

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

JANUARY 24, 2013

DATA REPORTING
330 ROBERTS STREET
SUITE 203
EAST HARTFORD, CT 06108-3654

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

WESTON KIWANIS CLUB FOUNDATION, INC.

Work Order Number: 2013010274-003
Business Filing Number: 0004787418
Type of Request: CERTIFICATE OF AMENDMENT
File Date/Time: JAN 08 2013 02:00 PM
Effective Date/Time: JAN 08 2013 02:00 PM
Work Order Payment Received: 1085.00
Payment Received: 20.00
Credit on Account:
Customer Id: 000000
Business Id: 0549596

LISA SMITH
Commercial Recording Division
860-509-6003
WWW.CONCORD.SOTS.CT.GOV

BUSINESS FILING REPORT

WORK ORDER NUMBER:2013010274-003
BUSINESS FILING NUMBER: 0004787418

BUSINESS NAME:

KIWANIS CLUB OF WESTON FOUNDATION, INC.

BUSINESS LOCATION:

52 OLD HYDE RD
WESTON,CT 06883

MAILING ADDRESS:

52 OLD HYDE ROAD
WESTON,CT 06883

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:PAUL F. SCHULTZ, JR.
TITLE:SECRETARY

NAME:DANIEL W. BAKER
TITLE:TREASURER

NAME:ROBERT MINICUCCI
TITLE:DIRECTOR

* ADDITIONAL ACTIVE PRINCIPALS ARE ALSO ON FILE YOU MUST COMPLETE
A REQUEST FOR CORPORATE COPIES WITH THE APPROPRIATE FEE IF YOU NEED
TO VERIFY THESE NAMES

** END OF REPORT **



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-8003

WEBSITE: www.concord-sols.ct.gov

CERTIFICATE OF AMENDM NONSTOCK CORPORATION

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FILED 01/08/2013 02:00 PM PAGE 02749

SECRETARY OF THE STATE

CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE.

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME:</p> <p>ADDRESS:</p> <p>CITY:</p> <p>STATE: ZIP:</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>Weston Kiwanis Club Foundation, Inc.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input type="checkbox"/> A. AMENDED</p> <p><input type="checkbox"/> B. RESTATED</p> <p><input checked="" type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p>The text of each amendment / restatement is set forth on the Attachment.</p>	

4. VOTE INFORMATION (CHECK A, B or C)

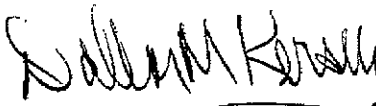
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 7th DAY OF January, 2013

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Dallas M. Kersey	President	

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Attachment to
CERTIFICATE OF AMENDMENT
of
WESTON KIWANIS CLUB FOUNDATION, INC.

1. Article First has been amended to change the Corporation's name to "Kiwaniis Club of Weston Foundation, Inc."
2. Article Second, which sets forth the nature of the activities to be conducted by the Corporation, has been replaced in its entirety by a new Article Fourth.
3. A new Article Second has been added which sets forth the address of the Corporation's registered office, and the name, residence and business addresses of the registered agent.
4. Article Third has been deleted and the provisions included therein, concerning the Corporation's non-profit status, among other things, have been included in new Article Ninth.
5. Article Fourth, which states that the Corporation shall have perpetual existence, has been renumbered as Article Third.
6. A new Article Fifth has been added which states that the Corporation is organized pursuant to the RNCA.
7. Article Fifth, regarding members, has been deleted in its entirety and replaced with a new Article Sixth.
8. Article Sixth, regarding directors, has been deleted in its entirety and replaced with a new Article Seventh.
9. Article Seventh, setting forth the names and addresses of the initial directors, has been deleted.
10. A new Article Eighth, providing for staggered terms for directors, has been added.
11. Article Eighth, regarding distributions by the Corporation and the Corporation's non-profit status, among other things, has been deleted and the provisions included therein have been incorporated into new Article Fourth and new Article Ninth.
12. Article Ninth, regarding dissolution of the Corporation, has been deleted in its entirety and replaced with a new Article Tenth.
13. Articles Tenth and Eleventh regarding, respectively, discrimination and endowment funds, have been deleted in their entirety.
14. Article Twelfth, regarding corporate governance, has been deleted in its entirety and replaced with a new Article Eleventh.
15. New Articles Twelfth and Thirteenth, regarding liability and indemnification of directors, have been added.

A copy of the Amended and Restated Certificate of Incorporation of the Kiwanis Club of Weston Foundation, Inc., is attached as Exhibit A.

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF THE

KIWANIS CLUB OF WESTON FOUNDATION, INC.

FIRST: That the name of this corporation (the "Corporation") is Kiwanis Club of Weston Foundation, Inc.

SECOND: The name of the Corporation's registered agent is Dallas M. Kersey whose residence and business address is 154 Steep Hill Road, Weston, Connecticut.

THIRD: The Corporation shall have perpetual existence.

FOURTH: (a) The purposes for which the Corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives, through the expenditure of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (or the corresponding provision of any future federal tax code) and the regulations issued thereunder (the "Code"), and connection with such activities, to possess and exercise all of the powers and privileges granted by Sections 33-1000 to 33-1290 of the Connecticut Revised Nonstock Corporation Act, as now in effect or as it may hereafter be amended or superseded (the "RNCA"), or by any other law of the State of Connecticut or this Certificate of Incorporation, together with any powers incidental thereto, insofar as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the purposes of the Corporation.

(b) The specific purposes of the Corporation are: To accept gifts, contributions, grants, funds and bequests of real and personal property and to hold, administer, invest, reinvest and expend the same for any program or purpose that is determined by the Board of Directors of the Corporation to aid and abet the community service, philanthropic and other charitable objectives of the Kiwanis Club of Weston, Inc., an eleemosynary institution affiliated with Kiwanis International, with its principal place of business in the Town of Weston, County of Fairfield and State of Connecticut (the "Club").

(c) No substantial part of the activities of the Corporation shall include engaging in propaganda or other activities that attempt to influence legislation, and 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.

FIFTH: The Corporation is organized pursuant to the RNCA.

SIXTH: The Corporation shall have a single class of members. Members shall be the active, privileged and senior members in good standing of the Club, as the qualifications for active, privileged and senior membership in the Club are determined from time to time by the Club. Failure on the part of any member of the Corporation to keep in good standing in the Club shall be sufficient cause for automatic expulsion as a member of the Corporation. An annual meeting of members shall be held no later than June 30 of each calendar year. The voting and other rights of members shall be as prescribed by the RNCA and the Corporation's By-laws.

SEVENTH: The number of members of the Board of Directors of the Corporation (the "Directors") shall be no less than five. The Directors may be called "Trustees," and the Board of Directors may be called the "Board of Trustees," if the Corporation's By-laws so provide.

EIGHTH: The Directors shall have staggered terms, with the total number of Directors divided into three groups, with each group containing approximately the same percentage of the total, as near as may be. The terms of the Directors in the first group shall expire on September 30 in the year of the first annual meeting of members, the terms of the second group shall expire on September 30 in the year of the second such annual meeting of members, and the terms of the third group shall expire on September 30 in the year of the third such annual meeting of members. At each such annual meeting thereafter, directors shall be chosen for a term of three years to succeed those whose terms expire on September 30 of that year. Each director, trustee and officer of the Foundation shall be an active, privileged or senior member of the Club.

NINTH: The Corporation is nonprofit; no part of any net earnings or assets thereof shall inure to the benefit of any member, director, officer or other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the benefit of the Corporation and to make payments and distributions in furtherance of any of the purposes enumerated in Article Fourth above. The Corporation shall not have or issue shares of stock or pay any dividends.

TENTH: In the event of the dissolution of the Corporation, after paying or adequately providing for the debts or obligations of the Corporation, the Directors, or other persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of the Corporation unto:

- (1) a state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes; or

- (2) a corporation, trust, or community chest fund of the Corporation:
- (a) created or organized in the United States or in any possession thereof, or under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States;
 - (b) organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;
 - (c) no part of the net earnings of which inures to the benefit of any private shareholder or individual; and
 - (d) no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is exempt from Federal income tax under Section 501(c) of the Code or a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

If the Corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of a court of competent jurisdiction in the State of Connecticut, upon petition therefor by the Attorney General of the State of Connecticut or by any other person having standing in the matter.

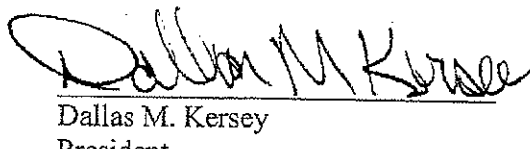
ELEVENTH: (a) the Corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable; (b) the Corporation will comply with all such conditions and requirements as Kiwanis International may prescribe; and (c) no amendment to the Corporation's Articles of Incorporation or By-laws, or a change in the purpose of the Corporation, shall be made without the consent of Kiwanis International.

TWELFTH: The personal liability of a Director to the Corporation or its members shall be limited to the fullest extent permitted by Section 33-1026(b)(4) of the RNCA. If the RNCA is hereafter amended or superseded to incorporate provisions further eliminating or limiting the personal liability of a director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the RNCA, as so amended or superseded. Neither the amendment nor repeal of this Section, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this

Section shall eliminate or reduce the effect of this Section in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

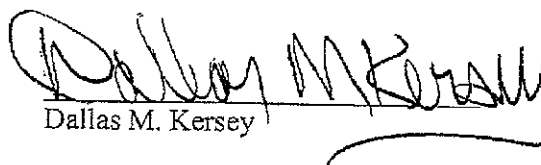
THIRTEENTH: The Corporation shall indemnify a Director for liability to any person for any action taken, or any failure to take any action, as a Director to the fullest extent permitted by Section 33-1026(b)(5) of the RNCA. If the RNCA is hereafter amended or superseded to incorporate provisions providing greater indemnification of a director for liability, then the Corporation shall provide such greater indemnification to the fullest extent permitted by the RNCA, as so amended or superseded. Neither the amendment or repeal of this Section, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Section, shall affect the indemnification of or advance of expenses to a Director for any liability stemming from acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision. For purposes of this Section, the terms "director" and "liability," as they relate to a Director and liability incurred by such a Director in his or her capacity as a Director, shall have the respective meanings ascribed to the terms "director" and "liability" in Section 33-1116 of the RNCA, as now in effect or as it may hereafter be amended or superseded.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 5th day of January, 2013.


Dallas M. Kersey
President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent made by Kiwanis Club of Weston Foundation, Inc.


Dallas M. Kersey