

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

APRIL 18, 2006

ROBINSON & COLE
280 TRUMBULL STREET
HARTFORD, CT 06103-3597

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

CONNECTICUT AIDS RESIDENCE COALITION, INC.

Work Order Number: 2006093922-001
Business Filing Number: 0003196212
Type of Request: CERTIFICATE OF AMENDMENT
File Date/Time: APR 13 2006 12:23 PM
Effective Date/Time: APR 13 2006 12:23 PM
Work Order Payment Received: 10.00
Payment Received: 10.00
Credit on Account: 2019.00
Customer Id: 000000414
Business Id: 0236608

MARIA ADDONA
Commercial Recording Division
860-509-6003
WWW.CONCORD.SOTS.CT.GOV

EXHIBIT A

AMENDMENTS TO
CERTIFICATE OF INCORPORATION
OF
CONNECTICUT AIDS RESIDENCE COALITION, INC.

- A. Article 1 is deleted and replaced by the following:

“1. The name of the Corporation is Connecticut AIDS Resource Coalition, Inc.”

- B. Article 3 is deleted and replaced by the following:

“3. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including: to facilitate the provision of supporting programs for persons suffering from HIV infection, using existing community resources; to promote independence, self-care and self-respect among the clients (or recipients of services); to provide a nurturing environment where the prospect of death, the loss of acceptance, and the loss of hope can be confronted and where reconciliation with loved ones can be facilitated; to raise funds to further said exempt purposes; and otherwise to engage in such other lawful acts and activities consistent with the foregoing for which corporations may be formed under the Nonstock Corporation Act, as the Corporation’s Board of Directors may approve from time to time.”

- C. Article 5 is deleted and replaced by the following:

“5. The Corporation shall have two classes of members, to be designated Full Members and Affiliate Members. Full Membership is open to all organizations (A) which (i) are exempt from federal taxation under Section 501(c)(3) of the Code, (ii) provide or intend to provide supportive programs for people with HIV infection, and (iii) sign, with approval of their governing body, the Corporation’s letter of understanding in the form in effect at such time, and (B) whose membership is approved by the Board of Directors of the Corporation. Within the Full Membership, the Corporation recognizes certain Charter Members, which are those agencies who were active in organizing the Corporation and have signed its letter of understanding. Charter Members were entitled to Full Membership without approval by the Board of Directors due to their involvement in the organization of this Corporation. Affiliate Membership is open to all individuals and agencies which provide or intend to provide, or are interested in, supportive programs for persons with HIV infection, and whose membership is approved by the Board of Directors of the Corporation. Affiliate Members shall not be entitled to vote on matters submitted to members for action.”

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

Office of the Secretary of the State
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 07/01/2003

Space For Office Use Only

Filing Fee: \$10.00

1. **NAME OF CORPORATION**
CONNECTICUT AIDS RESIDENCE COALITION, 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**

The text of each statement of Article 1, Article 3 and Article 5 has been completely amended. The text of each amendment is set forth on Exhibit A, attached hereto and made a part hereof.

The amendments to the Certificate of Incorporation were approved by the Board of Directors and the Members on October 7, 2005.

(Please reference an 8½ x 11 attachment if additional space is needed)

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

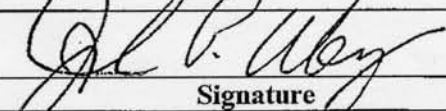
A. The Amendment was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Certificate of Incorporation.

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 6 day of April, 2006.

John Merz	Executive Director	
Print or type name of signatory	Capacity of signatory	

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CERTIFICATE OF INCORPORATION
Nonstock Corporation

CONNECTICUT AIDS RESIDENCE COALITION, INC.

The undersigned incorporators hereby form a corporation under the Nonstock Corporation Act of the State of Connecticut:

1. The name of the Corporation is Connecticut AIDS Residence Coalition, Inc.
2. The principal office of the Corporation shall be in Hartford, Connecticut.
3. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including: to facilitate the provision of supportive residential programs for persons suffering from HIV infection, using existing community resources; to promote independence, self-care and self-respect among the residents; to provide a nurturing environment where the prospect of death, the loss of acceptance, and the loss of hope can be confronted and where reconciliation with loved ones can be facilitated; to raise funds to further said exempt purposes; and otherwise to engage in such other lawful acts and activities consistent with the foregoing for which corporations may be formed under the Nonstock Corporation Act, as the Corporation's directors may decide.
4. The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

5. The Corporation shall have two classes of members, to be designated Full Members and Affiliate Members. Full Membership is open to all organizations which are exempt from federal taxation under section 501(c)(3) of the Code, which provide or intend to provide supportive residential programs for people with HIV infection, which sign, with approval of their governing body, the Connecticut AIDS Residence Coalition, Inc. letter of understanding and whose membership is approved by the Board of Directors. Charter Members are those agencies which have been active in organizing Connecticut AIDS Residence Coalition, Inc. and have signed its letter of understanding. Charter Members shall be entitled to Full Membership without approval by the Board of Directors. Affiliate Membership is open to all individuals and agencies interested in supportive residential programs for persons with HIV infection. Affiliate Members shall not be entitled to vote on matters submitted to members for action.

6. The Corporation shall operate under the management of its Board of Directors. The initial Board of Directors shall be elected by the Incorporators at the Corporation's organizational meeting. Thereafter, successor directors shall be elected in accordance with the bylaws.

7. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or by an

organization contributions to which are deductible under Section 170(c)(2) of the Code.

8. No part of the net earnings of the Corporation may inure to the benefit of any trustee, director or officer of the Corporation, or to any private individual, provided, however, that nothing herein shall restrict the right of the Corporation to reasonably compensate its officers and directors or any of them, for services rendered to the Corporation, or to reimburse any of them for expenses, disbursements or liabilities properly made or incurred for or on account of the Corporation.

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

10. Upon dissolution of the Corporation, the assets remaining, after payment of all liabilities, exclusively for the purposes of the Corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government for any public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said

court shall determine, which are organized and operated exclusively for such purpose. No part of the Corporation's assets shall ever be distributed to its directors or officers, or inure to the benefit of any private individual.

11. References in this Certificate of Incorporation to a Section of the Code shall be construed to refer both to such Section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended.

We hereby declare under the penalties of false statement, that the statements made in the foregoing certificate are true. Dated at Hartford, Connecticut, this 24th day of July, 1989.

Thaddeus A. Bennett
Thaddeus A. Bennett, Incorporator

Pamela Morse
Pamela Morse, Incorporator

Laura Thornton
Laura Thornton, Incorporator

59770
rec'd to: Shipman & Goodwin
799 main St
Hartford, Ct
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