

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

ADULT LEARNING PROGRAM  
Inc

APRIL 10, 2014

BARBARA S MCGRATH  
CT URBAN LEGAL INITIATIVE  
35 ELIZABETH STREET  
HARTFORD, CT 06105

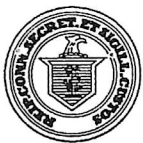
RE: Acceptance of Business Filing

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

ADULT LEARNING PROGRAM, INC.

Work Order Number: 2014099184-001  
Business Filing Number: 0005083616  
Type of Request: CERTIFICATE OF INCORPORATION  
File Date/Time: APR 02 2014 01:00 PM  
Effective Date/Time:  
Work Order Payment Received: 105.00  
Payment Received: 50.00  
Credit on Account: .00  
Customer Id: 002418292  
Business Id: 1138875

ATIYA LANZA  
Commercial Recording Division  
860-509-6003  
WWW.CONCORD.SOTS.CT.GOV



**SECRETARY THE STATE**

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT  
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT  
PHONE: 860-509-6003 WEBSITE: [www.concord-sots.ct.gov](http://www.concord-sots.ct.gov)

FILING #000508 6 PG 01 OF 06 VOL B-01926  
FILED 04/2/2014 01:00 PM PAGE 00284  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

*ADULT LEARNING PROGRAM, INC*

**CERTIFICATE OF INCORPORATION  
NONSTOCK CORPORATION**

*2-4099184*  
*(Signature)*

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<b>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</b>  NAME: BARBARA S MCGRATH ADDRESS: CT URBAN LEGAL INITIATIVE 35 ELIZABETH STREET CITY: HARTFORD STATE: CT ZIP: 06105	<b>FILING FEE: \$50</b> MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
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**1. NAME OF CORPORATION:**  
ADULT LEARNING PROGRAM, INC.

THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.

**2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:**

A. THE CORPORATION SHALL NOT HAVE MEMBERS.

B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE.

C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS.

D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS:

PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 & -1056.

**3. APPOINTMENT OF REGISTERED AGENT: (PLEASE SELECT ONLY ONE A. OR B.)**

**A. INDIVIDUAL'S AGENT NAME:** PAUL F. CRUIKSHANK

<b>BUSINESS ADDRESS: (P.O.BOX UNACCEPTABLE)</b>  ADDRESS: NONE  CITY: STATE: ZIP:	<b>RESIDENCE ADDRESS: (P.O.BOX UNACCEPTABLE)</b>  ADDRESS: 400 Seabury Drive Apt 5176  CITY: BLOOMFIELD STATE: CT ZIP: 06002
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**B. BUSINESS ENTITY AGENT NAME:**

**ADDRESS: (P.O.BOX UNACCEPTABLE)**  
ADDRESS:

CITY:

STATE: ZIP:

ACCEPTANCE OF APPOINTMENT

*Paul F. Cruikshank*

SIGNATURE OF AGENT

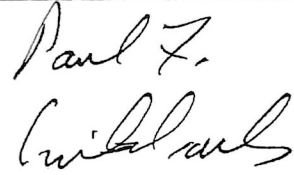
4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

SEE ATTACHED EXHIBIT 1

5. OTHER INFORMATION:

6. EXECUTION: CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR

DATED THIS 27TH DAY OF MARCH, 2014

NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
PAUL F CRUIKSHANK	ADDRESS: 400 Seabury Drive Apt 5176 CITY: BLOOMFIELD STATE: CT ZIP: 06002	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	
	ADDRESS: CITY: STATE: ZIP:	

**CERTIFICATE OF INCORPORATION  
OF  
ADULT LEARNING PROGRAM, INC.**

Section 1. Name: The name of the Corporation is Adult Learning Program, Inc. (the "Corporation").

Section 2. Nonstock Corporation: This corporation is a nonstock, nonprofit organization pursuant to the Revised Nonstock Corporation Act of the State of Connecticut, Section 33-1000 et seq. of the Connecticut General Statutes ("C.G.S.").

Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Nature of Activities: In general, the Corporation may engage in any lawful act or activity for which corporations may be formed under sections 33-1000 to 33-1290, inclusive, of the C.G.S. This Corporation's mission is to provide educational opportunities to retired people in the Greater Hartford community who share a common desire to keep their minds sharp through continuing education. The nature of the activities conducted and the purposes promoted or carried out by the Corporation are exclusively charitable and educational, entitling the Corporation to exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section or sections as may from time to time be in force.

Section 4. Non-Profit Status: No part of the earnings or net income of the Corporation shall inure to the benefit of any individual; nor shall the Corporation 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; nor shall any member, director or employee of the Corporation receive or be entitled to receive any pecuniary profit from the operations of thereof except for reasonable compensation for services.

If the Corporation shall be or become a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, then the Corporation shall: (i) 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; (ii) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; (iii) not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; (iv) not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; (v) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, (vi) not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 503(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code, and (vii) ensure no substantial part of the Corporation's activities consists of carrying on propaganda, or

otherwise attempting, to influence legislation, and that the Corporation shall 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.

Section 5. Members: The membership of the Corporation shall include one class of Members whose designation is required by C.G.S. § 33-1055. Members in good standing have the power to elect members of the Board of Directors at Annual Meetings and approve the budget. After the Membership Committee presents names of chosen individuals for potential co-chairperson and officer positions to the Board of Directors, who votes to recommend the named individuals to the members at the annual meeting, the members shall have the power to vote the nominees into office. The specific qualifications, rights, responsibilities and authorities of members are set forth in the Bylaws of the Corporation.

Section 6. Directors: The Corporation shall be managed by the Board of Directors, the composition of which is set forth in the Bylaws of the Corporation. At the organizational meeting of the corporation, board members will be elected on a staggered basis to ensure there is an even rotation as follows: one-half shall be elected for one year and one-half shall be elected for two years; thereafter, one-half of the board shall be elected each year and shall serve for a term of two years. The duties of said directors, their qualifications, responsibilities, length of term, methods of election, and methods for their removal are set forth in the Bylaws of the Corporation.

Section 7. Limited Liability of Directors: (a) Pursuant to Section 33-1026 of the Revised Nonstock Corporation Act of the State of Connecticut, the personal liability of the Directors of the Corporation to the Corporation or its members for monetary damages for breach of duty as Director is limited to an amount that is not more than the compensation received by the Director for serving the Corporation during the year of the violation if such breach did not: (1) involve a knowing and culpable violation of law by the Director, (2) enable the Director or an "associate," as defined in Section 33-840 of the C.G.S., to receive an improper personal economic gain, (3) 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 conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors of the Corporation shall not, with respect to a person who is or was a Director, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

(b) The limitation of liability of any person who is or was a Director provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law as in effect on the effective date of this Certificate of Incorporation and as thereafter amended.

Section 8. Conflicts of Interest. The Corporation shall adopt procedures to assure that any potential "conflicting interest transaction," as that term is defined in Section 33-1127 of the C.G.S., or any potential "excess benefit transaction," as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including Directors and officers of the Corporation, shall only be undertaken after the requisite disclosure and voting by both Directors and, where

appropriate, members of the Corporation as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S. to avoid any possible violation of such statutes or regulations.

Section 9. Distribution of Assets Upon Dissolution: In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by the operation of law, the property or other assets of the Corporation, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit organizations, which shall be exempt from taxes under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or such corresponding section or sections as may from time to time be in force, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Directors and the members of the Corporation entitled to vote thereon, by majority vote thereof, shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the Directors or the members of the Corporation. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization 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 purposes.

Section 10. Amendments to Certificate of Incorporation and Bylaws:

(a) *Certificate of Incorporation.* As permitted in Section 33-1142 of the C.G.S., amendments to the Certificate of Incorporation of the Corporation (other than certain amendments which the Board of Directors may adopt pursuant to Section 33-1141 of the C.G.S. without a vote of the members) may be adopted only under the following procedure:

- (i) Written notice of the meetings of the Board of Directors and of the Members at which such amendment shall be considered, including the text of the proposed amendment (before any amendments thereto made at the subsequent meeting) shall be delivered to all Directors at least no fewer than ten nor more than sixty days before the Directors' meeting and to all Members at least fourteen days before the Members' meeting;
- (ii) At least two-thirds of the Directors present at a duly called meeting of the Board of Directors at which a quorum is present shall vote in favor of such amendment; and
- (iii) In addition to the vote of the Directors taken under subsection (ii) above, at least two-thirds of all the Members of the Corporation present at a duly called meeting of the Members at which a quorum is present shall vote in favor of such amendment.

(b) *Bylaws.* As permitted by Section 33-1150 of the C.G.S., no amendment to the Bylaws shall be adopted unless that amendment is adopted in accordance with the procedures set forth in the Bylaws.

Section 11. Registered Agent. The street address of the Corporation's initial registered agent is 400 Seabury Drive Apt 5176, Bloomfield, CT 06002 . The name of the initial registered agent at that address is Mr. Paul F. Cruikshank.

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

Paul F. Cruikshank

Paul F. Cruikshank, Incorporator

Dated at Bloomfield, Connecticut this 27 day of March, 2014.

Acceptance by Registered Agent:

Paul F. Cruikshank  
Paul F. Cruikshank

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 11<sup>th</sup> day of April A.D. 20 14



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SECRETARY OF THE STATE

**RECEIVED**

APR 14 2014

**CULI**