

**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**CONNECTICUT YOUTH SERVICES ASSOCIATION, INC.**

1. The name of the Corporation is Connecticut Youth Services Association, Inc.
2. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:

To operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and more specifically to promote those services which will or may help young people to mature and become useful and self-sufficient members of the community, and receive state, federal and local grants for that purpose; 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 Certificate of Incorporation.

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 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.

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. As used in this paragraph 2, except as otherwise indicated, the references to certain sections are to those sections of the Internal Revenue Code of 1954, or the corresponding provision of such other revenue laws of the United States as shall be in force from time to time.

3. 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.

4. The Corporation shall have one class of members. Only officially designated youth service bureaus shall be eligible for membership. Officially designated youth service bureaus are public or private entities and are designated as such as determined by the Connecticut General Statutes that govern youth service bureaus.

No member of the Corporation shall be entitled to vote, except that as provided in the Bylaws the members in good standing shall elect the Board of Directors and officers in the manner set forth in the Bylaws. The Corporation shall operate under the management of its Board of Directors and 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.

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. The Directors so designated shall constitute the Board of Directors of the Corporation to act in the manner and with the powers provided in this Certificate of Incorporation, the By-Laws of the Corporation and the laws of the State of Connecticut.

The Bylaws shall also prescribe the number, terms of office, qualifications (if any) and manner of election of officers, 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. The officers so designated shall constitute the officers of the Corporation to act in the manner and with the powers provided in this Certificate of Incorporation, the By-Laws of the Corporation and the laws of the State of Connecticut.

5. The Certificate of Incorporation of the Corporation may be amended by two-thirds vote of the Board of Directors present at a meeting called for the purpose, provided that no such amendment shall be adopted which will affect the exempt status of the corporation under § 501(c)(3) of the Internal Revenue Code.

6. The Corporation may be dissolved at any time by majority vote of the directors then serving at any meeting of the Board of Directors called to consider such 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 shall be 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. 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.

7. No person who is or was a Director 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 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.

The limitation of liability of any person who is or was a Director provided for in this Article 7 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.

8. The Corporation shall provide its Directors with the full amount of indemnification that the Corporation is permitted to provide pursuant to the Connecticut Revised Nonstock Corporation Act. 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 Connecticut Revised Nonstock Corporation Act. 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.

9. Reference in this 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 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 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.

Dated at Hartford, Connecticut, this 8th day of December, 2011.