

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE CHILDREN'S MUSEUM, INC.**

(A Nonstock Corporation)

FIRST: The name of the corporation is The Children's Museum, Inc. (the "**Corporation**").

SECOND: The nature of the activities to be conducted and the purpose to be promoted or carried out by the Corporation are:

- a. to provide opportunities for persons of all ages to increase their understanding and appreciation of nature, science, and technology;
- b. to carry out more effectively the purposes of its predecessors, The Canton Children's Nature Museum, Incorporated, Roaring Brook Nature Center, Incorporated, and The Children's Museum of Hartford, Inc.; and
- c. to engage in any lawful act or activity not inconsistent with the foregoing for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act except for any express limitations contained herein.

THIRD: The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Connecticut upon corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Amended and Restated Certificate of Incorporation (this "**Certificate of Incorporation**"), whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation if the same are inconsistent 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(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; and provided, further, that no substantial part of the Corporation's activities shall consist 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.

FOURTH: The Corporation shall be nonprofit. It shall not have or issue shares of stock or pay dividends. No part of the income or net earnings of the Corporation is distributable to, nor shall inure to the benefit of, any Trustee or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Trustee or officer of the Corporation, or any private individual, shall be

entitled to share in the distribution of any of the corporate assets upon its dissolution, except as provided in Article NINTH.

FIFTH: 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:

1. The Corporation shall make distributions for each taxable year at such times and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The Corporation shall not make any investments in such manner as to jeopardize the carrying out of its exempt purposes and to subject it to tax under Section 4944 of the Internal Revenue Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

SIXTH: The Corporation shall have no members.

SEVENTH: The activities, property and affairs of the Corporation shall be managed by its Board of Trustees. The Board of Trustees shall be self-perpetuating. The Trustees shall be classified into three classes, as nearly equal in number as possible, designated, respectively, "Class 1," "Class 2," and "Class 3." Each Trustee shall be elected for a term of three years in accordance with the Bylaws. The Bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election or appointment of Trustees, 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. If the number of Trustees is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Trustees in each class as nearly equal in number as possible.

EIGHTH: (a) No person who is or was a Trustee of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a Trustee in an amount that exceeds the compensation, if any, received by the Trustee 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 Trustee, (b) enable the Trustee or an associate, as defined in subdivision (3) of Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee 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 Trustee'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 Trustees of the Corporation shall not, with respect to a person who is or was a Trustee, 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 Trustee 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.

NINTH: In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred, or conveyed, in accordance with a plan for distribution of assets adopted by the Board of Trustees, to one or more organizations that meet the following conditions:

1. the organization shall be organized and operated either (a) exclusively for the purposes set out in Article SECOND above, or (b) exclusively for purposes determined by the Board of Trustees to be similar to or supportive of those set out in Article SECOND above;
2. the organization shall either be: (a) an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) provided such assets will be used exclusively for one or more public purposes, the Federal or a State government or political subdivision thereof; and
3. without limiting the generality of the foregoing, in the case of the Corporation's real and personal property situated in the Town of Canton, County of Hartford, and State of Connecticut and all property of the Corporation being held elsewhere for the benefit of or in connection with the Roaring Brook Nature Center (including without limitation all specially-maintained accounts such as the Memorial Account and the Sidney Account) (hereinafter the "**Nature Center Property**"), the organization shall be (a) organized under the laws of the State of Connecticut for the purpose of receiving, using and preserving the Nature Center Property for conservational, recreational, educational, scientific, or historic purposes within the meaning of the statutes of the State of Connecticut and the Internal Revenue Code and (b) approved for such purpose by the Board of Trustees (which approval shall not be unreasonably withheld); provided, that (i) at the time of dissolution of the Corporation or the winding up of its affairs, no such organization exists, then the Corporation shall not pay over, transfer, or convey any Nature Center Property for a period of 30 days, (ii) if during such 30-day period such an organization is organized and exists, then the Corporation shall pay over, transfer, or convey the Nature Center Property to such organization, and (iii) if no such organization is organized and exists during such

30-day period, the Corporation shall otherwise pay over, transfer, or convey the Nature Center Property in accordance with the plan for distribution adopted by the Board of Trustees.

Any such assets not so distributed shall be disposed of by a court of competent jurisdiction, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from Federal taxation under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3) of the Internal Revenue Code, or to the Federal or a State government or political subdivision thereof for a public purpose.

TENTH: A. The Corporation shall, to the fullest extent permitted by law, indemnify its Trustees from and against any and all of the liabilities, expenses and other matters referred to in or covered by the Connecticut Revised Nonstock Corporation Act. In furtherance and not in limitation thereof, the Corporation shall indemnify its Trustees against liability, as defined in subsection (5) of Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Trustee, except liability that (a) involved a knowing and culpable violation of law by the Trustee, (b) enabled the Trustee 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 a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation; provided that nothing in this sentence shall affect the indemnification of or advance of expenses to a Trustee for any liability stemming from acts or omissions occurring prior to the effective date of this Article TENTH.

The Corporation shall indemnify each officer of the Corporation who is not a Trustee, or who is a Trustee but is made a party to a proceeding in his or her capacity solely as an officer, to the same extent as the Corporation is permitted to provide the same to a Trustee, and may indemnify such persons to the extent permitted by Section 33-1122 of the Connecticut General Statutes.

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 Trustees 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 Trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

B. Expenses incurred by a Trustee or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Corporation 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 Trustee or officer to repay such amount if it shall be ultimately determined that such Trustee or officer is not entitled to be indemnified by the Corporation.

C. The Corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this Article TENTH on such terms and conditions as may be established by the Board of Trustees.

D. No amendment to or repeal of this Article TENTH shall apply to or have any effect on the indemnification of any Trustee, officer, employee or agent of the Corporation for or with respect to any acts or omissions of such Trustee, officer, employee or agent 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 Corporation to pay for or reimburse in advance expenses incurred by a Trustee, officer, employee or agent of the Corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

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

ELEVENTH: This Certificate of Incorporation may be amended by a resolution adopted by not less than two-thirds of the Board of Trustees present at a meeting at which a quorum is present, provided that the Certificate of Incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code or as an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

TWELFTH: Reference in this Certificate of Incorporation to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent Federal income tax law. Reference in this Certificate of Incorporation to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such Statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in this Certificate of Incorporation to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

Amended and Restated on May 17, 2005.

Amended and Restated on May 17, 2006

Amended and Restated on February 19, 2008