

FIRST AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
NONSTOCK CORPORATION  
OF  
SUBMARINE FORCE LIBRARY AND MUSEUM ASSOCIATION, INC.

STATE OF CONNECTICUT  
Secretary of State

By action of the Board of Directors and Members, the Certificate of Incorporation of the Submarine Force Library and Museum Association, Inc. is amended and restated in its entirety as follows:

1. The name of the corporation is SUBMARINE FORCE LIBRARY AND MUSEUM ASSOCIATION, INC. (the "Association")
2. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Association, are as follows:
  - a) To promote historical knowledge of submarines through the collection, preservation and dissemination of such knowledge.
  - b) To foster and perpetuate the Submarine Force Library and Museum as a medium which serves to promote historical knowledge of submarines and to stimulate among present and past submariners and among the general public, an awareness, recognition and pride in the role of the submarine in Naval operations, past, present and future.
  - c) To function as a charitable association in assisting the maintenance, development and expansion of the facilities and inventory of the Submarine Force Library and Museum.
  - d) To receive, hold and administer gifts of money or of any type or nature whatsoever donated by individuals or by any organizations or corporations to assist the maintenance, development or expansion of the Submarine Force Library and Museum.
  - e) To construct, purchase or lease, and to maintain, operate and control facilities of whatever type or kind required to accomplish the purposes herein before set forth.
  - f) To purchase; or otherwise acquire by gift or devise, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge or otherwise encumber or dispose of, to the extent permitted corporations without capital stock under the laws of the State of Connecticut, real and personal property, tangible, and of every kind, nature and description whatsoever.
  - g) To borrow or raise money, and to receive gifts and pledges of gifts of money for any purposes of the Association without limit as to the amount, and in connection therewith, to grant collateral or other security, either alone or jointly with any other person, organization or corporation, and to make, execute, draw, accept,

endorse, discount, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange and other evidences of indebtedness, negotiable or non-negotiable, and to confer upon the holders of any of its obligations such rights and privileges as from time to time may be deemed advisable by its Board of Directors, but only to the extent permitted corporations without capital stock under the laws of the State of Connecticut.

- h) In general, to do any or all of the things herein set forth and to engage in any lawful act or activity for which corporations are formed under the Connecticut Revised Nonstock Corporation Act (the "Act").
  - i) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association 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 provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)
3. The Association is nonprofit and shall not have or issue shares of stock or pay dividends.
  4. Except for ordinary business transactions between the Association and its members and its donors whereby payment is made for supplies or services furnished or for reimbursement for expenditures made on the Association's behalf or for the repayment of monies lent to the Association, no assets of the Association shall be transferred, whether upon dissolution of the Association nor shall money be lent by the Association to any of its past or present members, nor shall any gift to it be returned to the donor thereof unless such return shall have been provided for at the time or receiving such gift.
  5. The classes, rights, privileges, qualifications, obligations and the manner of election or appointment of members are as follows:
    - a) All persons, organizations and business entities interested in promoting the purposes for which this Association is formed shall be eligible for membership.
    - b) There shall be three (3) classes of members, to wit: "individual members", "associate members" and "corporate benefactor members." Membership and voting rights of members in each class shall be set forth in the Bylaws of the Association.
  6. The Association's registered office and the name of its registered agent at such office is Katherine D. Lotring, Submarine Force Library and Museum Association, Inc., 1 Crystal Lake Drive, Groton, Connecticut 06340.
  7. The activities, property, and affairs of the Association shall be managed by a Board of Directors, which shall include the immediate past president of the Association and not less than twelve (12) nor more than sixteen (16) additional directors elected by the membership of the Association. To the extent that the Bylaws so provide, election of members to the Board of Directors or any other action to be voted upon by its members

may be held by mail or electronically in such manner as may from time to time be stated in the Bylaws of the Association.

8. The personal liability of a director to the Association or its members for monetary damages for breach of duty as a director shall be limited to the fullest extent permitted by the Act. Without limiting the foregoing, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty as a director in an amount that is greater than the compensation received by the director for serving the Association during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director or an associate (as defined in Section 33-840 of the Connecticut General Statutes) to receive an improper personal economic gain, (C) show a lack of good faith and conscious disregard for the duty of the director to the Association under circumstances in which the director was aware that such conduct or omission created an unjustifiable risk of serious injury to the Association, or (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Association. Any repeal or modification of this Paragraph 8 shall not adversely affect any right or protection of a director existing at or prior to the time of such repeal or modification.
9.
  - a) The Association shall, to the fullest extent permitted by the Act, indemnify its directors from and against any and all liabilities, expenses and other matters referenced in the Act. In furtherance and not in limitation of the foregoing, the Association shall indemnify each director for liability (as defined in 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 of the Connecticut General Statutes) to receive an improper personal economic gain, (C) showed a lack of good faith and conscious disregard for the duty of the director to the Association under circumstances in which the director was aware that such conduct or omission created an unjustifiable risk of serious injury to the Association, or (D) constituted a sustained and unexcused pattern of attention that amounted to an abdication of the director's duty to the Association.
  - b) The Association shall indemnify each officer of the Association who is made a party to a proceeding in such officer's capacity solely as an officer, to the same extent as the Association is permitted to provide the same to a director.
  - c) 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 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.
  - d) Expenses incurred by a director or officer of the Association in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Association 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 Association.

- e) No amendment to or repeal of this Paragraph 9 shall apply to or have any effect on the indemnification of any director or officer of the Association for or with respect to any acts or omissions of such director or officer 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 Association to pay for or reimburse in advance expenses incurred by a director or officer of the Association in defending the action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.
10. Dissolution and winding up of the Association shall be pursuant to such method and in accordance with such plan, formulated in such manner as the Act in force at the time of such dissolution and winding up shall prescribe, and that upon the paying or making provision for the payment of all of the liabilities of the Association, disposal of all of the assets of the Association will be made exclusively for the purposes of the Association in such manner, or to be operated for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court having jurisdiction, inclusively for such purposes or to such organization or organizations, as such Court shall determine which are organized and operated inclusively for such purposes.
11. References in this First Amended and Restated Certificate of Incorporation to Sections of the Connecticut General Statutes shall be deemed to include amendments adopted from time to time to such Sections and shall further be deemed to include any successor Sections thereto.

Dated at Groton, Connecticut, this \_\_\_ day of June, 2019.

We hereby declare under the penalties of perjury, that the statements made in foregoing certificate are true.

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RADM David M. Goebel, USN (Ret)  
President