

**AMENDED and RESTATED BYLAWS**

**OF**

**MATTER OF TRUST, INC.**

ARTICLE I  
Organization

Section 1.01 - Name. The name of this organization shall be Matter of Trust, Inc.

Section 1.02- Offices. The principal office of the Foundation shall be located in Westport, Connecticut. The Corporation may also have offices at such other places, including foreign countries, as the Board may from time to time agree or as the purposes of the Corporation may require. The Corporation currently has an office located at 99 St. Germain Avenue, San Francisco, California.

Section 1.03 - Purposes. The following are the purposes for which this corporation has been organized:

- a. To provide ecological activities and resources that promote and ensure sustainability, resource reduction, reuse, recycling and educational programs for natural and man-made materials.
- b. To provide non-profit organizations with donation items, seconds, volunteer availability, publicity, training, logistics or other financial assistance;
- c. To serve the needs of the non-profit community of San Francisco County, California, and elsewhere, by providing furnishings, software, books, office supplies, technical equipment, manpower, training and media experts, services or other funding to non-profit organizations;

d. To promote, facilitate and increase public awareness of ecological advances throughout the country via eco-educational programs on sustainable and replicable systems using books, lectures, camps, events, documentaries and other exhibits.

e. To coordinate landfill diversion through manmade surplus programs linking clutter burdened in-kind donors and manufacturers with the wish lists of those in need, scrap collectors and others, and facilitating same through sorting and logistics systems.

f. To use, engage, explore, discover, test and promote eco solutions for natural abundance and surplus by working with researchers, farmers, energy, water, and waste industry specialists, expert craftsmen, permaculturalists, and green businesses.

g. To carry on, conduct and exercise all rights and powers authorized for non-stock, non-profit corporations under the laws of the State of Connecticut and under the pertinent provisions of the Internal Revenue Code referred to above;

h. To solicit and receive contributions, grants, donations, gifts, bequests, devises and other sources of funding to promote the purposes of this corporation;

i. To accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, and devises, received for said purposes;

j. To coordinate and promote web database services for matching surplus donated items with non-profits or other company or individual wish lists.

k. To make distributions to organizations that carry out the purposes above stated that qualify as public charities and tax-exempt organizations under the Internal Revenue Code.

l. To engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Non-Stock Corporation Act.

ARTICLE II  
Directors

Section 2.01 - General Powers. The property and affairs of the corporation shall be managed by a Board of Directors composed of not less than 5 nor more than 15 Directors. The Directors shall serve without compensation for their services as Directors, but may be reimbursed by the corporation for their reasonable expenses and disbursements on behalf of the corporation.

Section 2.02 - General Qualifications of Directors. In choosing members for the Board of Directors, every effort should be made to ensure that nominees possess broad experience in business and community affairs and that they have administrative experience and have demonstrated good judgment and common sense in their normal daily lives and occupations. Further, so that the corporation may attain its full stature as an integral part of the social organization of the community, the Directors, in addition to the foregoing characteristics, should, where possible, represent a cross section of the major segments of the community that the corporation serves. The best guaranty of community confidence in and support of the corporation will be to choose Directors who have broad experience, demonstrated common sense and judgment and broadly represent the community.

Section 2.03 - Election of Directors; Terms of Office. The initial Board of Directors of the corporation shall be elected by the incorporator to hold office until the first annual meeting of the Board of Directors of the corporation. Thereafter, the Board of Directors shall be a self-perpetuating Board of Directors, electing directors as provided herein in accordance with the laws of the State of Connecticut. At the annual meeting of the Board of Directors, to be held in

February, the Directors shall elect Directors to serve for terms of three years. The terms of the Directors shall continue until new Directors are duly elected and qualified.

Section 2.04 - Resignation of Directors. The written resignation of a Director shall be effective immediately upon its receipt by the corporation.

Section 2.05 - Vacancies. In case of any vacancy in the Board of Directors caused by death, resignation or otherwise, the remaining directors, though less than a quorum, by the concurring vote of a majority of such remaining directors, shall fill such vacancy until the next annual meeting.

Section 2.06 - Annual Meeting. The annual meeting of the Board of Directors shall be held in the second week of February in each year. At such meeting, the Board of Directors shall elect the Directors (to be elected at the time of said meeting), the officers of the corporation and shall transact such other business relating to the affairs of the corporation as may come before the meeting.

Section 2.07 - Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors shall from time to time determine. Special meetings of the Board of Directors may be called at any time by the Chair and shall be called by him/her within seven (7) days after receipt of the written request of any three (3) Directors. Meetings of the Board of Directors may be held within or without the State of Connecticut and shall be held at such places designated in the notice of the meeting. Not less than seven (7) days notice by mail, telephone or facsimile or e-mail, shall be given of each regular meeting of the Board of Directors. Except as otherwise provided by these bylaws, not less than three (3) days notice by mail, telephone or facsimile or e-mail, shall be given of each special meeting of the

Board of Directors. A majority of the directors shall constitute a quorum at all meetings of the board.

Section 2.08 - Vote Required for Action. The act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the act of a greater number is required by these bylaws by law.

Section 2.09 - Action Without Meeting. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors, and such written consent shall be filed in the corporate minute book.

Section 2.10 - Participation by Conference Telephone. A director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and such participation in the meeting shall constitute presence in person at such meeting.

Section 2.11 Agreement to Electronic Signatures. As permitted by Section 1-260 et seq. of the Connecticut General Statutes (known as the Connecticut Uniform Electronic Transactions Act or "CUETA"), the directors agree, by acceptance of their directorships in the corporation, that the signatures of the directors required either for a unanimous consent of the directors pursuant to Section 2.09 above or for any other purposes relating to the corporation, may be accomplished by an "electronic signature" as defined in Section 1-267(8) of CUETA. The Board of Directors may from time to time adopt procedures for the use of electronic signatures in these circumstances.

ARTICLE III  
Committees

Section 3.01 - Executive Committee. The Board of Directors may appoint an Executive Committee consisting of not more than seven (7) members of the board to which it may delegate powers to direct the affairs of the corporation between meetings of the Board of Directors. The Executive Committee shall have the power to transact all regular business of the corporation during the interim between meetings of the Board, and its actions shall have the same force and effect as actions of the Board, except that the Executive Committee may not (i) amend these by-laws or the certificate of incorporation; (ii) adopt a plan of merger, (iii) approve a sale, lease, exchange or other disposition of all, or substantially all of the property of the corporation (iv) approve the dissolution of the corporation. The Executive Committee shall report its actions and recommendations to the Board at each Board meeting. The President and Treasurer shall be ex-officio members of the Executive Committee, together with such other members as the Board may appoint. Ex-officio members of the Executive Committee shall each be counted in determining a quorum and shall each have the right to vote.

Section 3.02 - Alternate Members. The Board of Directors may designate or provide for the designation of one or more Directors or others as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee.

Section 3.03 - Vote Required for Action. The act of a majority of the members of any committee present at any meeting at which a quorum is present at the time of act shall be the act of such committee, unless the act of a greater number is required by these bylaws, by resolution of the Board of Directors, or by law.

Section 3.04. Consent. Any resolution in writing, approved and signed by all of a committee's members entitled to vote, shall have the same force and effect as if the same were approved by the committee members at a meeting duly called and held for such purpose, and such resolution shall be recorded by the Secretary in the corporate minute book.

Section 3.05. Other Committees. The board may appoint other committees as it may from time to time consider necessary or advisable. Each committee shall meet with such frequency to accomplish its assigned functions. All committees except the Executive Committee shall be advisory in nature and shall not have authority to act on behalf of the corporation , except as otherwise specified in these by-laws or a resolution adopted by the Board.

#### ARTICLE IV Officers

Section 4.01 - Number and Title. The officers of the corporation shall be a Chair, a Vice-Chair, a President, a Secretary, a Treasurer and such Vice-presidents and other officers as the Board of Directors deem necessary.

Section 4.02 - Election, Term of Office and Vacancies. The officers of the corporation, except for those officers who shall be paid employees of the corporation, shall be elected annually by the Board of Directors, and shall hold office until the next annual meeting and until others shall have been chosen in their stead. Vacancies of new offices may be filled at any meeting of the Board of Directors. The Chair and Vice-Chair shall be Directors. Employees of the corporation who are designated as officers shall be appointed by the Board of Directors, shall carry out their duties under the direction of the President and shall hold office at the pleasure of the Board of Directors.

Section 4.03 - Duties and Powers. The duties and powers of the offices shall be as follows:

a. Chair: The Chair shall preside at all meetings of the Board of Directors and shall perform such duties as the Board of Directors may from time to time assign to the Chair and such other duties as are usual to this office.

b. Vice-Chair: The Vice-Chair shall perform the duties of the Chair in the event of the Chair's absence or disability and shall assist the Chair in such duties as the Chair may from time to time assign to the Vice-Chair.

c. President: The President shall be the chief executive officer of the corporation, and shall be responsible for seeing that the resolutions and actions of the Board of Directors are carried into effect, and for reporting to the Board of Directors on the conduct and management of the affairs of the corporation.

d. Vice-President: The Vice-President shall perform all of the duties of the President in the event of the President's absence or disability and shall assist the President in such duties as the President may from time to time assign to the Vice-President.

e. Treasurer: The Treasurer shall have supervision over the receipt and custody of the corporation's funds, which shall cause to be complete and correct books and records of account, including full and accurate accounts of receipts and disbursements of books belonging to the corporation, and in general shall perform such duties as the President or the Board of Directors may from time to time assign to the Treasurer. The Treasurer, if required by the Board of Directors shall give the corporation a bond in a sum and with one or more sureties satisfactory to the Board of Directors, for the faithful performance of his duties and for the delivery to the corporation, in case of his death, resignation, retirement or removal from office, of all books,



papers and other property of whatever kind in his possession or under his control belonging to or pertaining to the affairs of the corporation.

f. Secretary: The Secretary shall keep minutes of the proceedings of the Board of Directors; shall give or cause to be given all notices in accordance with the provisions of these bylaws or as required by law; and shall be custodian of the corporation records and of the seal of the corporation. The Secretary shall keep at the principal office of the corporation, a record of the Directors of the corporation, giving the names and addresses of all such Directors, and in general shall perform such duties as the President or Board of Directors may from time to time assign to the Secretary.

Section 4.04 - Removal. The Board of Directors, by a vote of 2/3 of the Directors present at a meeting in which a quorum is present, may remove any officer of the corporation from office at any time, regardless of the term for which such officer may have been elected or appointed.

#### ARTICLE V Advisory Board

Section 5.01 –Establishment of Advisory Board. The Board of Directors shall establish an Advisory Board to provide advice, guidance, support and advocacy for the corporation. The Advisory Board shall consist of not more than 15 individuals who shall have the power and authority of the Board, except as otherwise set forth herein. The Advisory Board may consist of former members of the Board of Directors, those individuals with specialized expertise, legislators, supporters or other individuals fully qualified to be members of the board but who may be unable to fulfill all of the obligations of such board. Members of the Advisory Board shall receive notice of all meetings and shall receive relevant materials forwarded to members of

the Board of Directors. They shall have the right to attend all meetings of the Board of Directors, except that (a) their vote shall not be counted; (b) they shall not be counted in determining a quorum, (c) they shall not be counted towards the requisite number of directors required to call a special meeting and (d) they shall not be eligible to serve as an officer of the board.

Section 5.02. Term. The members of the Advisory Board shall serve for terms of two years at the discretion of the Board of Directors. Individuals may serve an unlimited number of terms as members of the Advisory Board.

#### ARTICLE VI Amendments and Miscellaneous

Section 6.01 - Amendment of Bylaws by Directors. The Board of Directors may alter, amend or repeal these bylaws at any regular or special meeting of the board by the affirmative vote of not less than 2/3 of the entire Board of Directors, provided notice of the proposed alteration, amendment or repeal shall have been given in the notice of the meeting. In no event shall any such action be taken which would adversely affect the qualification of the corporation as an organization (i) exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Code Section 501(c)(3) and (ii) contributions which are deductible under Code Sections 170(a)(1) and 170(c)(2).

Section 6.02 - Conflict of Interest. It shall be the policy of the corporation to purchase products and services solely on the basis of the best combination of costs, quality, service and availability. Directors of the corporation shall be entitled to have business relationships with the

corporation on exactly the same basis as other individuals or organizations. The President shall report annually to the Board of Directors any major purchases of products or services from any director of the corporation or from any corporation or business owned or controlled by such director. No member of the Board of Directors shall vote on any matter which would have a financial impact personally and directly to him or her or his or her outside business. A formal Conflict of Interest Policy may be adopted by Resolution of the Board.

Section 6.03 - Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year unless the Board of Directors shall determine otherwise.

Section 6.04 - Principal Office. The principal office of the corporation shall be located in San Francisco, California. The corporation may have other offices within or without the State of Connecticut as the Board of Directors may from time to time determine.

Section 6.05 - Seal. The seal of the corporation shall be circular in form and shall bear the name of the corporation around the circumference and shall be in such form as the Board of Directors may determine.

Section 6.06 - Waivers of Notice. Whenever any notice of time, place, purpose or any other matter including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the certificate of incorporation or bylaws of the corporation, or of a resolution of directors, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The Secretary of the corporation shall cause any such waiver to be filed with or entered upon the records of the corporation, or in the case of a waiver of notice of a meeting, the records of the meeting. By the attendance of any person at a meeting without

protesting, prior to or at the commencement of a meeting, the lack of proper notice shall be deemed to be a waiver of such person of such notice of meeting.

Section 6.07 - Conduct of Meetings. All meetings of the Directors shall be conducted in accordance with Robert's Rules of Order, as amended.

Section 6.08- Indemnification and Advancement of Expenses. The corporation shall be bound by and comply with the provisions of Sections 33-1116 through 1124 of the Connecticut General Statutes regarding indemnification of directors, officers and agents of the corporation, as described in the Certificate of Incorporation.

Section 6.09 - Dissolution. Upon any dissolution or termination of the existence of the corporation, all of its property and assets shall, after payment of the lawful debts of the corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over to one or more charitable, scientific or educational organizations located in the State of California or elsewhere and qualified as an exempt organization under § 501(c)(3) of the Code, as the Board of Directors shall determine to carry out or further the purposes of this corporation.

Adopted by the Board of Directors on February 13, 2013.



**SECRETARY OF THE STATE**

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONN

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONN

PHONE: 860-509-5003

WEBSITE: [WWW.CORCORD-STATE.CT.GOV](http://WWW.CORCORD-STATE.CT.GOV)

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE OF AMENDMENT  
NONSTOCK CORPORATION**

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<b>FILING PARTY</b> (CONFIRMATION WILL BE SENT TO THIS ADDRESS):		<b>FILING FEE: \$20</b>
NAME:	Jamie K. Gerard, Esq.	MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
ADDRESS:	Nevas, Capasse & Gerard, LLC 246 Post Road East	
CITY:	Westport	
STATE:	CT	
ZIP:	06880	

**1. NAME OF CORPORATION:**  
MATTER OF TRUST, INC.

**2. THE CERTIFICATE OF INCORPORATION IS** (check A, B or C):

A. AMENDED

B. RESTATED

C. AMENDED AND RESTATED

THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT

**3. TEXT OF EACH AMENDMENT / RESTATEMENT:**

Article Second is amended to read as follows:  
**SECOND:** The address of its registered office in the State of Connecticut is 246 Post Road East, Westport, Connecticut. The name of the registered agent at such address is Jamie K. Gerard. The agent's residence address is 402 Silver Creek Lane, Norwalk, CT 06850.

See attached continuation sheet.

4. VOTE INFORMATION (CHECK A, B or C)

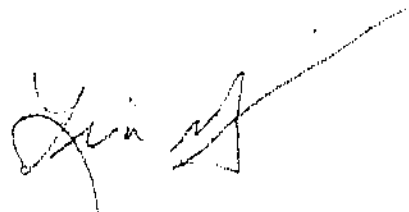
A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 13th DAY OF February, 20 13.

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Lisa Gautier	President	

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CONNECTICUT SECRETARY OF THE STATE

**MATTER OF TRUST, INC. (Amendment Continued)**

**Article Third is amended to read as follows:**

**THIRD:** The nature of the business or purposes to be conducted or promoted shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and as a public charity under Sections 509(a)(1) or 509(a)(2), whichever is applicable, as may be amended from time to time, and shall include the following:

A. To provide non-profit organizations with donation items, seconds, volunteer availability, publicity, training, logistics or other financial assistance;

B. To serve the needs of the non-profit community of San Francisco County, California, and elsewhere, by providing furnishings, software, books, office supplies, technical equipment, manpower, training and media experts, services or other funding to non-profit organizations;

C. To promote, facilitate and increase public awareness of ecological advances throughout the country via eco-educational programs on sustainable and replicable systems using books, lectures, camps, events, documentaries and other exhibits.

D. To coordinate landfill diversion through manmade surplus programs linking clutter burdened in-kind donors and manufacturers with the wish lists of those in need, scrap collectors and others, and facilitating same through sorting and logistics systems.

E. To use, engage, explore, discover, test and promote eco solutions for natural abundance and surplus by working with researchers, farmers, energy, water, and waste industry specialists, expert craftsmen, permaculturalists, and green businesses.

F. To carry on, conduct and exercise all rights and powers authorized for non-stock, non-profit corporations under the laws of the State of Connecticut and under the pertinent provisions of the Internal Revenue Code referred to above;

G. To solicit and receive contributions, grants, donations, gifts, bequests, devises and other sources of funding to promote the purposes of this corporation;

H. To accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, and devises, received for said purposes;

I. To enter into such agreements and arrangements with EXCESS ACCESS, LLC, or such other organization or entity as the Corporation shall determine, to carry out any of the aforesaid purposes; and

J. To make distributions to organizations that carry out the purposes above stated that qualify as public charities and tax-exempt organizations under the Internal Revenue Code.

K. To engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Non-Stock Corporation Act.

**Article Thirteenth is hereby added as follows:**

**THIRTEENTH:** No director shall be held personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director to an amount that is not less than the compensation received by the director for serving the Corporation during the year of such violation if such breach did not (a) involve a knowing and culpable violation of law by the

director, (b) enable the director to receive improper personal 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 an unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation

**Article Nineteenth is hereby added as follows:**

NINETEENTH: The Amended and Restated Certificate of Incorporation shall be effective upon filing.



**RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**MATTER OF TRUST, INC.**

**MATTER OF TRUST, INC., a corporation organized and existing under the laws of the State of Connecticut, DOES HEREBY CERTIFY:**

1. The name of the corporation is MATTER OF TRUST, INC. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Connecticut was November 25, 1998.

2. This Restated Certificate of Incorporation restates and amends the prior Certificate of Incorporation filed on November 25, 1998 as set forth below and has been duly adopted by the Corporation's Board of Directors in accordance with Conn. Gen. Stat. § 33-1142. Member Approval is not required.

3. The text of the Restated Certificate of Incorporation is as follows:

FIRST: The name of the corporation is MATTER OF TRUST, INC. (hereinafter referred to as the "Corporation").

SECOND: The address of its registered office in the State of Connecticut is 246 Post Road East, Westport, Connecticut 06880. The name of its registered agent at such address is Jamie K. Gerard.

THIRD: The nature of the business or purposes to be conducted or promoted shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and as a public charity under Sections 509(a)(1) or 509(a)(2), whichever is applicable, as may be amended from time to time, and shall include the following:

- A. To provide non-profit organizations with donation items, seconds, volunteer availability, publicity, training, logistics or other financial assistance;
- B. To serve the needs of the non-profit community of San Francisco County, California, and elsewhere, by providing furnishings, software, books, office supplies, technical equipment, manpower, training and media experts, services or other funding to non-profit organizations;
- C. To promote, facilitate and increase public awareness of ecological advances throughout the country via eco-educational programs on sustainable and replicable systems using books, lectures, camps, events, documentaries and other exhibits.
- D. To coordinate landfill diversion through manmade surplus programs linking clutter burdened in-kind donors and manufacturers with the wish lists of those in need, scrap collectors and others, and facilitating same through sorting and logistics systems.
- E. To use, engage, explore, discover, test and promote eco solutions for natural abundance and surplus by working with researchers, farmers, energy, water, and waste industry specialists, expert craftsmen, permaculturalists, and green businesses.
- F. To carry on, conduct and exercise all rights and powers authorized for non-stock, non-profit corporations under the laws of the State of Connecticut and under the pertinent provisions of the Internal Revenue Code referred to above;
- G. To solicit and receive contributions, grants, donations, gifts, bequests, devises and other sources of funding to promote the purposes of this corporation;
- H. To accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, and devises, received for said purposes;

I. To enter into such agreements and arrangements with EXCESS ACCESS, LLC, or such other organization or entity as the Corporation shall determine, to carry out any of the aforesaid purposes; and

J. To make distributions to organizations that carry out the purposes above stated that qualify as public charities and tax-exempt organizations under the Internal Revenue Code.

K. To engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Non-Stock Corporation Act.

FOURTH: As a means of accomplishing the purposes of the Corporation, as herein set forth, the Corporation shall have, among other powers granted to it by law, the following powers:

(a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired, or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon,

assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(e) In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

FIFTH: The Corporation is a non-stock, non-profit corporation and shall not have or issue shares of stock or pay dividends.

SIXTH: There shall be no members of the Corporation. Control of the Corporation shall be vested in a Board of Directors which shall be constituted, elected and serving as set forth in this Amended and Restated Certificate of Incorporation and as the by-laws, as amended, provide.

SEVENTH: All of the activities, property, business and affairs of the Corporation shall be governed by and under the exclusive control of a Board of Directors. The Board of Directors is empowered to create, prescribe, amend and approve such corporate by-laws, rules and regulations as may be deemed necessary to accomplish the purposes and to exercise the powers and privileges of the Corporation, to classify and fix the number and quorum of the Board of Directors and their terms of office, to appoint officers of the Corporation, to employ

administrative officials and other employees, and to do any other acts which will best promote the interests of the Corporation in accordance with the purposes of its creation.

The Board of Directors may appoint an Executive Committee from its members to which it may delegate powers to direct the affairs of the corporation between meetings of the Board of Directors, subject to provisions of the by-laws.

EIGHTH: No portion of the assets or other properties of the Corporation shall be paid over or distributed to any director at any time or upon the dissolution or winding up of the affairs of the corporation. This shall not prohibit the corporation from engaging and compensating any director who shall render professional or other services to the corporation.

NINTH: The Corporation shall have perpetual existence.

TENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the Corporation.

ELEVENTH: Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

TWELFTH: Meetings of the Board of Directors may be held within or without the State of Connecticut as the by-laws may provide. The books of the Corporation may be kept (subject to any provision of law) outside the State of Connecticut at such place(s) as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

THIRTEENTH: No director shall be held personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director to an amount that is not less than the compensation received by the director for serving the Corporation during the year of such

violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director to receive improper personal 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 an unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation.

FOURTEENTH: No part of the net earnings of the Corporation should inure to the benefit of or be distributable to the corporation's directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

FIFTEENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxes under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

SIXTEENTH: Upon any dissolution or termination of the existence of the Corporation, all of its property and assets shall, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed, and paid over to one or more charitable, scientific or educational organizations located in the State of

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CONNECTICUT SECRETARY OF THE STATE

Connecticut, California or otherwise and qualified as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine to carry out or further the purposes of this Corporation.

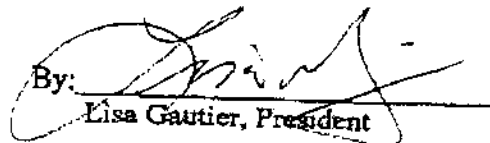
SEVENTEENTH: References to sections of the Code shall be deemed references to the Internal Revenue Code of 1954, as the same may be amended from time to time, and to the corresponding provisions of any future United States Internal Revenue law.

EIGHTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon directors herein are granted subject to this reservation.

NINETEENTH: This Restated Certificate of Incorporation shall be effective upon its filing.

IN WITNESS WHEREOF, said MATTER OF TRUST, INC. has caused this Certificate to be signed by Lisa Gautier, its President, this 13th day of February, 2013.

MATTER OF TRUST, INC.

By:   
Lisa Gautier, President