

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
UNITED JEWISH FEDERATION OF GREATER STAMFORD, NEW CANAAN
AND DARIEN, INC.

(A Connecticut Nonstock Corporation)

First. The name of the corporation is UNITED JEWISH FEDERATION OF GREATER STAMFORD, NEW CANAAN AND DARIEN, INC.

Second. On _____, 2015, the Amended and Restated Certificate of Incorporation was approved by the Members of the UNITED JEWISH FEDERATION OF GREATER STAMFORD, NEW CANAAN AND DARIEN, INC. in the manner required by Sections 33-1140 to 33-1147 of the Connecticut General Statutes and by the Certificate of Incorporation.

Third. This Amended and Restated Certificate of Incorporation restates the original Certificate of Incorporation in its entirety and consolidates all amendments into a single document, which is set forth in its entirety as follows:

1. The name of the corporation is UNITED JEWISH FEDERATION OF GREATER STAMFORD, NEW CANAAN and DARIEN, INC. (the "Corporation").

2. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as same may be amended from time to time (the "Code"), and shall include the following:

(a) To promote and maintain the welfare and unity of the Jewish people, and to provide financial and other assistance (including, without limitation, borrowing and lending funds and acting as co-borrower, guarantor or other accommodation party and/or providing collateral or other assistance in connection with any loan or other financing transaction) to duly authorized agencies, organizations, and programs which engage in or promote rescue and resettlement, religious, welfare, health, philanthropic, community relations, educational, cultural, and social service activities and projects for the benefit of Jews in Israel and the Diaspora, including JFNA, United Israel Appeal, the Jewish Agency for Israel, and the American Jewish Joint Distribution Committee, or any

successors thereto, local agencies, and others (hereinafter collectively called "Jewish Activities");

(b) To serve as a central fund-raising and allocation agency in the Greater Stamford, New Canaan and Darien area, and to approve, sponsor, conduct, clear and coordinate the raising and allocation of funds in such area for the benefit of Jewish Activities and the general purposes of the Federation stated herein;

(c) To cooperate with, provide leadership development for, and otherwise assist local, national, and international agencies and organizations and local congregations, and to establish and implement proper programs in order to plan, coordinate, promote and advance Jewish Activities on a local, national and international level;

(d) To promote and nurture harmony, understanding, consensus, and good relations among the members of the Jewish community and between the Jewish community and the larger communities of which it is a part;

(e) To represent and serve as spokesperson for the Jewish community in the Greater Stamford, New Canaan and Darien area in all matters of general Jewish interest and concern;

(f) To serve as the central management team when an emergency occurs that affects the greater Stamford, New Canaan and Darien Jewish communities;

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

(h) To acquire, improve, hold and lease any real or personal property useful to the accomplishment of the purposes of this Corporation;

(i) To receive and accept public and private gifts, trusts, donations, grants, loans and other sources of funding to promote the purposes of this Corporation; and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted under the laws of the State of Connecticut, and consistent with Section 501(c)(3) of the Code to promote and attain the purposes set forth herein; and

(j) To engage in any lawful act and activity consistent with the foregoing and the furtherance of and in connection with the purposes and objects stated herein, as well as any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act.

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

4. The Corporation shall have one class of members that shall be designated the Membership and each member shall have one (1) vote in any meeting of the Membership. The By-laws of the Corporation shall prescribe the

rules for admission, retention, withdrawal and expulsion of members, and such provisions may be amended from time to time in such lawful manner as the By-laws shall prescribe. Members shall have no other rights or powers.

5. The Corporation shall operate under the management of its Board of Directors. The initial Board of Directors shall be elected by the Incorporator. Thereafter, directors shall be elected as provided in the Bylaws of the Corporation. The 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 vote and be counted in determining a quorum.

6. The Board of Directors shall be divided into three (3) classes, with each class respectively to be designated "Class A Directors," "Class B Directors," and "Class C Directors". In order to implement continuity in the Board of Directors, the term of the directors in each class shall end as follows:

(a) The Class A Directors shall serve their initial term until December 31, 2015 and thereafter, the Class A Directors shall serve two-year terms.

(b) The Class B Directors shall serve their initial term until December 31, 2016 and thereafter, the Class B Directors shall serve two-year terms.

(c) The Class C Directors shall serve their initial term until December 31, 2017 and thereafter, the Class C Directors shall serve two-year terms.

The Board of Directors shall designate the Class to which a director is a member at the time of his or her election. To maintain each Class's representation at any given time, the Board of Directors shall designate a director as a member of the class of directors with the fewest number of directors at the time of his or her election.

7. Notwithstanding any other provision of this 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.

8. The net earnings of the Corporation or any part thereof may not be distributed to or inure to the benefit of any private individual or a director or officer of the Corporation. However, nothing herein shall restrict the right of the Corporation to reasonably compensate any officer or director for services rendered to the Corporation or to reimburse any officer or director for expenses, disbursements or liabilities properly made or incurred, on account of that officer's or director's service to the Corporation.

9. No substantial part of the activities of the Corporation shall include carrying on propaganda or attempting to influence legislation. The Corporation may 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.

10. Upon 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 one or more organizations organized exclusively for charitable, educational, religious or scientific purposes which shall be then exempt from federal 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 directors or officers, or inure to the benefit of any private individual.

11. The personal liability of a director of the Corporation to the Corporation for monetary damages for breach of duty as a director of the Corporation shall be 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 of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a director of the Corporation 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 11 shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal. Nothing contained in this Article 11 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.

12. 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 33-1124, inclusive, of the Act or any other applicable laws presently or hereafter in effect.

13. References in this 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.

14. The address of the Corporation's Registered Office in the State of Connecticut is 1035 Newfield Ave., Suite 200, Stamford, CT, 06905. The Corporation's Registered Agent at such office is Linda Fortini. Such Registered Agent's residence address is 70 Strawberry Hill Ave., Stamford, CT 06902.

Dated at _____, Connecticut, this ____ day of _____, 2015.

**UNITED JEWISH FEDERATION OF
GREATER STAMFORD, NEW CANAAN AND
DARIEN, INC.**

By: _____
Its:
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The foregoing designation as Registered Agent for United Jewish Federation of Greater Stamford, New Canaan and Darien, Inc. is hereby accepted.

Linda Fortini