

AMENDED AND RESTATED ARTICLES OF ASSOCIATION
Of
THE GREENSBORO ASSOCIATION, INC.

THE GREENSBORO ASSOCIATION, INC. (the "Association"), a Vermont corporation incorporated on July 18, 1934, hereby amends and restates its Articles of Association in their entirety to be and read as hereinafter set forth, and hereby adopts these amended and restated Articles of Association as its Articles of Association effective from and after the date hereof:

1. Legal Status. The Association shall be a public benefit corporation.
2. Purpose. It shall be the Association's purpose to promote and develop matters of mutual benefit to the year-round and seasonal residents of the community of Greensboro, County of Orleans, State of Vermont.
3. Nonprofit. The Association shall be a nonprofit corporation. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, trustees, officers, directors or other private persons, except to pay reasonable compensation for services rendered. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the IRS code.
4. Dissolution. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRS code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.
5. Directors. The Association shall have at least three directors, and shall have such officers as shall be required by law. The names and addresses of four of the Association's directors at the date hereof are set forth below:

G. Anders Dales
P.O. Box 166
2254 Craftsbury Road
Greensboro, VT 05841

Linda M. Ely
114 Church Lane
Greensboro, VT 05841

Niall Kirkwood
267 Breezy Avenue
Greensboro, VT 05841

John C. Stone, III
3666 Craftsbury Road
Greensboro, VT 05841

6. Registered Agent's Name and Address. The name and address of the registered agent of the Association is:

G. Anders Dales
P.O. Box 166
2254 Craftsbury Road
Greensboro, VT 05841

7. Address of Principal Office. The address for the principal office of the Association is:

The Greensboro Association, Inc.
P.O. Box 59
Greensboro, VT 05841

IN WITNESS WHEREOF, the undersigned, the President of the Association, has executed this instrument and has caused it to be filed with the Office of the Secretary of State of the State of Vermont on and effective this ____ day of August, 2013.

John C. Stone, III
President