

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
YOUNG MEN’S CHRISTIAN ASSOCIATION OF
WESTPORT/WESTON, CONNECTICUT, INC.
(A Nonstock Corporation)

(PURSUANT TO SECTION 33-1145 OF THE CONNECTICUT GENERAL STATUTES)

The undersigned authorized officer of the Young Men’s Christian Association of Westport/Weston, Connecticut, Inc., a Connecticut nonstock corporation (the “Corporation”), hereby certifies pursuant to the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the “Act”), that:

1. *The name of the Corporation is the Young Men’s Christian Association of Westport/Weston, Connecticut, Inc.*
2. *The amendments to the Certificate of Incorporation of the Corporation were duly approved by the Board of Directors of the Corporation, the Board of Trustees of the Corporation and the Members of the Corporation.*
3. *This Amended and Restated Certificate of Incorporation of the Corporation is being filed in accordance with the provisions of the Act and amends the Corporation’s Certificate of Incorporation as follows:*

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- (a) Article I of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is Young Men’s Christian Association of Westport/Weston, Connecticut, Inc. (the “Corporation”).

- (b) Article II of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

SECOND: The Corporation shall be nonprofit. It shall not have or issue shares of stock or make distributions. No part of the income or net earnings of the Corporation is distributable to, nor shall inure to the benefit of, any member, director or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon its dissolution.

- (c) Article III of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

THIRD: The Corporation shall have one class of members. Members who are over the age of eighteen (18) and in good standing, as well as the Youth Advisory Board Members, if any, shall be entitled to vote on matters submitted to the members for consideration. The bylaws of the Corporation (the “Bylaws”) shall prescribe the rules for admission, retention, standing, withdrawal and expulsion of members, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe.

- (d) A new Article IV is hereby added to the Certificate of Incorporation to read in its entirety as follows:

FOURTH: The Corporation shall be organized and operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are to enrich the communities of Westport and Weston, Connecticut by promoting healthy living, youth development and fostering a sense of social responsibility; provided, however, that the Corporation may engage in any lawful act or activity for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act that is not inconsistent with the express limitations contained above or elsewhere in this Amended and Restated Certificate of Incorporation.

- (e) A new Article V is hereby added to the Certificate of Incorporation to read in its entirety as follows:

FIFTH: The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Connecticut upon corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Amended and Restated Certificate of Incorporation, whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the express limitations contained in this Amended and Restated Certificate of Incorporation or with the Corporation’s nonprofit purposes or are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; and provided further that no substantial part of the Corporation’s activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and that the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

- (f) A new Article VI is hereby added to the Certificate of Incorporation to read in its entirety as follows:

SIXTH: Notwithstanding anything herein to the contrary, if at any time the Corporation is or shall become a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, then the Corporation shall be subject to the following for so long as it shall remain a private foundation:

(a) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(g) A new Article VII is hereby added to the Certificate of Incorporation to read in its entirety as follows:

SEVENTH: All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, its Board of Directors. Directors shall be elected by the members of the Corporation pursuant to the Bylaws. Should there be no members of the Corporation, the Board of Directors shall be self-perpetuating.

(h) A new Article VIII is hereby added to the Certificate of Incorporation to read in its entirety as follows:

EIGHTH: In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred or conveyed, in accordance with a plan for distribution of assets adopted by the Board of Directors, and approved by the affirmative vote of at least two-thirds of the voting members of the Corporation present at a meeting at which a quorum is present, to one or more organizations that meet the following conditions:

(a) The organization shall be organized and operated either (i) exclusively for the purposes set out in Article FOURTH above, or (ii) exclusively for purposes determined by the Board of Directors to be similar to or supportive of those set out in Article FOURTH above; and

(b) The organization shall either be: (i) an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code that is not a private foundation as defined in Section 509(a) of the Internal Revenue Code or (ii), provided such assets will be used exclusively for one or more public purposes, the Federal or a state government or a political subdivision thereof.

Any such assets not so distributed shall be disposed of as determined by a court of competent jurisdiction, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from Federal taxation under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3) of the Internal Revenue Code and are not private foundations as defined in Section 509(a) of the Internal Revenue Code, or to the Federal or a state government or political subdivision thereof for a public purpose.

- (i) A new Article IX is hereby added to the Certificate of Incorporation to read in its entirety as follows:

NINTH: No person who is or was a director or trustee of the Corporation shall be personally liable to the Corporation, or the members of the Corporation, for monetary damages for breach of duty as a director or trustee in an amount that exceeds the compensation, if any, received by the director for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or trustee or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director or trustee to the Corporation under circumstances in which the director or trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's or trustee's duty to the Corporation. Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors or members of the Corporation shall not, with respect to a person who is or was a director or trustee, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith. The limitation of liability of any person who is or was a director or trustee provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law as in effect on the effective date of this Amended and Restated Certificate of Incorporation and as thereafter amended.

- (j) A new Article X is hereby added to the Certificate of Incorporation to read in its entirety as follows:

TENTH: (a) The Corporation shall, to the fullest extent permitted by law, indemnify its directors from and against any and all of the liabilities, expenses and other matters referred to in or covered by the Connecticut Revised Nonstock Corporation Act. In furtherance and not in limitation thereof, the Corporation shall indemnify its directors against liability, as defined in subsection (4) of Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a director, except liability that (i) involved a knowing and culpable violation of law by the director, (ii) enabled the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (iii) showed a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct

or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation; provided that nothing in this sentence shall affect the indemnification of or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Article TENTH.

The Corporation shall indemnify each officer of the Corporation who is not a director, or who is a director but is made a party to a proceeding in his or her capacity solely as an officer, to the same extent as the Corporation is permitted to provide the same to a director, and may indemnify such persons to the extent permitted by Section 33-1122 of the Connecticut General Statutes.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(b) Expenses incurred by a director or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall be ultimately determined that such director or officer is not entitled to be indemnified by the Corporation.

(c) The Corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this Article TENTH on such terms and conditions as may be established by the Board of Directors.

(d) No amendment to or repeal of this Article TENTH shall apply to or have any effect on the indemnification of any director, officer, employee or agent of the Corporation for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a director, officer, employee or agent of the Corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

(e) Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any director, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

(f) The Corporation shall, to the fullest extent permitted by law, indemnify its former trustees to the same extent that the Corporation indemnifies its directors.

- (k) A new Article XI is hereby added to the Certificate of Incorporation to read in its entirety as follows:

ELEVENTH: This Amended and Restated Certificate of Incorporation may be amended by a resolution adopted by not less than two-thirds of the Board of Directors present at a meeting at which a quorum is present and not less than two-thirds of the voting members of the Corporation entitled to vote thereon present at a meeting at which a quorum is present, provided that the Amended and Restated Certificate of Incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code and as an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- (l) A new Article XII is hereby added to the Certificate of Incorporation to read in its entirety as follows:

TWELFTH: Reference in this Amended and Restated Certificate of Incorporation to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in this Amended and Restated Certificate of Incorporation to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such Statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in this Amended and Restated Certificate of Incorporation to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

- (m) A new Article XIII is hereby added to the Certificate of Incorporation to read in its entirety as follows:

THIRTEENTH: The Corporation's email address is memberline@westporty.org.

4. *Pursuant to Section 33-1145(c) of the Connecticut General Statutes, the restated Certificate of Incorporation consolidates all amendments into a single document.*
5. *The Corporation's Certificate of Incorporation, as amended, is hereby restated in its entirety to read as follows:*