

BEDROCK FUND for LAND ACQUISITION

Restatement of Fund, October 18, 2006

Avalonia Land Conservancy, Inc. (“Avalonia”), a non-profit corporation organized under the laws of the State of Connecticut (Federal ID No. 06-6103893), by resolution adopted on October 18, 2006 by its Board of Directors, confirms and restates the terms and conditions of a segregated fund called Bedrock Fund for Land Acquisition (“the Fund”), to be held and managed by Avalonia under the terms and conditions set out below:

1. The purpose of the Fund is to enable Avalonia to acquire any interest in real estate if its Board of Directors decides such acquisition fulfills the mission of Avalonia as set forth in its Articles of Incorporation and By-laws. An interest in real estate includes, but is not limited to, fee ownership of improved or unimproved real property, leasehold interests, easements, or any restrictive covenants.
2. Money held by the Fund may be used at the direction of the Board for any expenses incurred in connection with such acquisition, such as: (a) for legal advice, title searches, survey fees, taxes or other expenses relating to compliance with applicable federal, state or local laws and regulations; (b) the costs of borrowing funds for such acquisitions and the repayment of loans taken out in connection with such acquisitions; (c) fees and other expenses, including legal and accounting fees, in connection with seeking or applying for grants from government, private foundations or trusts, and expenses incurred by any special fund-raising effort specifically made for raising money for such acquisitions; and (d) legal and other fees and expenses incurred in proceedings needed to clear title to the interests to be acquired.

3. No money held in the Fund may be used to cover any operating costs of Avalonia or for the stewardship of any interests or assets of Avalonia already acquired, or for any capital project for the benefit of Avalonia, or for the acquisition of any interest in real estate if under the terms of the acquisition the interest may be sold for proceeds which are not required to be made part of the Fund and subject to its terms and conditions.

4. Money held by the Fund may be removed from the Fund and freed of any of the terms and conditions of this Restatement only upon an affirmative vote of 90% of the entire Board of Directors of Avalonia. In the event of the dissolution of Avalonia, any assets of the Fund may be distributed to organizations to which Avalonia's protected lands are transferred to be further protected as they were in the hands of Avalonia in amounts to be determined by the Board of Directors to help such organizations continue to protect such property.

5. The terms and conditions of this Restatement may be amended or rescinded, and additional terms and conditions may be added, only upon the affirmative vote of 90% of the entire Board of Directors of Avalonia.

The undersigned officers of Avalonia attest that this Restatement was presented to and duly adopted by the Board of Directors of Avalonia at its regular meeting on October 18, 2006.

Anne H, Nalwalk, President

Anne T. Roberts-Pierson, Secretary

