

APR 29 2008

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CERTIFICATE OF INCORPORATIONCAMP HARKNESS FUND, INC.A Connecticut Nonstock Corporation

The Incorporator, whose name is signed below, does, by this certificate of incorporation, form a corporation under the Connecticut Revised Nonstock Corporation Act (the "Act").

1. **Name.** The name of the corporation is **Camp Harkness Fund, Inc.**
2. **Mission; Tax-Exempt Status.** The nature of the activities to be conducted or the purposes of the corporation are to engage in any lawful act or activity permitted under the Act which is charitable, religious, educational, and/or scientific in nature, entitling the corporation to exemption from taxation under §501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the "Code"), *and more particularly to promote and support Camp Harkness, a recreational facility owned and operated by the State of Connecticut Department of Developmental Services, and its constituent camping programs through the development of financial and other resources.*
3. **Members.** The corporation shall not have members.
4. **Board of Directors.** The corporation shall operate under the management of its board of directors, which shall be self-perpetuating. The rules concerning the size and governance of the board of directors, and the management of its affairs, shall be as set forth in the by-laws of the corporation.
5. **Registered Office.** The corporation's initial registered office is located at 120 Holcomb Street, Hartford, Connecticut 06112, and the registered agent at that office is Stan Soby, whose residence is 40 Ude Way, Colchester, CT 06415.

Acceptance of appointment:

By 

Stan Soby

6. **Incorporator.** The name and the address of the incorporator are as follows: Stan Soby, 120 Holcomb Street, Hartford, CT 06102.
7. **Initial Directors.** The initial members of the board of directors are as follows:
  - Stan Soby, 120 Holcomb Street, Hartford, CT 06112
  - Fritz Gorst, 250 Freight Street, Waterbury 06702
  - Enrico DeMatto, 401 Sandy Hollow Road, Mystic, CT 06355
  - Joyce Baker, 117 Wells Road, Apt. 40, Wethersfield, CT 06109
  - Armand LeGault, 76 Vincent Drive, Newington, CT 06111
  - Marian Brown, 11 West Strand Street, Waterford, CT 06385

8. **Nonprofit; Prohibition on Private Inurement.** The corporation is nonprofit. The corporation shall not authorize or issue shares of stock or pay dividends. None of the corporation's income or assets shall be distributed to its members, directors, or officers, or to any individual. The corporation may, however, reasonably compensate its officers, directors, or any other person for services performed for the corporation.
9. **Political Activity and Lobbying.** The corporation shall not do anything forbidden to be done by corporations which are qualified to receive deductible contributions under §170(c)(2) of the Code. The corporation shall never participate in any political campaign on behalf of or against a candidate for public office. No substantial part of the corporation's activities may consist of attempting to influence legislation in the manner described in §501(h) of the Code.
10. **Private Foundation Restrictions.** If the corporation is or becomes a private foundation (as defined in §509 of the Code), then the corporation will distribute its income for each taxable year in a way that will not subject it to tax under §4942 of the Code. The corporation shall not self-deal (as defined in §4941(d) of the Code), shall not retain excess business holdings (as defined in §4943(c) of the Code), shall not make investments which will subject the corporation to tax under §4944 of the Code, and shall not make any taxable expenditures (as defined in §4945(d) of the Code).
11. **Powers.** The corporation shall have all powers granted by law and all powers granted in the Act; *provided, however*, that no such powers shall be exercised in a manner which is inconsistent with the corporation's nonprofit purposes or which is not permitted by an entity exempt from federal taxation under §501(c)(3) of the Code.
12. **Amendment of Certificate of Incorporation and By-laws.** This certificate of incorporation and the by-laws may be amended at any time by the requisite affirmative vote of the directors at any meeting of the board of directors for which proper notice has been given; provided, however, that no amendment to this certificate of incorporation or the by-laws shall be adopted if it will affect the exempt status of the corporation under §501(c)(3) of the Code.
13. **Dissolution.** The corporation may be dissolved at any time by the requisite vote of the board of directors at any meeting called to consider the dissolution for which proper notice has been given. In the event the corporation is dissolved, the assets remaining after payment of all liabilities shall be distributed in the amounts and proportions determined by the board of directors to charitable, educational, religious and/or scientific organizations exempt from taxation under §501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose. Any remaining assets not so disposed of by the board of directors shall be disposed of by the court having jurisdiction over charitable corporations in the state in which the principal office of the corporation is then located, exclusively for exempt purposes, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.