



SECRETARY OF THE STATE OF CONNECTICUT

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CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME: Patricia B. Chouinard, Paralegal</p> <p>ADDRESS: Shipman & Goodwin LLP One Constitution Plaza</p> <p>CITY: Hartford</p> <p>STATE: CT ZIP: 06103-1919</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>THE PARTNERSHP FOR CONNECTICUT, 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>On June 13, 2019, the Incorporator of The Partnership for Connecticut, Inc. approved an amendment and restatement of the Corporation's Certificate of Incorporation (the "Original Certificate"), in the form attached hereto (the "Restated Certificate"). The Restated Certificate includes the following substantive amendments to the Original Certificate:</p> <ol style="list-style-type: none"> 1. The Corporation's purposes in Section 2 have been revised. 2. Section 4 relating to the Corporation's Members has been revised. 3. Section 11 relating to the indemnification of the Corporation's directors and officers has been revised. 	

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

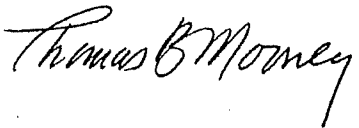
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

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 13th DAY OF June, 2019

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Thomas B. Mooney	Incorporator	

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE PARTNERSHIP FOR CONNECTICUT, INC.

The Certificate of Incorporation of The Partnership for Connecticut, Inc., a corporation organized and existing under the Connecticut Revised Nonstock Corporation Act (the "Act"), is hereby amended and restated in its entirety to provide as follows:

1. The name of the corporation is **The Partnership for Connecticut, Inc.** (the "Corporation").

2. The Corporation is organized and shall be operated exclusively for charitable and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereinafter be amended (the "Code"), including, but not limited to (i) strengthening public education in Connecticut; (ii) supporting financial inclusion and social entrepreneurship; (iii) promoting upward mobility in Connecticut by connecting at-risk high school-aged youths and young adults to educational and career opportunities; (iv) supporting economic development in under-resourced communities through microfinance and social entrepreneurship, with a specific focus on communities where there is a high poverty rate and youths and young adults between the ages of fourteen to twenty-four, inclusive, who are showing signs of disengagement or disconnection from high school, the workplace or the community; (v) promoting and expanding upon the collaboration between the State of Connecticut and one or more philanthropic or nonprofit entities to carry out the foregoing purposes; and (vi) providing additional resources for such purposes, and otherwise engaging in any lawful act or activity consistent with the foregoing and Section 501(c)(3) of the Code and for which corporations may be formed under the Act.

3. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

4. The Corporation shall have three classes of members (collectively, the "Members"), which shall be designated as the Executive Member, the Philanthropic Member and the Legislative Members. The Members shall have the right to elect or appoint the Corporation's directors as provided in the Corporation's bylaws. Each class of Members shall be entitled to vote as a separate voting group on each matter submitted to the Members for approval, and action on a matter is taken only if a quorum of each class of Members exists with respect to that matter and the matter is approved by each class of Members counted separately as provided in the Act.

5. The Corporation shall operate under the management of its Board of Directors. The Corporation's bylaws may provide that persons occupying certain positions within or without the Corporation shall be *ex-officio* members of the Board of Directors who may or may not, as provided for in the bylaws, vote on matters coming before the Board of Directors and count in determining if a quorum exists.

6. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

7. No part of the net earnings of the Corporation may be distributed to or inure to or for the benefit of any Member, director or officer of the Corporation or any other individual, except for reasonable compensation for services rendered and reimbursement for expenses incurred for the benefit of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

8. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or attempting to influence legislation. The Corporation may not participate 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.

9. Upon the dissolution of the Corporation, the Board of Directors shall dispose of and distribute the assets remaining, after payment of all liabilities, exclusively for the purposes of the Corporation, to the State of Connecticut exclusively for public purposes, and/or to one or more organizations which shall then be exempt from federal income taxation as an organization or organizations described in Section 501(c)(3) of the Code, in such proportions and amounts and in such manner as the Board of Directors shall determine. No part of the Corporation's assets shall ever be distributed to its Members, directors or officers, or inure to the benefit of any private individual.

10. The personal liability of a director to the Corporation or its Members for monetary damages for breach of duty as a director shall be eliminated or limited to the fullest extent permitted by the Act or any other applicable laws presently or hereafter in effect. Without limiting the effect of the preceding sentence, no director shall be personally liable to the Corporation or its Members for monetary damages for breach of duty as a director in an amount greater than the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the director; (ii) enable the director, or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) 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 (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. No amendment to, or modification or repeal of, this Article 10 shall adversely affect any right or protection of a director existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal. Nothing contained in this Article 10 shall be construed to deny to the directors of the Corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

11. The Corporation shall, to the fullest extent permitted by the Act or any other applicable laws currently or hereafter in effect, indemnify its directors and officers for a liability, as defined in 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 or officer, except a liability that (i) involved a knowing and culpable violation of law by the director or officer, (ii) enabled the director or officer or an associate, as defined in Section 33-840 of the Connecticut General Statutes, of such director or officer to receive an improper personal economic gain, (iii) showed a lack of good faith and a conscious disregard for the duty of the director or officer to the Corporation under circumstances in which the director or officer 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 or officer's duty to the Corporation. In addition to the foregoing, the Corporation shall provide to its directors and officers the full amount of indemnification that the Corporation is permitted to provide to such directors and officers pursuant to Sections 33-1116 to 33-1126, inclusive, of the Connecticut General Statutes or any other applicable laws presently or hereafter in effect. Expenses (including attorneys' fees) incurred by a director or officer in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of both (i) a written affirmation by such director or officer of his or her good faith belief that he or she has met the relevant standard of conduct under the Act or that the proceeding involves conduct for which liability has been eliminated or limited under Article 10 of this Amended and Restated Certificate of Incorporation and (ii) a written undertaking by or on behalf of such director or officer to repay any funds advanced if it shall ultimately be determined that such director or officer has not met the relevant standard of conduct under the Act. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation shall not provide such indemnification or advancement of expenses to the extent that such indemnification or advancement would constitute self-dealing within the meaning of Section 4941(d) of the Code.

12. In the event that the Internal Revenue Service determines that the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in a manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code. Additionally, if such a determination is made by the Internal Revenue Service, the Corporation will distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

13. References in this Amended and Restated Certificate of Incorporation to a Section of the Code shall be construed to refer both to such Section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, superseded or replaced. References in this Amended and Restated Certificate of Incorporation to sections of the Connecticut General Statutes shall be deemed to include amendments adopted from time to time to such sections and shall further be deemed to include any successor sections thereto.

14. The Corporation's Registered Office in the State of Connecticut is c/o Shipman & Goodwin LLP, One Constitution Plaza, Hartford, Connecticut 06103-1919.