

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**The Willimantic Camp Meeting Association, Inc.**

Section 1. Name: The name of the Corporation is **The Willimantic Camp Meeting Association, Inc.** (the “Corporation”).

Section 2. Nonstock Corporation: This corporation is a nonstock, nonprofit organization pursuant to the Revised Nonstock Corporation Act of the State of Connecticut, Section 33-1000 et seq. of the Connecticut General Statutes (“C.G.S.”).

Section 3. Nature of Activities: In general, the Corporation may engage in any lawful act or activity for which corporations may be formed under sections 33-1000 to 33-1290, inclusive, of the C.G.S. This Corporation’s mission is to own, maintain and operate a Camp Ground and Camp Meeting Association located within the Town of Windham, Connecticut, including a Christian community and Camp Meeting Summer Assembly with program for spiritual growth, in accordance with the rules and usages of the United Methodist Church, and to receive, hold, transfer and convey property real and personal, in the carrying out of that purpose. The nature of the activities conducted and the purposes promoted or carried out by the Corporation are exclusively charitable, religious and educational, entitling the Corporation to exemption under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or such corresponding section or sections as may from time to time be in force.

Section 4. Non-Profit Status: No part of the earnings or net income of the Corporation shall benefit any individual; nor shall the Corporation have or issue shares of stock or make distributions or pay dividends; no part of the Corporation’s income or assets shall be distributed to its directors, officers, employees or any individual; nor shall any member, director or employee of the Corporation receive or be entitled to receive any pecuniary profit from the operations of thereof except for reasonable compensation for services.

No substantial part of the Corporation’s activities shall consist of carrying on propaganda, or otherwise attempting, 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.

Section 5. Members: The membership of the Corporation shall include the cottage owners in good standing as defined in the Rules and Regulations of the Willimantic Camp Meeting Association. Members shall be entitled to one vote per cottage. The specific qualifications, rights, responsibilities and authorities of members are set forth in the Bylaws of the Corporation.

Section 6. Executive Committee: The Corporation shall be managed on behalf of the Members by the Board of Directors of no fewer than three and no more than fifteen Members (hereinafter referred to as the “Executive Committee”), elected and appointed annually by the Members as set forth in the Bylaws of the Corporation. As authorized under Section 33-1086 of the C.G.S., the Executive Committee shall be a staggered board, divided as evenly as possible into three classes. At the Annual Meeting at which the term of each elected class of Executive Committee Members expires, the members of that class shall then be elected to serve for a three-year term. The duties of said Executive Committee Members, their qualifications, responsibilities, length of term, methods of election, and methods for their removal are set forth in the Bylaws of the Corporation.

Section 7. Limited Liability of Executive Committee Members: (a) Pursuant to Section 33-1026 of the Revised Nonstock Corporation Act of the State of Connecticut, the personal liability of the Executive Committee Members of the Corporation to the Corporation or its members for monetary damages for breach of duty as Executive Committee Member is limited to an amount that is not more than the compensation received by the Executive Committee Member for serving the Corporation during the year of the violation if such breach did not: (1) involve a knowing and culpable violation of law by the Executive Committee Member, (2) enable the Executive Committee Member or an “associate,” as defined in Section 33-840 of the C.G.S., to receive an improper personal economic gain, (3) show a lack of good faith and a conscious disregard for the duty of the Executive Committee Member to the Corporation under circumstances in which the Executive Committee Member was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Executive Committee Member’s duty to the Corporation.

Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Executive Committee of the Corporation shall not, with respect to a person who is or was a Executive Committee Member, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

(b) The limitation of liability of any person who is or was an Executive Committee Member provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law as in effect on the effective date of this Certificate of Incorporation and as thereafter amended.

Section 8. Conflicts of Interest: The Corporation shall adopt procedures to assure that any potential “conflicting interest transaction,” as that term is defined in Section 33-1127 of the C.G.S. to be any transaction proposed to be effected by the Corporation respecting which an Executive Committee Member has a conflicting interest, where he/she or a related person is a party to the transaction or has a beneficial financial interest in the transaction that such interest would reasonably be expected to exert an influence on his/her judgment if he/she were called upon to vote on the transaction, or any potential “excess benefit transaction,” as that term is defined in Section 4958 of the Internal Revenue Code to be any transaction, contract or compensation agreement between the Corporation and any disqualified person, including Executive Committee Members and officers of the Corporation, where the amount paid or to be paid to the disqualified person exceeds the value of the consideration (including the performance of services) received for providing such benefit, shall only be undertaken after the requisite disclosure and voting by both Executive Committee Members and, where appropriate, members of the Corporation as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S. to avoid any possible violation of such statutes or regulations.

Section 9. Distribution of Assets Upon Dissolution: In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by the operation of law, the property or other assets of the Corporation, and any proceeds thereof, insofar as permitted by law, shall be distributed to the New England Conference of the United Methodist Church or any successor thereof. If the New England Conference does not exist or is not exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or such corresponding section or sections as may from time to time be in force, then the assets shall be distributed to such non-profit organizations, which shall be exempt from taxes under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or such corresponding section or sections as may from time to time be in force, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Executive Committee Members and the members of the Corporation entitled to vote thereon, by majority vote thereof, shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the Executive Committee Members or the members of the Corporation.

Section 10. Amendments to Certificate of Incorporation: As permitted in Section 33-1142 of the C.G.S., amendments to the Certificate of Incorporation of the Corporation (other than certain amendments which the Executive Committee may adopt pursuant to Section 33-1141 of the C.G.S. without a vote of the members) may be adopted only under the following procedure:

- (i) Written notice of the meetings of the Executive Committee and of the Members at which such amendment shall be considered, including the text of the proposed amendment (before any amendments thereto made at the subsequent meeting) shall be delivered to all Executive Committee Members at least one week before their meeting and mailed to all Members at least three weeks before the Members' meeting;
- (ii) At least a majority of the Executive Committee Members present at a duly called meeting of the Executive Committee at which a quorum is present shall vote in favor of such amendment; and
- (iii) In addition to the vote of the Executive Committee taken under subsection (ii) above, at least two-thirds of all the Members of the Corporation present at a duly called meeting of the Members at which a quorum is present shall vote in favor of such amendment.

Section 11. Amendments to Bylaws: As permitted by Section 33-1150 of the C.G.S., no amendment to the Bylaws shall be adopted unless that amendment is adopted in accordance with the procedures set forth in the Bylaws.

Section 12. Registered Agent: The street address of the Corporation's current registered agent is 9 Mystic Avenue, Willimantic, Connecticut 06226. The name of the current registered agent at that address is Nancy Freeman.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

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President

Dated at Willimantic, Connecticut this \_\_\_\_ day of \_\_\_\_\_, 2008.