

**CERTIFICATE OF INCORPORATION OF  
U.S. SUBMARINE VETERANS'  
CHARITABLE FOUNDATION, INC.  
(A Connecticut Nonstock Corporation)**

The undersigned hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (the " Act").

**1. Name.** The name of the corporation is U. S. Submarine Veterans ' Charitable Foundation, Inc. (herein referred to as the "Corporation").

**2. Nonprofit.** The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

**3. Members.**

(A) **REQUIRED Members** - The Foundation shall have "Required" members, consisting of all those persons who from time to time are the voting Directors of United States Submarine Veterans, Inc., a Connecticut Nonstock Corporation ("SUBVETS"). Each such person shall become a member of the Foundation and a member of the Foundations' Board of Directors automatically, without the need for any action by the other members or the Directors of the Foundation, immediately upon becoming such a Director of SUBVETS, and shall cease to be a member of the Foundation automatically, without the need for any action by the other members or the Directors of the Foundation, immediately upon ceasing to be such a Director of SUBVETS. Each such member shall have one (1) vote on matters that come before the Board for action under the Connecticut Revised Nonstock Corporation Act (the " Act") or the Certificate of Incorporation or Bylaws of the Foundation.

(B) **ADDITIONAL Members** - The Foundation Board of Directors shall from time to time approve additional members of the Foundation to become Fund Managers, Officers of the Foundation, Committee Members, and members of the Foundation with special skills that will benefit the Foundation. (COI Change 1Dec 2016)

**4. Registered Office and Registered Agent.** The street address of the registered office of the Corporation within the State of Connecticut is CityPlace I, 185 Asylum Street, Hartford, Connecticut 06103-3469. The name of the registered agent of the Corporation at such address is MCR&P Service Corporation.

**5. Purposes.** The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501©(3) of the Internal Revenue Code of 1986, as amended (herein called the "Code" and referred to by Section reference). In furtherance of the foregoing exclusively charitable and educational purposes, and not in limitation thereof, the Corporation shall:

(A) Provide "qualified tuition and related expenses" within the meaning of Code Section 117 (b )(2) to individuals who shall be (i) dependent (natural or adopted) children or grandchildren of United States Submarine Veterans Regular

members, active-duty submariners, or personnel in submarine support activities, both officer and enlisted, and (ii) part or full time students at an educational organization within the meaning of Section 170(b)(1)(A)(ii), provided that such educational organization (a) provides an educational program that is acceptable for full credit towards a higher degree or offers a program of training to prepare students for gainful employment in a recognized occupation, and (b) is authorized under federal or state law to provide such a program and is accredited by a nationally recognized accreditation agency, or, otherwise provides scholarships excluded from federal gross income under Section 117 ;

(B) Educate the members of SUBVETS and the public on the role that submariners and submarines have played since the commissioning of the first United States Navy submarine in October, 1900;

(C) Encourage research and preservation of historical data relating to the history of the Submarine Service;

(D) Participate in Memorial Services, Parades and various activities connected with such patriotic holidays as Armed Forces Day, Memorial Day, Flag Day, Independence Day, Navy Day, and Veterans Day;

(E) Undertake appropriate activities to promote a strong submarine force, including a submarine sponsorship program, and to assist the United States Navy in recruiting efforts for the Submarine Service;

(F) Establish memorials and public monuments dedicated to honoring the memory of departed submariners, honoring the accomplishments of the United States Submarine Force, honoring the United States Navy, and honoring the Armed Forces of the United States;

(G) Establish a library and/or museum, concerning submarines and the Submarine Service;

(H) Provide assistance to impoverished former submariners and their immediate families; and

(I) Promote and pursue such other activities as may be appropriate for an organization organized and operated exclusively for charitable and educational purposes, and which is exempt as an organization described in Section 501(c)(3) of the Code.

**6. Restrictions.** The Corporation shall (i) be empowered only to engage in activities in furtherance of the above-described exclusively charitable and educational purposes, and (ii) not be empowered to engage in activities that would cause the Corporation to cease to be qualified as exempt under Section 501(a) of the Code as described in Section 501(c)(3) of the Code, or that would cause contributions to the Corporation to cease to be deductible under Section 170(c)(2) of the Code.

The Corporation shall be subject to the following additional restrictions and requirements:

**(A) The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code.**

**(B) For any period during which it is a "private foundation" , as defined in Section 509 of the Code, the Corporation shall distribute its income for each taxable 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 Code. Among the activities in which the Corporation shall not engage for-.any period during which it is such a "private foundation" are:**

**(i) any act of self-dealing (as defined in Section 4941 (d) of the Code);**

**(ii) retaining any excess business holdings (as defined in Section 4943© of the Code);**

**(iii)making any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and**

**(iv) making any taxable expenditures (as defined in Section 4945(d) of the Code).**

**(C) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its or SUBVETS's officers, Directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred, to purchase goods and services at reasonable prices, and to provide programs, services and other benefits, all in furtherance of the exclusively charitable and/or educational purposes of the Corporation set forth in Section 5 hereof, and to make distribution of its assets upon dissolution as provided for in Section 11 hereof, subject to the provisions of this Section 6.**

**(D) It is the intention of the Incorporator that the Corporation qualify as "not a private foundation" under Section 509 of the Code. The Directors shall take every step they deem practicable to ensure that the Corporation so qualifies, including endeavoring to attract substantial support from contributions from many donors in the communities in which the Corporation operates.**

**7. Directors. All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of, a Board of Directors elected by the members of the Corporation as provided in its Bylaws.**

**8. Limitation of Liability of the Directors to the Corporation.**

**The personal liability of a Director to the Corporation or its members for monetary damages for breach of duty as a Director shall be limited to an amount equal to the amount of compensation received by the Director for serving the Corporation**

during the calendar year in which the violation occurred (and if the Director received no such compensation from the Corporation during the calendar year of the violation, such Director shall have no liability to the Corporation for breach of duty) 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 Business Corporation Act, Chapter 601 of the Connecticut General Statutes, as amended from time to time, as in effect at the time of the violation, to receive an improper personal 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. Any repeal or modification of this Article 8 shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification. Nothing contained in this Article 8 shall be construed to deny to the Directors of the Corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

**(9) Indemnification of Directors and Officers; Prepayment of Expenses .**

(A) **Right to Indemnification.** The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is a legal representative, is or was a Director or officer of the Corporation, or while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or entity , including service with respect to employee benefit plans, against all liability and loss suffered by such Indemnitee and all expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, except as otherwise provided in paragraph ( c ) of this Section 9, the Corporation shall be required to indemnify an Indemnitee in connection with a Proceeding ( or part thereof) commenced by such Indemnitee only if the commencement of such Proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the Corporation.

(B) **Prepayment of Expenses.** The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of (i) a written affidavit by the Indemnitee of his good faith belief that he has met the relevant statutory standard of conduct, and (ii) a written undertaking by the Indemnitee to repay all amounts advanced if it should

be ultimately determined that the Indemnitee is not entitled to be indemnified under this Section 9 or otherwise.

**(C) Claims.** If a claim for indemnification or payment of expenses under this Section 9 is not paid in full within sixty (60) days after a written claim therefor by the Indemnitee has been received by the Corporation, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Corporation shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

**(D) Nonexclusivity of Rights.** The rights conferred on any Indemnitee by this Section 9 shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under this Certificate of Incorporation or any statute, agreement, bylaw, vote of members or disinterested Directors or otherwise.

**(E) Other Sources.** The Corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a Director, officer, employee or agent of another corporation or entity shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity.

**(F) Amendment or Repeal.** Any repeal or modification of the foregoing provisions of this Section 9 shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

**(G) Other Indemnification and Prepayment of Expenses.** This Section 9 shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action.

**(H) Interpretation.** The provisions of this Section 9 are set forth in this Certificate of Incorporation pursuant to the authority contained in subdivision (5) of subsection (b) of section 33-1026 of the Act and are intended to expand the scope of, and make obligatory on the Corporation, the indemnification of Directors and officers of the Corporation to the greatest extent now or hereafter permitted under the laws of the State of Connecticut.

## **10. Incorporator.**

The name and address of the sole incorporator of the Corporation are:

Hugh P. McGee, Jr.  
Murtha Cullina LLP City Place  
1185 Asylum Street  
Hartford, CT 06103-3469

**11. Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, cause all the net assets of the Corporation (i) to be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code, provided that such distributee(s) (selected by the Directors in their sole discretion) is then tax-exempt under Section 501(a) of the Code as described in Section 501(c)(3) of the Code, or (ii) to be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of Connecticut for the Judicial District of Hartford, if possible, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**12. Future Laws.** References herein to Sections of the Code shall be deemed to include reference to the corresponding provisions of any future United States Internal Revenue Code, and references to Sections of the Act or the Connecticut Business Corporation Act shall be deemed to include reference to the corresponding provisions of any future Connecticut laws amending or replacing the Act or the Business Corporation Act.

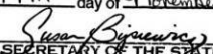
**IN WITNESS WHEREOF,** this Certificate of Incorporation has been executed by the undersigned incorporator this 16th day of November, 2000.

**Hugh McGee, JR Sole Incorporator**

**ACCEPTANCE OF APPOINTMENT OF INITIAL REGISTERED AGENT**

The undersigned hereby accepts appointment as the registered agent of the Corporation.

**MCR&P Service Corporation BY:**

STATE OF CONNECTICUT  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD  
I hereby certify that this is a true copy of record  
in this Office  
In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 17<sup>TH</sup> day of November, A.D. 2000  
  
SECRETARY OF THE STATE } SS.

**SECRETARY OF THE STATE 30 TRINITY STREET**

**P.O. BOX 150470 HARTFORD, CT 06115-0470**

**NOVEMBER 17,2000**

**KATHY PARTOVI  
MURTHA CULLINA LLP  
CITY PLACE I  
185 ASYLUM ST  
HARTFORD, CT 06103-3469**

**RE: Acceptance of Business Filing**

**This letter is to confirm the acceptance of a filing for the following business:  
U. S. SUBMARINE VETERANS' CHARITABLE FOUNDATION, INC**

**Work Order Number: 2000178674-001 Business Filing Number: 0002178754 Type of  
Request: CERTIFICATE OF INCORPORATION File Date/Time: NOV 16 2000 03:46 PM  
Effective Date/Time: Work Order Payment Received: 115.00 Payment Received:  
65.00  
Account Balance: 569.90 Customer Id:  
001215 Business Id: 0666160**

**If applicable for this type of request, a summary of the business information we  
have on record is enclosed.**

**If you would like copies of this filing you must complete a Request for Corporate  
Copies and submit it with the appropriate fee.**

**SHERRI LEMIRE Commercial Recording Division 860-509-6003**

**Changed: 24 Jan 03**

**Revised: 10 Jan 2017 for housekeeping changed by Al Singleman, Jr. CF President**