

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

03/27/2017

Attn: PATRICIA B. CHOUINARD
SHIPMAN & GOODWIN
ONE CONSTITUTION PLAZA
HARTFORD, CT 06103 -1919

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

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

Business Name:

HINDLEY PARENT TEACHER
ORGANIZATION, INC.

Type of Request:

CERTIFICATE OF INCORPORATION

Work Order Number	: 2017098299-001	Business Filing Number	: 0005801815
Filing Date/Time	: 03/27/2017 12:00 PM	Effective Date/Time	: 03/27/2017 12:00 PM
Work Order Payment Total	: \$100.00	Payment Received	: \$100.00
Credit on Account	:	Customer ID	: 000000419
Business ID	: 1233953		

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

CARMEN RODRIGUEZ
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov

CERTIFICATE OF INCORPORATION

OF

HINDLEY PARENT TEACHER ORGANIZATION, INC.

The undersigned Incorporator hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act (the "Act"):

1. The name of the corporation is Hindley Parent Teacher Organization, Inc. (the "Corporation").

2. The Corporation is organized and shall be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

- (a) to promote, augment and improve public school education in Darien, Connecticut;
- (b) to provide funding and other resources to the Hindley Elementary School in Darien, Connecticut;
- (c) to work collaboratively with the administration and staff of the Hindley Elementary School to assist, sponsor, and support initiatives and activities that will expand or enhance public school education in Darien, Connecticut;
- (d) to increase the awareness of parents and teachers about issues and trends that affect the quality of education in Darien; and
- (e) to engage in any lawful act and activity consistent with the foregoing for which corporations may be formed under the Act.

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

4. The Corporation shall have one class of members. The manner of election and the qualifications for membership shall be set forth in the Corporation's Bylaws. Members shall have the right to vote for the election of the Corporation's directors and to vote on other matters submitted to the members for action. Unless expressly provided for in the Corporation's Bylaws, members shall have no other rights.

5. The Corporation shall operate under the management of its Board of Directors. The Bylaws shall prescribe the number, qualifications (if any) and manner of election of directors. The initial Board of Directors shall be elected by the Incorporator. Thereafter, directors shall be elected by the members as provided in the Bylaws of the Corporation. In the event a director ceases to be in office, the Board of Directors shall have the exclusive power to fill the vacancy caused thereby, and the person elected to fill such vacancy shall hold office for the unexpired portion of the term of his or her predecessor. The Bylaws may provide that persons occupying certain positions within or without the Corporation shall be ex-officio members of the Board of Directors who may vote on matters coming before the Board of Directors and who may be counted in determining a quorum.

6. Notwithstanding any other provision of this Certificate of Incorporation, 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.

7. The net earnings of the Corporation or any part thereof may not be distributed to or inure to the benefit of any private individual or a director or officer of the Corporation. However, nothing herein shall restrict the right of the Corporation reasonably to compensate any officer or director for services rendered to the Corporation or to reimburse any officer or director for expenses, disbursements or liabilities properly made or incurred, on account of that officer's or director's service to the Corporation.

8. A substantial part of the activities of the Corporation shall not consist of carrying on propaganda or attempting to influence legislation. The Corporation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

9. Upon dissolution of the Corporation, the Board of Directors shall dispose of and distribute the assets remaining, after payment of all liabilities, exclusively for the purposes of the Corporation, to one or more organizations organized exclusively for charitable, educational, religious or scientific purposes which shall be then exempt from federal taxation as an organization or organizations described in Section 501(c)(3) of the Code, in such proportions and amounts and in such manner as the Board of Directors shall determine. 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.

10. The personal liability of a director of the Corporation to the Corporation for monetary damages for breach of duty as a director of the Corporation shall be limited to the fullest extent permitted by the Act or any other applicable laws presently or hereafter in effect. Without limiting the effect of the preceding sentence, no director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a director of the Corporation in an amount greater than the compensation received by the director for

serving the Corporation during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the director; (ii) enable the director, or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) 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 (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. No amendment to, or modification or repeal of, this Article 10 shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal. Nothing contained in this Article 10 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.

11. In this Article 11, the term "proceeding" has the meaning assigned to it in Section 33-1116 of the Act. The Corporation shall indemnify a director for a liability, as defined in Section 33-1116 of the Act, to any person for any action taken, or any failure to take any action, as a director, except a liability that (i) involved a knowing and culpable violation of law by the director, (ii) enabled the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain, (iii) showed 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 (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. In addition to the foregoing, the Corporation shall provide to its directors and officers the full amount of indemnification that the Corporation is permitted to provide to such directors and officers pursuant to Sections 33-1116 to 33-1124, inclusive, of the Act or any other applicable laws presently or hereafter in effect. Expenses (including attorneys' fees) incurred by a director or officer in defending any proceeding, shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of both (i) a written affirmation by such officer or director of his or her good faith belief that he or she has met the relevant standard of conduct under the Act or that the proceeding involves conduct for which liability has been limited under Article 10 of this Certificate of Incorporation and (ii) an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in this Article 11. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation shall not provide such indemnification or advancement for expenses to the extent that such indemnification or advancement would constitute self-dealing within the meaning of section 4941(d) of the Code.

12. In the event that the Internal Revenue Service determines that the Corporation is a private foundation within the meaning of Section 509(a) of the Code, the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in a manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code. Additionally, if such a determination is made by the Internal Revenue Service, the Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

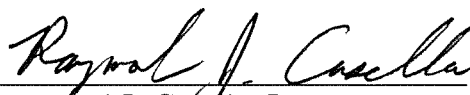
13. References in this Certificate of Incorporation to a Section of the Code shall be construed to refer both to such Section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended.

14. The Corporation's Registered Office in the State of Connecticut is in care of Hindley Elementary School, PTO President, 10 Nearwater Lane, Darien, CT 06820. The Corporation's Registered Agent is Winship Service Corporation, One Constitution Plaza, Hartford, Connecticut 06103-1919.

15. The Corporation's Incorporator is Raymond J. Casella and his address is in care of Shipman & Goodwin LLP, One Constitution Plaza, Hartford, Connecticut 06103-1919.

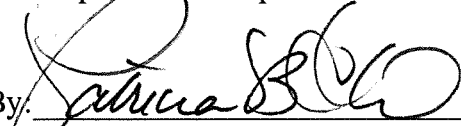
I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Dated at Hartford, Connecticut
this 27th day of March 2017.


Raymond J. Casella, Incorporator

The foregoing designation as Registered Agent for Hindley Parent Teacher Organization, Inc. is hereby accepted.

Winship Service Corporation

By. 
Patricia B. Chouinard, Secretary

March 27, 2017
Date