

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MISSIONARY SOCIETY OF CONNECTICUT
(A Nonstock Corporation)**

(PURSUANT TO SECTIONS 33-1000 to 33-1290 OF THE CONNECTICUT GENERAL STATUTES)

The undersigned authorized officer of the Missionary Society of Connecticut, a Connecticut nonstock corporation (the “Corporation”), hereby certifies pursuant to the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the “Act”), that:

1. *The name of the Corporation is the Missionary Society of Connecticut.*
2. *This Amended and Restated Certificate of Incorporation was duly approved by the Members and the Board of Directors of the Corporation.*
3. *This Amended and Restated Certificate of Incorporation of the Corporation is being filed in accordance with the provisions of the Act and amends the Corporation’s Certificate of Incorporation as follows:*

(a) Article THIRD of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

THIRD: The Corporation shall have one class of members. The members of the Corporation shall consist of the duly elected delegates to the Southern New England Conference of the United Church of Christ, Inc., a Massachusetts nonstock corporation, representing the Local Churches holding standing in an Association in Connecticut, as well as authorized ministers holding standing in an Association in Connecticut. If an Association spans State lines, then only Local Churches historically affiliated with the Connecticut Conference and authorized ministers holding standing in such an Association who serve Connecticut Local Churches, or who reside in Connecticut, or who were recognized as members of the historic Connecticut Conference will be members. Members shall be governed by such rules of admission, withdrawal and expulsion as the Bylaws of the Corporation shall prescribe.

(b) Article FOURTH of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

FOURTH: The Corporation shall be organized and operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are:

- (a) To be a good steward in the preservation, management and oversight of the assets entrusted to the Missionary Society of Connecticut, and to invest those assets prudently in order to make resources available for the mission of making God's love and justice real in the world. Those resources are expected to be devoted especially to the churches and area previously covered and served by the Connecticut Conference of the United Church of Christ (Congregational Christian Churches) and the Missionary Society of Connecticut, but may be freely deployed through the Southern New England Conference of the United Church of Christ – hereinafter called "SNE Conference" – so long as there are no geographic restrictions on the use of the resources and so long as the Board determines the SNE Conference remains faithful to this mission

- (b) To covenant with the SNE Conference, the historic Massachusetts Conference of the United Church of Christ and the historic Rhode Island Conference of the United Church of Christ (the “historic Conferences”) in order to acquire a stronger voice with which to carry out the mission of making God’s love and justice real. By collaborating more closely and intentionally, the Missionary Society of Connecticut and the historic Conferences will have a greater impact upon local congregations and other religious organizations, their communities, and the world. The Missionary Society of Connecticut and the historic Conferences seek to love our neighbors, children, and all of creation through our collective work. Following God’s call to bring new life as agents of transformation, we embrace and encourage adaptive and transformative leadership wherever the Body of Christ is gathered. Inspired and guided by the Holy Spirit, the Missionary Society of Connecticut and the historic Conferences encourage local congregations and varied ministry settings to form covenant partnerships with all who work for the common good in their local communities and throughout the world. Our combined organization will provide a contemporary, nimble platform that is better positioned to support new forms of ministry with and to the next generation.

- (c) To be the successor to any and all property, rights, functions and obligations of the Connecticut Conference of the United Church of Christ (Congregational Christian Church), whether currently existing or arising after the effective date of the dissolution.

Provided, however, that the Corporation may engage in any lawful act or activity for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act that is not inconsistent with the express limitations contained above or elsewhere in this Amended and Restated Certificate of Incorporation (“***Certificate of Incorporation***”).

(c) Article EIGHTH of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

EIGHTH: All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, its Board of Directors as set forth in the Bylaws. Directors shall be appointed or elected pursuant to the Bylaws. Should there be no members of the Corporation, the Board of Directors shall be self-perpetuating. The Bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election of Directors, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe and as shall not be inconsistent with the provisions of this Certificate of Incorporation.

(d) Article TWELFTH of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

TWELFTH: This Certificate of Incorporation may be amended by a resolution adopted by not less than two-thirds of the Board of Directors present at a meeting at which a quorum is present, and without the vote or approval of any members, provided that the Certificate of Incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code and as an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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4. *Pursuant to Section 33-1145(c) of the Connecticut General Statutes, the restated Certificate of Incorporation consolidates all amendments into a single document.*
 5. *The Corporation's Certificate of Incorporation, as amended, is hereby restated in its entirety to read as follows:*
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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MISSIONARY SOCIETY OF CONNECTICUT
(A Nonstock Corporation)**

FIRST: The name of the corporation is Missionary Society of Connecticut (the "*Corporation*").

SECOND: The Corporation shall be nonprofit. It shall not have or issue shares of stock or make distributions. No part of the income or net earnings of the Corporation is distributable to, nor shall inure to the benefit of, any member, Director or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, Director or officer of the

Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon its dissolution.

THIRD: The Corporation shall have one class of members. The members of the Corporation shall consist of the duly elected delegates to the Southern New England Conference of the United Church of Christ, Inc., a Massachusetts nonstock corporation, representing the Local Churches holding standing in an Association in Connecticut, as well as authorized ministers holding standing in an Association in Connecticut. If an Association spans State lines, then only Local Churches historically affiliated with the Connecticut Conference and authorized ministers holding standing in such an Association who serve Connecticut Local Churches, or who reside in Connecticut, or who were recognized as members of the historic Connecticut Conference will be members. Members shall be governed by such rules of admission, withdrawal and expulsion as the Bylaws of the Corporation shall prescribe.

FOURTH: The Corporation shall be organized and operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are:

- (a) To be a good steward in the preservation, management and oversight of the assets entrusted to the Missionary Society of Connecticut, and to invest those assets prudently in order to make resources available for the mission of making God's love and justice real in the world. Those resources are expected to be devoted especially to the churches and area previously covered and served by the Connecticut Conference of the United Church of Christ (Congregational Christian Churches) and the Missionary Society of Connecticut, but may be freely deployed through the Southern New England Conference of the United Church of Christ – hereinafter called "SNE Conference" – so long as there are no geographic restrictions on the use of the resources and so long as the Board determines the SNE Conference remains faithful to this mission
- (b) To covenant with the SNE Conference, the historic Massachusetts Conference of the United Church of Christ and the historic Rhode Island Conference of the United Church of Christ (the "historic Conferences") in order to acquire a stronger voice with which to carry out the mission of making God's love and justice real. By collaborating more closely and intentionally, the Missionary Society of Connecticut and the historic Conferences will have a greater impact upon local congregations and other religious organizations, their communities, and the world. The Missionary Society of Connecticut and the historic Conferences seek to love our neighbors, children, and all of creation through our collective work. Following God's call to bring new life as agents of transformation, we embrace and encourage adaptive and transformative leadership wherever the Body of Christ is gathered. Inspired and guided by the Holy Spirit, the Missionary Society of Connecticut and the historic Conferences encourage local congregations and varied ministry settings to form covenant partnerships with all who work for the common good in their local communities and throughout the world. Our combined organization will provide a contemporary, nimble platform that is better positioned to support new forms of

ministry with and to the next generation.

- (c) To be the successor to any and all property, rights, functions and obligations of the Connecticut Conference of the United Church of Christ (Congregational Christian Church), whether currently existing or arising after the effective date of the dissolution.

Provided, however, that the Corporation may engage in any lawful act or activity for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act that is not inconsistent with the express limitations contained above or elsewhere in this Amended and Restated Certificate of Incorporation (“*Certificate of Incorporation*”).

FIFTH: The name of the Corporation’s registered agent, along with the Corporation’s principal place of business and registered office, are:

Charles M. Kuchenbrod
125 Sherman Street
Hartford, CT 06105

The residence address of the registered agent is:

6 Clemons Spring Road
North Granby, CT 06060

The registered agent hereby accepts appointment:

Charles M. Kuchenbrod

SIXTH: The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Connecticut upon corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Certificate of Incorporation, whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the express limitations contained in this Certificate of Incorporation or with the Corporation’s nonprofit purposes or are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; and provided further that no substantial part of the Corporation’s activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and that 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.

SEVENTH: Notwithstanding anything herein to the contrary, if at any time the Corporation is or shall become a private foundation within the meaning of Section 509(a) of the

Internal Revenue Code, then the Corporation shall be subject to the following for so long as it shall remain a private foundation:

(a) The Corporation shall distribute its income for each tax 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.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

EIGHTH: All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, its Board of Directors as set forth in the Bylaws. Directors shall be appointed or elected pursuant to the Bylaws. Should there be no members of the Corporation, the Board of Directors shall be self-perpetuating. The Bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election of Directors, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe and as shall not be inconsistent with the provisions of this Certificate of Incorporation.

NINTH: In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred or conveyed, in accordance with a plan for distribution of assets adopted by the Board of Directors and approved by the affirmative vote of at least two-thirds of the members of the Corporation, to one or more organizations that meet the following conditions:

(a) The organization shall be organized and operated either (i) exclusively for the purposes set out in Article FOURTH above, or (ii) exclusively for purposes determined by the Board of Directors to be similar to or supportive of those set out in Article FOURTH above; and

(b) The organization shall be an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code that is not a private foundation as defined in Section 509(a) of the Internal Revenue Code

Any such assets not so distributed shall be disposed of as determined by a court of competent jurisdiction, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from Federal taxation under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3) of the Internal Revenue Code and are not private foundations as defined in Section 509(a) of the Internal Revenue Code.

TENTH: (a) No person who is or was a Director of the Corporation shall be personally liable to the Corporation or the members of the Corporation for monetary damages for breach of duty as a Director in an amount that exceeds the compensation, if any, received by the Director for serving the Corporation during the year of the violation if such breach did not (i) involve a

knowing and culpable violation of law by the Director, (ii) enable the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (iii) 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 or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation. Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors or the members of the Corporation shall not, with respect to a person who is or was a Director, 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 a Director 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.

ELEVENTH: (a) The Corporation shall, to the fullest extent permitted by law, indemnify its Directors from and against any and all of the liabilities, expenses and other matters referred to in or covered by the Connecticut Revised Nonstock Corporation Act. In furtherance and not in limitation thereof, the Corporation shall indemnify its Directors against liability, as defined in subsection (4) of Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Director, except liability that (i) involved a knowing and culpable violation of law by the Director, (ii) enabled the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (iii) 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 or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation; provided that nothing in this sentence 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 this Article
ELEVENTH.

The Corporation shall indemnify each officer of the Corporation who is not a Director, or who is a Director but is made a party to a proceeding in his or her capacity solely as an officer, to the same extent as the Corporation is permitted to provide the same to a Director, and may indemnify such persons to the extent permitted by Section 33-1122 of the Connecticut General Statutes.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(b) Expenses incurred by a Director or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall be ultimately determined that such Director or officer is not entitled to be indemnified by the Corporation.

(c) The Corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this Article ELEVENTH on such terms and conditions as may be established by the Board of Directors.

(d) No amendment to or repeal of this Article ELEVENTH shall apply to or have any effect on the indemnification of any Director, officer, employee or agent of the Corporation for or with respect to any acts or omissions of such Director, officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a Director, officer, employee or agent of the Corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

(e) Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Director, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

TWELFTH: This Certificate of Incorporation may be amended by a resolution adopted by not less than two-thirds of the Board of Directors present at a meeting at which a quorum is present, and without the vote or approval of any members, provided that the Certificate of Incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code and as an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

THIRTEENTH: Reference in this Certificate of Incorporation to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in this Certificate of Incorporation to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such Statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in this Certificate of Incorporation to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

FOURTEENTH: The Corporation has no e-mail address.

6. *The amendments and restatement set forth above were duly approved by the Members and the Board of Directors of the Corporation on December 5, 2019 in the manner required by sections 33-1140 through 33-1147, inclusive, of the Act and by the Certificate of Incorporation.*
7. *This Amended and Restated Certificate of Incorporation of the Corporation shall become effective upon filing.*

Dated this _____ day of _____, 2020.

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

Name: Rev. Kari Nicewander
Title: President