

MACJANNET FOUNDATION, INC.
491 University Avenue
Bridgeport, Connecticut 06604

We, the incorporators, certify that we do hereby associate ourselves as a body politic and corporate, pursuant to the Nonstock Corporation Act of the State of Connecticut.

1. The name of the corporation is MACJANNET FOUNDATION, INC.
2. The nature of the activities to be conducted by the corporation and the purposes to be promoted or carried out by the corporation are the following, to wit: To administer such securities, money and property, both real and personal, as shall be given, devised or bequeathed to the corporation for such exclusively religious, charitable, educational, scientific and literary purposes as in the judgment of the Board of Directors will promote the health, welfare, happiness and education of men, women and children regardless of race, color or religion.

It shall be within the scope of the foregoing activities and purposes to use, disburse and expend such securities, money and property as shall be given, devised or bequeathed to the corporation in such manner as shall seem expedient to the Board of Directors for any charitable purpose, including the establishment, ownership, operation and maintenance or assistance of non-profit institutions conducted for exclusively charitable, educational, literary, scientific or religious purposes but in no event and under no circumstances shall any part of the assets of the corporation or of any interest, income or accumulations be distributed or inure to the benefit of any shareholder, director, member, manager, trustee, officer or other person engaged in the management of the affairs of the corporation except as reasonable compensation for services rendered in the operation of the corporation.

The corporation shall not carry on or engage in any activities not permitted to be carried on;

- (a) by an organization exempt from Federal income tax under Section 501 c (3) of the Internal Revenue Code of 1954 (or of the corresponding provision then in effect of any future United States Internal Revenue Law,) or
 - (b) by an organization contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 (or the corresponding provision then in effect by any future United States Internal Revenue Law.)
3. The corporation shall not have or issue shares of stock or pay dividends.
4. The property of the corporation shall be used exclusively for carrying out one or more of the aforesaid purposes, and no officer, member, manager, trustee or employee of the corporation shall now or at any future time receive any pecuniary profit from the operations of the corporation. In no event and under no circumstances shall any part of the assets of the corporation or any interest, earnings or accumulations thereon be distributed or paid to or inure to the benefit of any shareholder, director, member, manager, trustee, officer or other person engaged in the management of the corporation except as reasonable compensation for the services rendered in the operation of the corporation.
5. The corporation shall not carry on propaganda, engage in political activity, or attempt to influence legislation and none of its funds shall be devoted to any such purpose.
6. The corporation shall have no members.
7. The Board of Directors elected at an organization meeting of the corporation shall be a self-perpetuating board of directors.

8. The corporation shall have the power to receive and hold gifts, devises and bequests of real and personal property and to hold and use the same for its exclusively religious, charitable, scientific, literary and educational purposes.
9. In the event of the dissolution of the corporation, after the payment of all obligations of the corporation, the Board of Directors, acting as trustees in dissolution, shall transfer and convey all of the remaining assets of the corporation to one or more non-profit Connecticut corporations operated exclusively for religious, charitable, scientific, literary or educational purposes and no shareholder, director, member, manager, trustee, officer or employee of this corporation shall receive any assets of the corporation upon dissolution.
10. The term of the corporation shall be perpetual.

Dated at Bridgeport, Connecticut, this 14th day of May, 1968.

(signed) Raymond W. Beckwith, Bruce E. Dillingham, Daniel F. Wheeler (Incorporators)

STATE OF CONNECTICUT)
 COUNTY OF FAIRFIELD) SS. Bridgeport, May 14, 1968

Personally appeared) Raymond W. Beckwith, Bruce E. Dillingham, Daniel F. Wheeler, and made oath to the truth of the foregoing certificate by them signed, before me,

Frank F. Ober
 Notary Public (Notarial Seal)

Filed 10:50 a.m. May 15, 1968
 Ella T. Grasso, Secretary of State
 By: F.S. Hoffer, Jr.

STATE OF CONNECTICUT)
 OFFICE OF SECRETARY OF STATE) SS. Hartford

I hereby certify that the foregoing is a true copy of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand, and affixed the seal of said State, at Hartford, the 15th day of May A.D., 1968

(signed) Ella T. Grasso
 Secretary of State

Filed: State of Connecticut
 October 29, 1970 9:15 a.m.
 Ella T. Grasso, Secretary of State by F.S. Hoffer, Jr.

Fee Paid, Date October 29, 1970

MACJANNET FOUNDATION, INC.
491 University Avenue
Bridgeport, Connecticut 06604

CERTIFICATE AMENDING CERTIFICATE OF INCORPORATION
(Nonstock Corporation)

We, the incorporators, certify that we do hereby associate ourselves as a body politic and corporate, pursuant to the Nonstock Corporation Act of the State of Connecticut.

1. The name of the corporation is MACJANNET FOUNDATION, INC.
2. The Certificate of Incorporation is amended only by the following resolution of the Board of Directors acting alone:

“RESOLVED: That paragraph 2 of the Certificate of Incorporation dated May 14, 1968 hereby is, amended by adding thereto the following:

- 1) The corporation shall distribute its income each taxable 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 of 1954, or corresponding provisions of any subsequent Federal tax laws.
 - 2) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
 - 3) The corporation shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
 - 4) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
 - 5) The corporation shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.”
3. The above resolution was adopted by the Board of Directors acting alone, the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.
 4. The number of affirmative votes required to adopt such resolution is five.
 5. The number of Directors’ votes in favor of the resolution was seven.

Dated at Talloires, Haute -Savoie, France, this 5th day of September , 1970.

(signed) Donald R. MacJannet, President
(signed) James H. Halsey, Secretary

SWITZERLAND)
STATE OF GENEVA) SS.

October 12, 1970

Personally appeared Donald R. MacJannet, President of MacJannet Foundation, Inc., and made oath to the truth of the foregoing Certificate signed, before me,

Notary Public (Notarial Seal)

STATE OF CONNECTICUT)
COUNTY OF FAIRFIELD) SS.

October 19, 1970

Personally appeared James H. Halsey, Secretary of MacJannet Foundation, Inc., and made oath to the truth of the foregoing Certificate signed, before me,

Frank F. Ober
Notary Public (Notarial Seal)

STATE OF CONNECTICUT)
OFFICE OF SECRETARY OF STATE) SS. Hartford

I hereby certify that the foregoing is a true copy of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand, and
affixed the seal of said State, at Hartford, the 29th day of October A.D., 1970

(signed) Ella T. Grasso
Secretary of State

