

**AMENDED and RESTATED
CERTIFICATE OF INCORPORATION
OF
Skylark Flyers – Experimental Aircraft Association Chapter 1310, Inc.
A Connecticut Nonstock Corporation**

1. **Name** The name of the Corporation is Skylark Flyers – Experimental Aircraft Association Chapter 1310, Inc. (the "Corporation").

2. **Nature of Activities; Charitable Limitations** The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation, are as follows:

(a) To promote, encourage, educate and facilitate recreational aircraft activities;
and

(b) To engage in any other lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act, Sections 33-1000 *et seq* of the Connecticut General Statutes (the "Act"); provided, that in all its activities the Corporation shall operate exclusively for charitable and educational purposes entitling the Corporation to exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of such other revenue laws of the United States as shall be enforced from time to time (the "IRC").

3. **Nonprofit Status**

(a) The Corporation is nonprofit and no part of the earnings or net income of the Corporation shall inure to the benefit of any individual. The Corporation shall not have or issue shares of stock or make distributions or pay dividends. No part of the Corporation's income or assets shall be distributed to its directors, officers, employees or any individual; and no director or employee of the Corporation may receive or be entitled to receive any pecuniary profit from the operations of the Corporation, except for reasonable compensation for services rendered to the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not engage in any activities that are inconsistent with the express limitations contained in this Certificate of Incorporation or with the Corporation's nonprofit purposes or are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the IRC as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(b) Notwithstanding anything herein to the contrary, if at any time the Corporation is or shall become a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, then the Corporation shall be subject to the following for so long as it shall remain a private foundation:

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(i) The Corporation shall distribute its income for each tax 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 Internal Revenue Code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

4. **Members** The Corporation shall have five classes of members; Regular, Family, Honorary/Complimentary, Special, and Life. The specific qualifications, rights, responsibilities and authorities of members are set forth in the Bylaws of the Corporation.

Voting privileges within the Chapter shall be limited to Regular Chapter Members, Family Chapter Members (excluding children), Special Chapter Members and Life Chapter Members. Honorary/Complimentary Chapter Members shall not have voting privileges within the Chapter.

5. **Directors** Except to the extent otherwise reserved or granted to the Corporation's members, all corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, its Board of Directors. The initial Directors shall be appointed by the Incorporator[s]. Directors shall thereafter be elected by the members of the Corporation pursuant to the Bylaws. The Bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election of Directors, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe and as shall not be inconsistent with the provisions of this Certificate of Incorporation.

6. **Registered Agent** The name of the initial registered agent of the Corporation is Skylark Airpark, Inc. The street address of that registered agent's business is 54 Wells Road, Broad Brook, Connecticut 06016.

7. **Limited Liability of Directors** As provided in Section 33-1026(b)(4) of the Act and in addition to the limitations on liability which exist under C.G.S. Section 52-557m and may exist under other law including, but not limited to the Federal Volunteer Protection Act, 42 U.S.C. 139, the personal liability of a director of the Corporation for monetary damages for breach of duty as a director is limited to the compensation received by the director for serving the Corporation 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, 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, or (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation.

8. **Indemnification** As provided in Section 33-1026(b)(5) of the Act, the Corporation shall, to the extent it is financially able, provide its Directors with the fullest amount of indemnification that the Corporation is permitted to provide.

The Corporation may indemnify and advance expenses to each officer, employee or agent of the Corporation who is not a Director, or who is a Director but is made a party to a proceeding in

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his or her capacity solely as an officer, employee or agent, to the extent permitted by Section 33-1122 of the Act.

Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Director, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the IRC.

9. **Distribution of Assets Upon Dissolution** Upon dissolution of the Corporation, the assets remaining after payment of all liabilities shall be distributed to one or more nonprofit organizations exempt under Section 501(c)(3) of the IRC, or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such proportions and amounts as the Board of Directors and the members of the Corporation shall determine, and none of such assets shall be distributed to, or divided among, any of the directors or members of the Corporation.

10. **Conflicts of Interest** The Corporation shall adopt procedures to assure that any potential "conflicting interest transactions," as that term is defined in Section 33-1127 of the Act, or any potential "excess benefit transaction," as that term is defined in Section 4958 of the IRC, shall only be undertaken after the requisite disclosure, determinations and voting by directors of the Corporation as provided in Sections 33-1129 and 33-1130 of the Act and under any relevant regulations of the Internal Revenue Service. The procedures adopted by the Corporation shall prohibit violation of the above statutes and regulations.

11. **Amendment of the Certificate of Incorporation** Any amendment to this Certificate must be adopted in accordance with the provisions of Section 33-1140 et seq of the Act, but no amendment shall be adopted that will affect the exempt status of the Corporation under Section 501(c)(3) of the IRC.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Dated at East Windsor, Connecticut this 4th day of June, 2008.

Eric Dixon, President