

**CERTIFICATE OF INCORPORATION  
FRIENDS OF THE TRUMBULL HIGH SCHOOL CHOIRS, INC.**

The undersigned Incorporator, a natural person, for the purposes of organizing a nonstock corporation under the provisions and subject to the requirements of the Connecticut Revised Nonstock Corporation Act and the acts amendatory thereof and supplemental thereto (the "Act"), hereby certifies that:

1. **Name of Corporation.** The name of the Corporation is FRIENDS OF THE TRUMBULL HIGH SCHOOL CHOIRS, INC. (the "Corporation").

2. **Charitable Purposes.** The nature of the business to be transacted, or the purposes to be promoted or carried out by the Corporation, are as follows:

a. To provide financial support to Trumbull High School and its students for choir performances and to further the performance arts;

b. To engage in any lawful act or activity for which a corporation may be organized under the Revised Nonstock Corporation Act of the State of Connecticut, as the same may be amended from time to time.

c. Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable or educational purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code.

3. **Prohibited Activities.**

a. No part of the net earnings of the Corporation shall inure to the benefit of

any Director, Officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Director or Officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

b. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

4. **Dissolution.** Upon the dissolution of this Corporation, the assets shall be distributed to Trumbull High School for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or corresponding section of any future Federal tax code. If Trumbull High School is no longer in existence or a section 501(c)(3) organization, the Board of Directors shall, by majority vote, choose to distribute the assets to another educational organization for one or more exempt purposes within the meaning of 501(c)(3) of the Code or corresponding section of any future Federal tax code, or the assets shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

5. **Nonprofit Corporation.** The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

6. **Members.** The Corporation shall not have members.

7. **Management.** The Corporation shall operate under the management of its Board of Directors, which shall be self-perpetuating. The Corporation shall have one or more ex-officio Directors.

8. **Liability.** In addition to, and not in derogation of, any other rights conferred by

FILING #0004244900 PG 02 OF 04 VOL B-01449  
FILED 09/23/2010 03:30 PM PAGE 03246  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

law, a Director of the Corporation shall not be personally liable for monetary damages for breach of duty as a Director in an amount greater than the compensation received by the Director for serving the Corporation during the year of the violation if the breach did not (A) involve a knowing and culpable violation of law by the Director, (B) enable the Director or an associate, as defined by Section 33-840(2) of the Connecticut General Statutes, to receive an improper personal 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 or her 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.

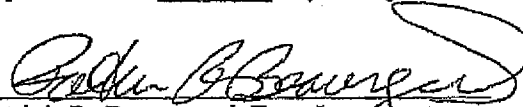
9. **Indemnification.** The Corporation shall indemnify a Director for liability, as defined in subdivision (4) of section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Director, except liability that (A) involved a knowing and culpable violation of law by the Director, (B) enabled the Director or an associate, as defined in section 33-840(2) of the Connecticut General Statutes, 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 the 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 (D) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation, provided that this provision shall not 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 Amended and Restated Certificate of Incorporation.

FILING #0004244900 PG 03 OF 04 VOL B-01449  
FILED 09/23/2010 03:30 PM PAGE 03247  
CONNECTICUT SECRETARY OF THE STATE

10. **Registered Office and Agent.** The address of the initial registered office of the Corporation is 72 Strobel Road, Trumbull, Connecticut 06611. The initial registered agent at the initial registered office is Christopher P. McCormack, Esq., and the residence address of the initial registered agent is 74 Shelter Rock Road, Trumbull, Connecticut 06611.

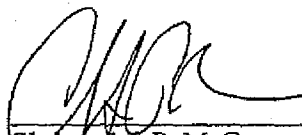
11. **Incorporator.** Patricia R. Beauregard, Esq. is the Incorporator of the Corporation whose business address is c/o Pullman & Comley, LLC, 850 Main Street, 8th Floor, Bridgeport, Connecticut 06604, and whose residence address is 51 Grayrock Road, Trumbull, Connecticut 06611.

Executed by the Incorporator of the Corporation this 20<sup>th</sup> day of September 2010.

  
Patricia R. Beauregard, Esq., Incorporator

**Acceptance of Appointment by Statutory Agent:**

The undersigned, Christopher P. McCormack, Esq., hereby accepts the foregoing appointment as agent for service of process for Friends of the Trumbull High School Choirs, Inc.

  
Christopher P. McCormack, Esq.

FILING #0004244900 PG 04 OF 04 VOL B-01449  
FILED 09/23/2010 03:30 PM PAGE 03248  
CONNECTICUT SECRETARY OF THE STATE