SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

WETHERSFIELD HISTORICAL SOCIETY OF WETHERSFIELD, CONN., INC.

A Connecticut Nonstock Corporation

1. **Name:** The name of the Corporation is Wethersfield Historical Society of Wethersfield, Conn., Inc. ("the Corporation").

2. **Purposes:** The Corporation shall be organized and operated exclusively for charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "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:

   (A) Collect and preserve records, material and real and personal property relating to the history of Wethersfield;

   (B) Record historical data in the archives of the Corporation;

   (C) Prepare, publish and sell scholarly resources related to Wethersfield history, documents, pamphlets and other materials relating to the history of Wethersfield;

   (D) Identify, preserve and mark buildings and locations of historical interest;

   (E) Stimulate interest in the history, traditions and legends of Wethersfield;

   (F) Observe events connected with the history of Wethersfield;

   (G) Acquire by purchase, gift, bequest, devise or otherwise, and to administrate, manage and improve, sites, buildings, monuments, landmarks, antiquities and objects relating to the history of Wethersfield ~~and~~ as well as cash, securities and other forms of real and personal property for the purposes of the Corporation;

   (H) Provide assistance to governmental and not-for-profit organizations with purposes similar to, or with activities in furtherance of, the purposes set forth hereinabove; and

   (I) Engage, subject to this Article 2 and the limitations set forth in Article 6 below, in any lawful act or activity for which a corporation may be organized under the Connecticut General Statute's Connecticut Revised Nonstock Corporation Act (the "Act").

3. **No stock**: The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

4. **Members:** The Corporation shall have one class of Members. The bylaws of the Corporation shall prescribe the rules for Members, and such provisions may be amended from time to time in such lawful manner as the bylaws shall prescribe.

5. **Powers**: 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 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 certificate of incorporation or with the Corporation's nonprofit purposes.

6. **Limitations**: Notwithstanding any other provision of this certificate of incorporation:

   (A) The Corporation shall at all times be organized and operated exclusively for charitable, educational or literary purposes within the meaning of Section 501(c)(3) of the Code;

   (B) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers, or other private persons, provided that the Corporation may pay reasonable compensation for services actually rendered and may reimburse reasonable expenses actually incurred by any such persons and may make payments and distributions, to the extent reasonable and necessary in furtherance of the purposes set forth in Article 2 above;

   (C) No 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;

   (D) No substantial part of the activities of the Corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

   (E) The Corporation shall not conduct any activities not permitted to be conducted by a corporation exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2) of the Code; and

(F) The Corporation shall not indemnify any individual with respect to any excise tax imposed on such individual under Chapter 42 of the Code.

7. **Corporation Email Address**: The Corporation's email address is society@wethersfieldhistory.org

8. **Private Foundation Restrictions:** 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 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 Code.

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

9. **Appointment of Registered Agent**. The name, address and acceptance of appointment of the Corporation's registered agent is on file with the Secretary of the State.

10. **Board of Directors:** The activities, business, property, and affairs of the Corporation shall be managed by or under the direction of the board of directors. The board of directors shall be elected by the Members. The bylaws shall prescribe the number, terms of office, qualifications (if any), and manner of election of directors, and such provisions may be amended from time to time in such lawful manner as the bylaws shall prescribe and as shall not be inconsistent with the provisions of this certificate of incorporation. Ex officio directors may serve on the board as voting or nonvoting directors as may be provided in the Corporation's bylaws.

11. **Limitation on Liability of Directors:**

   (A) No person who is or was a director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a director 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 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 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

(d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director'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 of the Corporation shall not, with respect to a person who is or was a director, 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.

(B) The limitation of liability of any person who is or was a director 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 certificate of incorporation and as thereafter amended.

12. **Indemnification:** The Corporation shall indemnify and advance expenses to its directors to the fullest extent permitted by law. In furtherance of the foregoing, the Corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability that:

(a) involved a knowing and culpable violation of law by the director,

(b) enabled the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain,

(c) 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

(d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation.

The Corporation shall indemnify and advance expenses to each officer, employee or agent 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, employee or agent, to the same extent as the Corporation is permitted to provide the same to a director, and may indemnify and advance expenses to such persons to the extent permitted by Section 33-1122 of the Act. The Corporation may also procure insurance providing greater indemnification as provided by law.

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 Code.

13. **Dissolution:** 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, to one or more organizations that meet the following conditions:

(1) The organization shall be organized and operated either (a) exclusively for the purposes set out in Article 2 above, or (b) exclusively for purposes determined by the board of directors to be similar to or supportive of those set out in Article 2 above; and

(2) The organization shall either be: (a) an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code that is not a private foundation as defined in Section 509(a) of the Code or (b), 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 Code as organizations described in Section 501(c)(3) of the Code and are not private foundations as defined in Section 509(a) of the Code, or to the federal or a state government or political subdivision thereof for a public purpose.

14. **Amendment/Restatement**:

a. This certificate of incorporation may be amended by at least two-thirds of the votes cast by the members entitled to vote thereon.

b. Prior to a vote by the members, a proposed amendment must first be adopted by the board of directors, and notice of the proposed amendment(s) given to the members pursuant to Connecticut General Statutes Section 33-1142.

c. Additionally, the certificate of incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with the classification as an organization described in Section 501(c)(3) of the Code and as

an organization contributions to which are deductible under Section 170(c)(2) of the Code.