

## ARTICLES OF ASSOCIATION

of the

**THE INCORPORATED SOCIETY FOR THE PRESERVATION OF CHRIST'S CHURCH  
IN GUILFORD**

We, the Subscribers, of full age, hereby associate ourselves together as a Corporation under the Laws of the State of Vermont, to be known by the name of

**THE INCORPORATED SOCIETY FOR THE PRESERVATION OF CHRIST'S CHURCH  
IN GUILFORD**

for the purpose of the preservation of Christ's Church in Guilford on its original site forever; to provide for the restoration and preservation of the Church as an historic landmark and an example of early New England architecture and as the First Episcopal Church in Vermont; to provide for the care and maintenance of the building; to provide for the care and maintenance of the grounds; to provide for the improvement and preservation of the building and grounds in substantially its original status but with inconspicuous modern improvements for the convenience and comfort of persons and the more effective safeguarding of the building and grounds, and cooperating and assisting in the maintenance of the cemetery as part of the restoration of the original Church grounds.

Here set out purposes clearly and briefly, using separate paragraphs to cover each separate purpose, and avoiding generalized or covering clauses and phrases which might be interpreted to extend the purposes beyond those specifically stated.

THE INCORPORATED SOCIETY FOR THE PRESERVATION OF CHRIST'S CHURCH IN GUILFORD

TO BE KEPT

A. The Corporation shall also have the following powers:

1. To acquire the property comprising the land and buildings of Christ's Church in Gullford or any interest therein by gift, grant, deed, contract, lease or other conveyance, either in perpetuity or for a definite or indefinite term of years;

2. To acquire by gift, grant, devise or purchase real or personal property located within or without the State of Vermont; to buy, sell, encumber, mortgage, pledge, lease, invest, compromise, settle or otherwise procure, hold, manage, or dispose of property and rights therein and to borrow money;

3. To enter into contracts and agreements, and to engage, employ, retain or procure services necessary and proper to carry on and conduct its historical and religious, financial and business affairs.

4. To solicit for and accept subscriptions, gifts, devises, and bequests of funds or other property necessary or proper for the accomplishment of its purpose;

5. It shall have a corporate seal, may sue and be sued, appoint agents, and perform any lawful act which is necessary or proper to accomplish its purpose;

B. The physical property of the Corporation may be used for some one or more of the following purposes:

1. Episcopal religious services;

2. Concerts, conferences, lectures or other cultural or educational functions of a non-sectarian character;

3. For Protestant religious rites, for baptisms, marriages or funerals of residents of Gullford or descendants of residents of Gullford or members of families of either of such;

4. As a museum through restoration and improvement and maintenance of an old New England Episcopal Church and of allied memorabilia.

*Juliana F. Hall*

*Stelland, Vermont*

C. The affairs of the Corporation shall be managed by nine (9) Trustees who shall be ex officio the corporate members of the Corporation and at least two (2) of whom shall be residents of Vermont:

1. Five (5) Trustees shall be elected by the corporate members of the Corporation, one each year for a five-year term;

2. Two (2) Trustees, one of whom shall be elected each year for a two-year term, by and from contributing members of the Corporation which shall consist of all persons who have during the lifetime of the Corporation and one year before contributed either funds, labor or material for the purposes of the Corporation and have subscribed to the By-Laws;

3. Two (2) Trustees, one of whom shall be elected each year for a two-year term, by the corporate and contributing members from among nominations by the associate members which shall consist of those persons at the time comprising the Vestry of St. Michael's Episcopal Church of Brattleboro.

Each Trustee shall hold office until his respective successor is elected and qualified.

The first group of Trustees shall be elected by the incorporators who shall designate the term of office to which each Trustee is elected. Two (2) of said Trustees shall be from timely nominations made by the associate members.

D. The officers shall consist of a President, a Treasurer, a Clerk, and such other officers as the Trustees shall from time to time determine proper. The first officers shall be elected by the incorporators at their first meeting, to hold office until their successors are chosen. The Clerk shall be a resident of Vermont

*Edward J. Hall*

*Brattleboro, Vermont*

and shall have the following powers:  
shall also have the land and  
shall comprising the land and  
any inter-

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and shall be chosen by the corporate members of the Corporation. Except as aforesaid, the Trustees and officers of the Corporation shall be elected at the Annual Meeting of the Trustees, and shall hold office until the next Annual Meeting, and until their respective successors are elected and qualified. Vacancies in any office may be filled by the Trustees at any regular or specially-called meeting. The President shall always be a Trustee, and the other officers may be.

E. All other matters concerning the conduct of the Corporation for the accomplishment of its purpose shall be managed by or under the direction of the Trustees, who shall adopt By-Laws for the government of themselves, and may delegate all or part of their powers, rights, and privileges to an Executive Committee, consisting of not less than three (3) of their number, in the interim between Annual Meetings.

The principal office shall be located at Guilford, in the County of

Windham in the State of Vermont.

~~The capital stock shall consist of~~

\_\_\_\_\_ shares of preferred stock of the par value of \_\_\_\_\_ dollars per share;

\_\_\_\_\_ shares of common stock of the par value of \_\_\_\_\_ dollars per share;

\_\_\_\_\_ shares of preferred stock having no par value;

\_\_\_\_\_ shares of common stock having no par value:

If preferred stock of either class is provided for state here, briefly and clearly the terms of preference as to dividends, liquidation, voting rights, etc.

The Corporation shall exist forever or until its existence is terminated according to law and, in case of dissolution voluntarily, pursuant to statute or by judicial determination, the remaining property of the Corporation, tangible and intangible, shall be distributed as follows:

1. If the building is destroyed and not rebuilt the corporate property shall first be employed to build upon the site of the Historic Landmark a monument in commemoration thereof and the balance paid over to Christ's Church Cemetery Association.

2. If the buildings are in existence and maintainable or restorable and the building and land revert to the Episcopal Diocese, one half the funds shall be paid to Christ's Church Cemetery Association, and the other half turned over to the Trustees of the Episcopal Diocese of Vermont for the primary purpose of continuing so far as possible the above-stated purposes of this Corporation.

The Corporation shall be a non-profit Corporation without capital stock, and no corporation, member, Trustee, or officer shall ever participate in any of the profits thereof.

The organization meeting of the incorporators shall be held without further notice at 16 High Street, Brattleboro, Vermont at 2 p.m., Daylight Saving Time, Saturday, 7 July 1951, and a quorum shall consist of not less than five (5) of the incorporators.

Dated at Brattleboro, in the County of Windham, this

23 day of June, 1951

SUBSCRIBERS

POST OFFICE ADDRESS

John C. Gale

Arlington, Mass.

Isabel M. Dunham

Brattleboro, Vt.

Louise E. Tracy

Guilford, Vt.

Charles H. Evans

Guilford Vt.

Carlton M. Clark

Guilford, Vt.

Harold A. Smith

Guilford, Vt.

William J. Hall

Brattleboro, Vermont





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AMENDMENT OF ARTICLES OF ASSOCIATION

of the

THE INCORPORATED SOCIETY FOR THE PRESERVATION OF CHRIST'S CHURCH IN  
GUILFORD

being a majority of the Trustees of

We, THE UNDERSIGNED/~~President and Secretary~~  
THE INCORPORATED SOCIETY FOR THE PRESERVATION OF CHRIST'S CHURCH IN  
GUILFORD

a Corporation organized and existing under the laws of the State of Vermont, and having its principal  
office at Guilford in the County of Windham

in said State, hereby certify that at a meeting of the ~~stockholders~~ members of said corporation, duly called for that  
purpose, and held at Guilford in the County of Windham, in said  
State, on the 16th day of April, 1966, it was voted by ~~the stockholders of said corporation~~ a majority of the members

~~the outstanding stock~~ of said corporation to amend its articles of association as follows, viz:

Section B

First sentence to be re-written and to read as follows:

The physical property of Christ Church in Guilford, Vermont, with the approval of The Trustees of the Diocese of Vermont, may be used for some one or more of the following purposes:

1. No change.
2. Add new Paragraph 2 to read as follows:  
For any services of other Christian Denominations;

Change number of original 2 to 3, which reads as follows:

3. Concerts, conferences, lectures or other cultural or educational functions of a non-sectarian character;

Delete original Paragraph 3 in its entirety.

4. No change.

Delete at the end of this sub-section "and have subscribed to the By-Laws".

Section C

2. Delete in second line "and the building and land revert to the Episcopal Diocese",

In fourth and fifth lines delete "Episcopal".

Capitalize in fourth line The before Trustees.

The revised E 2 to read as follows:

2. If the buildings are in existence and maintainable or restorable, one-half the funds shall be paid to Christ's Church Cemetery Association, and the other half turned over to The Trustees of the Diocese of Vermont for the primary purpose of continuing so far as possible the above-stated purposes of this Corporation.

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Dated at Guilford, in the County of Windham  
this 20th day of April, A. D. 1966

Herbert C. Ingram President  
Emlyn M. Clarke Clerk  
Hugh E. Evans

STATE OF VERMONT,

Windham County, ss.

At Guilford, a majority of the Board of Trustees  
of April, 1966, personally appeared the above named  
Stark

of the corporation above named, and made oath to the truth of the foregoing certificate by them sub-  
scribed.

[Signature]  
Notary Public  
My Commission Expires Feb 10, 1967



AMENDMENT OF ARTICLES OF ASSOCIATION

of the

THE INCORPORATED SOCIETY FOR THE PRESERVATION OF CHRIST'S CHURCH IN  
GUILFORD

We, THE UNDERSIGNED, President and Clerk of  
THE INCORPORATED SOCIETY FOR THE PRESERVATION OF CHRIST'S CHURCH IN  
GUILFORD

a Corporation organized and existing under the laws of the State of Vermont, and having its principal

office at Guilford in the County of Windham

members and trustees  
in said State, hereby certify that at a meeting of the ~~stockholders~~ of said corporation, duly called for that

purpose, and held at Guilford in the County of Windham, in said

State, on the 12th day of August 19 67, it was voted by ~~the stockholders~~ a majority of the members  
and trustees ~~the outstanding stock~~ of said corporation to amend its articles of association as follows, viz:

~~the outstanding stock~~ of said corporation to amend its articles of association as follows, viz:

1. To shorten and change the name of the Society to Christ Church  
Guilford Society, Inc.

2. To add a new section "F" as follows:

If the Society shall no longer have the care of the Christ Church  
Guilford property, the Society's funds shall be used or distributed  
as the members shall then determine, but shall not enure to the  
benefit of any member of the Society, and any and all distributions  
or uses are limited by Section 501 (C) (3) of the U. S. Internal  
Revenue Code and Amendments thereto.

3. To add a secondary purpose as follows:

To acquire title to, obtain control of, and/or financially support  
other Guilford historic monuments or structures and maintain  
them for posterity.

All purposes are limited to those meeting the requirements of  
Section 501 (C) (3) of the U. S. Internal Revenue Code and Amend-  
ments thereto.

Dated at ..... Brattleboro....., in the County of ..... Windham  
this ..... 11th..... day of ..... November..... A. D. 19 67.

*John C. Gale* President.  
*Louisa G. Tracy* Clerk.

STATE OF VERMONT, }

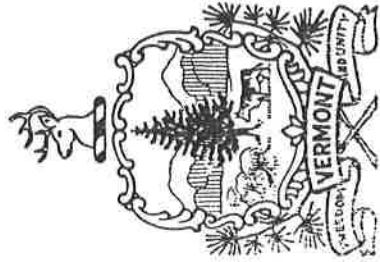
..... Windham ..... County, ss. }

At ..... Brattleboro,..... in said County, this ..... 11th..... day  
of ..... November....., 19 67, personally appeared the above named ..... JOHN C. GALE  
....., President, and ..... LOUISA G. TRACY..... Clerk

of the corporation above named, and made oath to the truth of the foregoing certificate by them sub-  
scribed.

*Richard E. Gale*  
..... RICHARD E. GALE

(Here write official title as Notary Public, Justice of Peace, Clerk)



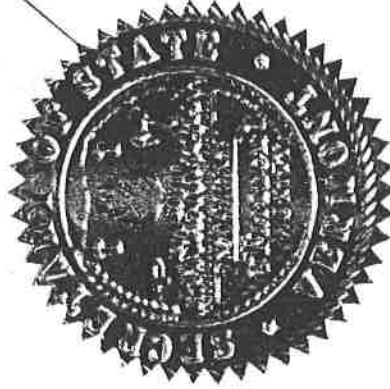
STATE OF VERMONT

Office of Secretary of State

I hereby certify that the foregoing are true copies of the listed documents of

THE INCORPORATED SOCIETY FOR THE PRESERVATION OF CHRIST'S CHURCH IN GUILDFORD

1. Articles of Association filed July 3, 1951
2. Amendment to the Articles of Association filed April 22, 1966
3. Amendment to the Articles of Association filed November 17, 1967



IN TESTIMONY WHEREOF, I have hereunto set my  
hand and affixed my Official Seal, at Montpelier, this

first ..... day of ..... August ..... A.D., 1978...

*Stephen Baldwin*  
Secretary of State