November 18, 2011

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office,

SQUANNACOOK GREENWAYS, INC.

was incorporated under the General Laws of this Commonwealth on September 15, 2011 (Chapter 180).

I also certify that so far as appears of record here, said corporation still has legal existence.

I further certify that in Articles of Organization filed here September 15, 2011, the Officers and Directors of said corporation are listed as follows:

SEE ATTACHED

In testimony of which,

I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth
The exact name of the corporation is:

SQUANNACOOK GREENWAYS, INC.

The purpose of the corporation is to engage in the following business activities:

SQUANNACOOK GREENWAYS IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE PURPOSE IS TO BUILD, MAINTAIN, AND PROMOTE THE SQUANNACOOK RIVER RAIL TRAIL AS A SOURCE OF RECREATION AND SAFE NON-MOTORIZED TRANSPORTATION. USE OF THIS TRAIL WILL BE FREE AND OPEN TO THE PUBLIC. SQUANNACOOK GREENWAYS WILL ALSO WORK TO INTEGRATE THE SQUANNACOOK RIVER RAIL TRAIL WITH OTHER FACILITIES, SUCH AS TRAILS AND SIDEWALKS, TO ENCOURAGE HUMAN-POWERED TRANSPORTATION AND IMPROVE ACCESS TO OUR TOWN'S NATURAL AREAS.

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

THE MEMBERSHIP PROVISIONS OF THIS CORPORATION SHALL BE STATED IN THE BYLAWS OF THIS CORPORATION.

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

UPON THE DISSOLUTION OF THIS CORPORATION, ITS ASSETS REMAINING AFTER PAYMENT, OR PROVISION FOR PAYMENT, OF ALL DEBTS AND LIABILITIES OF THIS CORPORATION SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE
LEGISLATION (EXCEPT AS OTHERWISE PROVIDED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE), AND THIS 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. NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS OR TRUSTEES, 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 OF THIS CORPORATION. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE BYLAWS, THIS CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V
The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI
The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII
The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

| No. and Street: | 88 SOUTH HARBOR ROAD |
| City or Town:  | TOWNSEND  | State: MA  | Zip: 01469  | Country: USA |

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

<table>
<thead>
<tr>
<th>Title</th>
<th>Individual Name</th>
<th>Address (no PO Box)</th>
<th>Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>PRESIDENT</td>
<td>BRUCE EASOM</td>
<td>435 MARTINS POND RD GROTON, MA 01450 USA 435 MARTINS POND RD GROTON, MA 01450 USA</td>
<td>None</td>
</tr>
<tr>
<td>TREASURER</td>
<td>WILLIAM RIDEOUT</td>
<td>88 SOUTH HARBOR RD TOWNSEND, MA 01469 USA 88 SOUTH HARBOR RD TOWNSEND, MA 01469 USA</td>
<td>None</td>
</tr>
<tr>
<td>CLERK</td>
<td>JOAN WOTKOWICZ</td>
<td>23 SCHOOL STREET TOWNSEND, MA 01469 USA 23 SCHOOL STREET TOWNSEND, MA 01469 USA</td>
<td>None</td>
</tr>
<tr>
<td>VICE PRESIDENT</td>
<td>PETER CUNNINGHAM</td>
<td>44 SMITH STREET GROTON, MA 01450 USA 44 SMITH STREET</td>
<td>None</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td>PETER CARSON</td>
<td>GROTON, MA 01450 USA</td>
<td>None</td>
</tr>
<tr>
<td>----------------</td>
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<td>----------------------</td>
<td>------</td>
</tr>
<tr>
<td></td>
<td>MARK CRAM</td>
<td>GROTON, MA 01450 USA</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td>ALFRED GADWAY</td>
<td>TOWNSEND, MA 01469 USA</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td>ROBERT HARGRAVES</td>
<td>21 TEMPLE DRIVE GROTON, MA 01450 USA</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td>RAYNOLD JACKSON</td>
<td>14 BLOOD ROAD TOWNSEND, MA 01469 USA</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td>STEVE MEEHAN</td>
<td>TOWNSEND, MA 01474 USA</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td>ROLLIN WILLIS</td>
<td>GROTON, MA 01450 USA</td>
<td>None</td>
</tr>
</tbody>
</table>

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the business entity is:

Name:
No. and Street:
City or Town: State: Zip: Country:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 15 Day of September, 2011. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

WILLIAM RIDEOUT
THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

September 15, 2011 07:44 PM

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth