

**Resolutions of the Members  
of Wintonbury Land Trust, Inc.**

**March 29, 2023**

**WHEREAS**, Wintonbury Land Trust, Inc. ("**Wintonbury**"), West Hartford Land Trust, Inc., ("**West Hartford**"), and The East Granby Land Trust, Inc. ("**East Granby**") have engaged in negotiations regarding the merger of East Granby and West Hartford with and into Wintonbury in accordance with Section 33-1155 of the General Statutes of the State of Connecticut (the "**Act**");

**WHEREAS**, the Plan of Merger, including the Amended and Restated Bylaws and Amended and Restated Certificate of Incorporation of Wintonbury, were provided to Wintonbury's members (the "**Members**") with the Notice of the March 29, 2023 Special Meeting of the Members; and

**WHEREAS**, a Special Meeting of the Members was held on March 29, 2023 at which a quorum was present and at which the Board of Directors' recommendation of the adoption of the Plan of Merger by the Members of Wintonbury was heard, and the following resolutions were adopted:

**RESOLVED:** That the Members hereby approve and adopt the Plan of Merger in the form set forth as **Exhibit A**.

**RESOLVED:** That the Members agree that West Hartford and East Granby merge with and into Wintonbury on such terms and conditions deemed reasonable by Wintonbury's Board of Directors, acting through its President.

**Exhibit A**  
**Plan of Merger of West Hartford Land Trust, Inc. and The East Granby Land Trust, Inc.  
with and into Wintonbury Land Trust, Inc.**

Attached