

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
(Non-Stock Corporation)**

**STATE OF CONNECTICUT
Secretary of the State**

THE COLONEL DANIEL PUTNAM ASSOCIATION INCORPORATED

1. **Name.** The name of the Corporation is **THE COLONEL DANIEL PUTNAM ASSOCIATION INCORPORATED.**
2. **Non-stock:** The Corporation is nonprofit. The Corporation shall not have or issue shares of stock, nor make distributions.
3. **Purposes.** The Corporation shall have the following purposes and powers:
 - a. To inculcate the realization of "the olden times".
 - b. To perpetuate the memory and spirit of our forefathers and the continuation among the branching generations.
 - c. To promote knowledge of the life of General Israel Putnam and his family, particularly his son Daniel who lived in Brooklyn, Connecticut, and
 - d. Such other purposes and powers a corporation may have under Connecticut law.
4. **Members.** The Corporation shall have such classes of membership as determined by the Board of Directors. All members over the age of 18 years shall have one vote. All new members must be approved by a vote of the existing membership.
5. **No personal profit.** No officer, member or employee of the corporation shall ever receive any pecuniary profit from the Corporation, except reasonable compensation for effectuating its purposes (including the reimbursement of expenses).
6. **Charitable purposes.** All of the real and personal property of the Corporation (and the proceeds thereof) shall be

permanently devoted to historical and educational purposes. If the Corporation is dissolved, its property shall pass to another corporation likewise devoted to historical and/or educational purposes.

7. **Action by Consent:** The Board of Directors may act by written consent by a majority of the directors entitled to vote.

8. **Arbitration by members.** Any controversy or claim arising out of or relating to this Corporation shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. The arbitration shall be conducted in the English language in Hartford County, Connecticut.

9. **Limitation of liability of Board of Directors.** The liability of a director to the Corporation and its members for monetary damages for breach of duty as a director is limited to the compensation received by the director for serving the corporation during the year of the violation, plus one dollar (\$1.00), if such breach did not:

- a. involve a knowing and culpable violation of law by the director,
- b. enable the director or an associate, as defined in Connecticut General Statutes §33-840, to receive an improper economic gain
- c. 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 conduct or omission created an unjustifiable risk of serious injury to the corporation, or
- d. constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, provided no such provision shall limit or preclude the liability of a director for any act or omission occurring prior to the effective date of such provision.

10. **Indemnification of Board of Directors.** The Corporation shall indemnify a director from all liability, as defined in Connecticut General Statutes §33-1116(5), except liability that:

- a. involved a knowing and culpable violation of law by the director,

- b. enabled the director or an associate, as defined in Connecticut General Statutes §33-840, to receive an improper personal gain,
- c. showed 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 conduct or omission created an unjustifiable risk of serious injury to the corporation, or
- d. constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, provided no such provision shall affect the indemnification of or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of such provision.