your application. This will enable us to quickly and accurately associate the additional documents with your case file. Also, please note the following important response submission information:

- Please don't fax and mail your response. Faxing and mailing your response will result in unnecessary delays in processing your application. Each piece of correspondence submitted (whether fax or mail) must be processed, assigned, and reviewed by an EO Determinations specialist.
- Please don't fax your response multiple times. Faxing your response multiple times will delay the processing of your application for the reasons noted above.

Riverside Park Conservancy
45-4226202

- Please don't call to verify receipt of your response without allowing for adequate processing time. It takes a minimum of three workdays to process your faxed or mailed response from the day it is received.

If we don't hear from you by the response due date shown above, we will assume you no longer want us to consider your application for exemption and will close your case. As a result, the Internal Revenue Service will treat you as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new application.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Del Trimble

Del Trimble
Exempt Organizations Specialist

Enclosure: Information Request

Additional Information Requested:

Please read the Penalties of Perjury statement noted above. Then, please sign and date below, indicating you agree to the Declaration.


Name 11/18/12
Date

1.) Your Articles of Incorporation and Articles of Amendment(s) submitted with your application do not show evidence that they were filed with the state in which you are incorporated. Please submit a **complete copy** of your Articles of Incorporation and all amendments thereto that show evidence that they were filed with the state. Please note we cannot accept a copy that only indicates it was received by or submitted to the state.

IF FAXING, PLEASE DIRECT ALL CORRESPONDENCE TO:

513-263-3662

US Mail:

Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Del Trimble
Room 4508
Group 7838

Street Address for Delivery Service:

Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Del Trimble
Room 4508
Group 7838



SECRETARY OF THE STATE OF

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 307 TRINITY STREET, HARTFORD, CT 06103
PHONE: 860-509-6003 WEBSITE: www.concord-sots.ct.gov

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FILED 12/23/2011 08:30 AM PAGE 01535
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):
NAME: Kathleen Mitchell
ADDRESS: 107 Pequot Avenue
CITY: New London
STATE: Connecticut ZIP: 06320
FILING FEE: \$50
MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"

1. NAME OF CORPORATION:
The Friends of Riverside Park Conservancy, Inc.

THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.

2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:
A. THE CORPORATION SHALL NOT HAVE MEMBERS.
B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE.
C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS.
D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS:
PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 & -1056.

3. APPOINTMENT OF REGISTERED AGENT: (PLEASE SELECT ONLY ONE A. OR B.)
A. INDIVIDUAL'S AGENT NAME: Kathleen M. Mitchell

BUSINESS ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: NONE
RESIDENCE ADDRESS: (P.O. BOX UNACCEPTABLE) ADDRESS: 107 Pequot Avenue
CITY: NEW LONDON
STATE: CT ZIP: 06320

B. BUSINESS ENTITY AGENT NAME:
ADDRESS: (P.O. BOX UNACCEPTABLE)
ADDRESS:
CITY:
STATE: ZIP:

ACCEPTANCE OF APPOINTMENT

Kathleen M. Mitchell

SIGNATURE OF AGENT

4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

To restore, manage, and enhance Riverside Park, in Partnership with the public and local government, for the enjoyment of present and future generations, and to improve the quality of open space for all New Londoners.

5. OTHER INFORMATION:

6. EXECUTION: CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR

DATED THIS 20 DAY OF December, 2011

NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
Kathleen M. Mitchell	ADDRESS: 107 Peguot Avenue CITY New London STATE: CT ZIP: 06320	<i>Kathleen M. Mitchell</i>
Ronna K. Stuller	ADDRESS: 19 Evergreen Avenue CITY New London STATE: CT ZIP: 06320	<i>Ronna K. Stuller</i>
Catherine M. Strother	ADDRESS: 19 Bolles Avenue CITY New London STATE: CT ZIP: 06320	<i>Catherine M. Strother</i>
	ADDRESS: CITY STATE: ZIP:	



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

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FILED 11/14/2012 03:00 PM PAGE 03275

SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. A

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME: Catherine Strother ADDRESS: 19 Bolles Avenue CITY: New London STATE: CT ZIP: 06320</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>Riverside Park Conservancy, Inc.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input checked="" type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input checked="" type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p>Restated document is provided. <i>See attachment A.</i></p>	

4. VOTE INFORMATION (CHECK A, B or C)


A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 18th DAY OF July, 20 12

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Catherine Strother	Secretary	 FILING #0004746616 PG 02 OF 04 VOL B-01736 FILED 11/14/2012 03:00 PM PAGE 03276 SECRETARY OF THE STATE CONNECTICUT SECRETARY OF THE STATE

Attachment A.

Articles of Incorporation of Riverside Park Conservancy, Inc.

AMENDED AND RESTATED EFFECTIVE JULY 18, 2012

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Connecticut, do hereby certify:

First: The name of the Corporation shall be Riverside Park Conservancy, Inc. (herein referred to as "RPC").

Second: The principal office of the Corporation is to be located in the City of New London, New London County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of RPC is to restore, manage and enhance Riverside Park, in partnership with the public and local government, for the enjoyment of present and future generations, and to improve the quality of open space for all New Londoners.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Ronna K. Stuller, 19 Evergreen Avenue, New London, CT 06320

Kathleen M. Mitchell, 107 Pequot Avenue, New London, CT 06320

Catherine M. Strother, 19 Bolles Avenue, New London, CT 06320

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the 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 office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal

Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

CERTIFICATION

I, Catherine Strother, Secretary of Riverside Park Conservancy, Inc., hereby certify that the Articles of Incorporation of Riverside Park Conservancy, Inc., Amended and Restated, was adopted by unanimous vote of the Board of Directors in a legally called meeting held on July 18, 2012.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of July, 2012.

*RIVERSIDE PARK CONSERVANCY, INC.
A Connecticut nonstock corporation*

By: *Catherine M. Strother*
Catherine M. Strother, Secretary