

**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**

of

**CONNECTICUT ASSOCIATION OF DIRECTORS OF HEALTH, INC.**

This amended and restated certification of incorporation supplements certain provisions of the Connecticut Revised Nonstock Corporation Act (the “Act”). Reference in this amended and restated certificate of incorporation to provisions of the Act shall refer to any corresponding provisions of similar Connecticut law enacted after the date hereof.

**1. Name.** The name of the Corporation is Connecticut Association of Directors of Health, Inc. (the “Corporation”).

**2. Purposes.** The purposes of the Corporation are to educate the public, including the membership which consists of directors of health of municipal health authorities and district departments of health, on matters of concern regarding state and local public health issues; to interface with state agencies, including the Connecticut Department of Public Health, on matters affecting the public health; to engage in long-term strategic planning to improve the public health system in Connecticut; and to educate policy-makers on matters relating to the public health.

Subject to the foregoing limitations and those set forth in Section 7 below, the Corporation may engage in any lawful act or activity for which a corporation may be organized under the Act.

**3. Nonprofit Corporation.** The Corporation is nonprofit and shall not have or issue shares of stock or make distributions except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation or by applicable statute.

**4. Membership.** The Corporation is a membership corporation. There shall be two classes of members, Members and Honorary Members, the qualifications for which shall be set forth in the bylaws. Members shall have the right to elect directors and to approve fundamental changes as set forth in Section 8. Members shall have all of the other rights, privileges, and obligations which are accorded to such members under the Corporation’s bylaws or Connecticut law. Honorary Members shall have no right to vote.

**5. Board of Directors.** The activities, business, property and affairs of the Corporation shall be managed by a board of not fewer than three directors, elected by the Members, as may be further provided in the Corporation’s bylaws.

**6. Limitation on Liability of Directors.** The personal liability of a director to the Corporation, or its Members, for monetary damages for breach of duty as a director shall be limited to the amount of compensation, if any, received by the director for serving the Corporation during the year of the violation, so long as the breach was not of a sort for which such limitation of liability is not permitted by Section 33-1026(b)(4) of the General Statutes of Connecticut.

Nothing contained in this Section 6 shall be construed to deny a director of the Corporation the benefit of Section 52-557m of the General Statutes of Connecticut, or of any other limitation of liability available to such director under law. Any repeal or modification of this Section 6 shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**7. Restrictions.** Notwithstanding any other provision of this certificate of incorporation:

(a) The Corporation shall at all times be organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code");

(b) No part of the Corporation's net earnings or assets shall inure to the benefits of its directors, officers, or any other private entity or individual, provided that, the Corporation may pay reasonable compensation for services actually rendered, reimburse reasonable expenses incurred by any such persons, and may purchase goods and services at reasonable prices, all in furtherance of the purposes set forth in Section 2 hereof, and the Corporation may make distribution of its assets upon dissolution as provided in Section 10 hereof; and

(c) The Corporation shall not participate in or intervene in (including the purchasing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation; and

(d) The Corporation shall neither conduct any activities nor exercise any power not permitted to be conducted by a corporation exempt from taxation under Section 501(a) of the Internal Revenue Code and described under Section 501(c)(3) of the Internal Revenue Code or by a corporation the contributions to which are deductible by a contributor under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

**8. Fundamental Changes.** Subject to the approval of the Members, the directors, by the affirmative vote of no less than two-thirds of all directors, provided notice of such proposal shall have been provided to all directors at least seven days before such meeting, may:

(a) Amend this certificate of incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts or bequests to the Corporation for federal gift, estate, or income tax purposes, or permit the conduct of affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code;

(b) Transfer substantially all of the Corporation's assets to another corporation exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described under Section 501(c)(3) of the Internal Revenue Code, and formed for purposes similar to those of the Corporation;

(c) Sell or mortgage substantially all of the assets of the Corporation;

- (d) Merge the Corporation with another corporation; and
- (e) Dissolve the Corporation.

The directors of the Corporation shall have the right to make other fundamental changes to the extent and in the manner permitted by Connecticut law to directors of a Connecticut nonstock corporation except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation.

**9. Indemnification.** The Corporation shall indemnify and advance expenses to its directors to the fullest extent permitted by law. Without limiting 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 of a sort for which indemnification is not permitted by Section 33-1026(b)(5) of the General Statutes of Connecticut; provided, however, that the Corporation's duty to so indemnify shall extend to an indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the board of directors of the Corporation. In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not directors to the same extent as directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

**10. Dissolution.** The existence of the Corporation shall be perpetual unless sooner dissolved. If the Corporation is dissolved, all of its assets remaining for distribution after payment of obligations or provision for the same shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement or other document) to one or more organizations organized and operated for religious, charitable, scientific, literary, educational or other purpose set forth in Section 501(c)(3) of the Internal Revenue Code, in such proportions as the board of directors (or if the board of directors fails to act a court of competent jurisdiction) may determine.

The foregoing amended and restated certificate of incorporation was adopted by the Board on June 12, 2013 and the Members on June 12, 2013.