

THE WILDLANDS TRUST  
(FORMERLY PLYMOUTH COUNTY WILDLANDS TRUST AND FORMERLY THE  
WILDLANDS TRUST OF SOUTHEASTERN MASSACHUSETTS)

FIRST AMENDED AND RESTATED DECLARATION OF TRUST

WHEREAS The Wildlands Trust of Southeastern Massachusetts (the “Trust”) was first created in 1973 with the name Plymouth County Wildlands Trust to hold property for the purpose of the conservation of land; and,

WHEREAS the initial settlors of the Trust envisioned that a small group of trustees would manage the Trust and its properties but such administration became difficult as the Trust grew in number and the management of the Trust became increasingly complex; and,

WHEREAS a Massachusetts charitable corporation called Wildlands Trust of Southeastern Massachusetts, Inc. (the “Corporation” and the “Trustee”) was incorporated in 1987 to act as sole Trustee of the Trust and to manage the administration of the Trust; and,

WHEREAS the Trust has continued to operate, hold title to the real estate, interests, and other assets that the Trust owned or thereafter acquired; and,

WHEREAS the Trust’s Declaration of Trust has previously been amended; and,

WHEREAS the Trustee intends to change its name to “Wildlands Trust, Inc.”; and,

WHEREAS the Trustee has determined to change the name of the Trust to “Wildlands Trust”; and,

WHEREAS the continued separate existence of the Trust and the Corporation have created administrative inefficiencies; and,

WHEREAS the Trustee and the members have determined to consolidate the Trust and the Corporation by transferring the assets of the Trust to the Corporation, a Massachusetts charitable corporation which has substantially the same purposes; and,

WHEREAS the Trustee, pursuant to its rights set forth in the Declaration of Trust, desires to further amend the Declaration of Trust and to restate the Declaration of Trust in a single document;

NOW THEREFORE, Wildlands Trust, Inc., the sole trustee of The Wildlands Trust of Southeastern Massachusetts, formerly Plymouth County Wildlands Trust, hereby amends and restates the Declaration of Trust, as follows:

The Declaration of Trust of Plymouth County Wildlands Trust dated February 20, 1973, recorded with the Plymouth County Registry of Deeds in Book 3866, Page 765, as amended by a First Amendment to Declaration of Trust dated December 18, 1981, recorded with said Registry in Book 5372, Page 106, and a Second Amendment to Declaration of Trust dated June 13, 1987, recorded with said Registry in Book 7866, Page 341 dated July 17, 1987 and a Third Amendment to Declaration of Trust dated November 25, 1996, recorded with said Registry in Book 14828, Page 260 (as so amended, the "Declaration of Trust"), is hereby **amended and restated in its entirety** by the sole trustee consistent with the terms of Article Eight of the Declaration of Trust as follows:

Douglas E. Hart, President and Michael J. Hanlon, Treasurer, acting on behalf of Wildlands Trust, Inc., the sole trustee of The Wildlands Trust of Southeastern Massachusetts, in accordance with the resolutions and authorization of the Board of Directors and the members of the Trustee, hereby declare that Trustee and its successors in trust hereunder will hold any and all

property that has been or may be conveyed or transferred to its predecessors or as Trustee hereunder upon the terms set forth in this First Amended and Restated Declaration of Trust (the “Restated Declaration”).

IN TRUST NEVERTHELESS, firstly, for the charitable purpose of preserving land in its natural condition, and secondly for the enjoyment, use and benefit of the inhabitants of the cities and towns where said property if any so held is located.

ARTICLE ONE  
TRUST NAME AND RECORDING

This trust will be referred to as “The Wildlands Trust.” The Trustee will be referred to as “Wildlands Trust, Inc.” This Trust and other instruments which are to be filed for record pursuant to the provisions hereof shall be recorded with the Plymouth County Registry of Deeds in The Commonwealth of Massachusetts and any other Registries of Deeds the Trustee deems reasonably appropriate.

ARTICLE TWO  
TRUST PURPOSES

This Trust shall be operated as a Charitable Organization exclusively for Charitable Purposes. The term “Charitable Organization” as used in this Restated Declaration means corporations, trusts, funds, foundations, or community chests created or organized in the United States, operated exclusively for Charitable Purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda, influencing legislation, or participation in any form in any political campaign. The terms “Charitable Purpose” and “Charitable Purposes” as used in this Restated Declaration shall be limited to and shall only include religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used

in Section 501(c)(3) of the Internal Revenue Code of the United States or corresponding provision of any subsequent federal tax laws.

The Charitable Purposes of this Trust are exclusively to assist in preserving in their natural condition and otherwise to promote the protection of open lands, wetlands, woodlands, marshes, meadows and ecosystems generally, and agricultural lands for open space conservation purposes, located within Plymouth County or adjacent counties or land located contiguous thereto; to perpetuate for the education of posterity by the encouragement of the study, scientific or otherwise, of native flora and fauna, the heritage of natural resources indigenous to Plymouth County or adjacent counties or land located contiguous thereto; to acquire by purchase, gift, lease, restriction, easement, exchange or otherwise such real or personal property, both tangible and intangible, of every kind, and to use such property in any manner deemed by this Trust or the Trustee to be consistent with such purposes; to hold, operate, manage, develop, construct, mortgage, lease, sell, assign or otherwise acquire or dispose of such property, provided that all such property and any net earnings therefrom shall be used exclusively for the benefit of the inhabitants of the municipalities of Plymouth County and adjacent counties as aforesaid, for the said purposes of this Trust.

In achieving the preservation described in the foregoing paragraph, the Trust may acquire by purchase, gift, lease, restriction, exchange or otherwise such real or personal property, both tangible and intangible, of every kind, use such property in any manner and hold, operate, develop, lease, sell, assign or otherwise dispose of such property in any manner as deemed by the Trustee to be consistent with the Trust's Charitable Purposes.

ARTICLE THREE  
POWERS OF THE TRUSTEE

The Trustee, for carrying out the purposes of the Trust stated in Article Two of this Restated Declaration, and except as expressly limited in this Article Three of this Restated Declaration, shall have the same powers with respect to all real property and personal property at any time held by the Trustee as if the Trustee were the absolute owner thereof. Without limiting the generality of the foregoing, the Trustee shall have the power to invest any of the Trust property in such manner as the Trustee deems advisable without being limited as to the kind or amount of any investment; to join with others in the acquisition of real property, or any interest therein; to contract with or otherwise deal with the Trust, either in the Trustee's individual capacity or as a member, shareholder, agent, representative, or beneficiary of any firm, trust, corporation, estate, or concern, as freely and as effectually as through no interest or fiduciary relation existed; to exercise or ratify the exercise of any power, discretionary or otherwise, given to the Trustee hereunder or by operation of law notwithstanding any interest, direct or indirect, personally or otherwise, which the Trustee may enjoy; to borrow money; to mortgage or pledge any part of the Trust estate assets; to issue notes or other evidence of indebtedness; to join with others in borrowings, mortgages, and pledges and to guarantee and become surety on obligations of others, in transactions in which the Trust has an interest; to hold securities or other property or any interests in property in the name of agents or nominees without disclosure of the capacity in which so held; to pay, compromise or adjust all obligations incurred and rights acquired in the Trust; to administer the Trust; to obtain advice of counsel and to rely thereon, and to employ such other persons, agents, brokers, managers, accountants, or advisors as the Trustee may deem advisable; to authorize anyone to sign checks, drafts, or orders to execute; to acknowledge and deliver contracts, deeds, mortgages, leases, discharges and partial releases of mortgages, or other instruments as the Trustee may deem advisable in the course of the administration of the Trust;

to fix the compensation of employees of the Trust and of the Trustee, if any; to convey for nominal consideration, the property comprising the Trust to another entity, including the Trustee, provided that other entity has substantially similar charitable purposes as the Trust; to act in any of the aforesaid ways without being required to give bond, security or surety in any form.

The Trustee shall not exercise any power in such a manner as to disqualify the Trust from federal income tax exemption as a Charitable Organization by carrying on any activities which are not in furtherance of one or more exempt purposes.

ARTICLE FOUR  
ACTS OF THE TRUSTEE

The Trustee shall not be liable for acts, omissions or defaults of any employee, agent or representative selected by the Trustee; nor shall the Trustee be liable for its own acts, omissions or defaults if done in good faith or done in reliance on another acting in good faith.

The Trustee shall not be liable out its own assets for any obligation or liability incurred by the Trust. If the Trustee shall at any time for any reason be held liable in its individual capacity on account of any act or omission in good faith, then the Trustee shall be held harmless and indemnified out of the Trust assets against all loss, costs, damage or expense by reason of such liability.

No license of Court shall be required for the validity of any transaction entered into by the Trustee with respect to the Trust estate. No one dealing with the Trustee need inquire concerning the validity of any action the Trustee purports to do, nor see to the application of any consideration paid or transferred to or upon order of the Trustee. The Trustee may delegate according to its discretion any of its powers.

ARTICLE FIVE  
THE TRUSTEE

The sole Trustee of the Trust is Wildlands Trust, Inc. (formerly named Wildlands Trust of Southeastern Massachusetts, Inc.), a Massachusetts charitable corporation (the “Corporation”). The term of the Trustee shall be permanent without the need for re-election or re-appointment. The word “Trustee” used in this Restated Declaration refers to the Corporation as sole trustee. In the event the Trustee resigns or is no longer able to serve as Trustee, the Corporation shall name a successor Trustee. Notwithstanding any of the provisions of this Restated Declaration, the procedural requirements governing the Corporation’s actions as Trustee shall be governed by the Articles of Organization and By-Laws of the Corporation.

**ARTICLE SIX**  
**AMENDMENT**

This Declaration of Trust may be amended from time to time except as to exemption of Trustees from personal liability and as to any matter which will disqualify the Trust from federal income tax exemption as a charitable or educational organization by an instrument in writing signed by the Trustee.

**ARTICLE SEVEN**  
**TERMINATION**

The Trust may be terminated by an instrument in writing signed by the Trustee. Said instrument shall be recorded at the Plymouth County Registry of Deeds and any other registry of deeds the Trustee reasonably deems appropriate. Upon termination of the Trust, subject to the payment or making provision for the payment of all obligations and liabilities of the Trust and the Trustee, the net assets of the Trust shall be (1) transferred for nominal consideration to another Charitable Organization provided that other entity has substantially similar Charitable Purposes as the Trust, (2) transferred to or for the benefit of the inhabitants of the municipalities wherein any such remaining real property may lie, or (3) otherwise disposed of in a manner

consistent with the Charitable Purposes of this Trust. Without limiting the generality of the foregoing, the Trustee, in its discretion, at any time or times may cause the transfer of all or any portion of the Trust's assets to the Trustee for no or nominal consideration.

In the event all real property comprising the Trust estate is transferred, whatever funds and personal property which may remain shall be (1) transferred for nominal consideration to another Charitable Organization provided that other entity has substantially similar Charitable Purposes as the Trust, (2) transferred to or for the benefit of the inhabitants of the municipalities wherein any real property previously owned or controlled by the Trust may lie, or (3) otherwise disposed of in a manner consistent with the Charitable Purposes of this Trust. The transfer or disposal of all the assets of the Trust shall result in termination of the Trust. The powers of the Trustee shall continue until such time as the affairs of the Trust have been wound up.

#### ARTICLE EIGHT

#### AUTHORITY SHOWN BY RECORD TO BE CONCLUSIVE CERTIFICATE AS TO FACTS

Any person may rely on a copy, certified by a notary public, of the executed original of this Restated Declaration, and of any notations on it and writings attached to it, as fully as such person might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents or from such certified copy to be the Trustee under this Restated Declaration. No one dealing with the Trustee need inquire concerning the validity of anything the Trustee purports to do. No one dealing with the Trustee need see to the application of anything paid or transferred to or upon the order of the Trustee.

Every contract, deed, mortgage, lease and other instrument executed by any person appearing from instruments or certificates so filed for record to be an authorized officer of the Trustee hereunder shall be conclusive evidence in favor of every person relying thereon or

claiming thereunder that at the time of the delivery thereof this Trust was in full force and effect and that the execution and delivery of such instrument was duly authorized by the Trustee. Any person dealing with the trust property or the Trustee may always rely on a certificate signed by any person appearing from instruments or certificates so filed for the record to be an authorized officer of the Trustee hereunder as to the existence or nonexistence of any fact or facts which constitute conditions precedent to acts by the Trustee or are in any other manner germane to the affairs of the Trust.

**ARTICLE NINE**  
**GOVERNING LAW**

This Restated Declaration is to be governed in all respects by the laws of the Commonwealth of Massachusetts.

WITNESS our hands and seals to this instrument this [       ] day of [       ], 2009.

THE WILDLANDS TRUST  
By its sole Trustee,  
Wildlands Trust, Inc.

By: \_\_\_\_\_  
Douglas E. Hart, President

By: \_\_\_\_\_  
Michael J. Hanlon, Treasurer

COMMONWEALTH OF MASSACHUSETTS

PLYMOUTH, ss.

On this \_\_\_ day of \_\_\_\_\_, 2009 before me, the undersigned notary public, personally appeared **Douglas E. Hart**, President of Wildlands Trust, Inc., proved to me through satisfactory evidence of identification, which was a Massachusetts driver's license, to be the person whose name is signed on the preceding or attached document, and acknowledging to me he signed it voluntarily for its stated purposes.

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Michael S. Nuesse, Notary Public  
My Commission Expires 04/09/10

COMMONWEALTH OF MASSACHUSETTS

PLYMOUTH, ss..

On this \_\_\_ day of \_\_\_\_\_, 2009, before me, the undersigned notary public, personally appeared **Michael J. Hanlon**, Treasurer of Wildlands Trust, Inc., proved to me through satisfactory evidence of identification, which was a Massachusetts driver's license, to be the person whose name is signed on the preceding or attached document, and acknowledging to me he signed it voluntarily for its stated purposes.

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Michael S. Nuesse, Notary Public  
My Commission Expires 04/09/10