

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "REHOBOTH ART LEAGUE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2015, AT 4:45 O'CLOCK P.M.

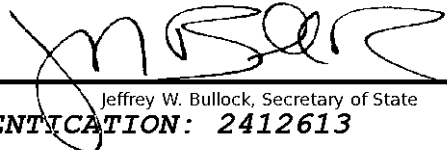
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2412613

DATE: 05-27-15

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

REHOBOTH ART LEAGUE, INC.

Rehoboth Art League, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Rehoboth Art League, Inc., which is the name under which the Corporation was originally incorporated.

2. The original certificate of incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on September 11, 1941.

3. This Amended and Restated Certificate of Incorporation restates and integrates and also further amends the provisions of the original certificate of incorporation of the Corporation, as heretofore amended, and was duly adopted by the Board of Trustees of the Corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware (including Section 242(b)(3)).

4. The original certificate of incorporation of the Corporation, as heretofore amended, is hereby amended and restated in its entirety as follows:

FIRST

The name of the Corporation is Rehoboth Art League, Inc.

SECOND

The address of the Corporation's registered office in the State of Delaware is 12 Dodds Lane, in the City of Rehoboth Beach, County of Sussex, 19971. The name of its registered agent at such address is Rehoboth Art League, Inc.

THIRD

The Corporation is organized and will be operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any subsequent

United States federal tax law). The objects and purposes of the Corporation shall be to inspire, encourage, and sustain the arts and art spirit for charitable and educational purposes in Southern Delaware and surrounding communities and for the people of and visitors to Southern Delaware and surrounding communities, including, without limitation, (i) encouraging artists and art education, (ii) conducting and promoting arts-related charitable and educational activities, (iii) sponsoring art exhibits and programs, (iv) holding art education and other classes relating to any and all forms of arts and crafts, and (v) maintaining and operating a non-profit educational, exhibiting, and meeting facility in Southern Delaware. Such facility may be used for displaying exhibits, for conducting classes, performances, for providing a place where members and other interested persons can meet for educational, charitable, and cultural reasons, for holding entertainment events, balls, conferences, meetings, tours, and the like (to the extent such events will provide funds to carry out the objects and purposes of the Corporation), and to otherwise carry out the objects and purposes of the Corporation.

FOURTH

The Corporation shall have and possess the power and authority to do any and all acts and things as are necessary, suitable, or proper for, or conducive to, the attainment of any or all of the objects and purposes stated in Article THIRD above, to the same extent and as fully as any natural person might or could do, and to do every other act or thing incidental or appurtenant to such objects or purposes; provided, however, that 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 intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. In addition, notwithstanding any provisions of this Amended and Restated Certificate of Incorporation (this "Certificate of Incorporation") or any provisions of applicable Delaware law to the contrary, the Corporation shall not have the power: (a) to exercise any power or authority, either expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code (or the corresponding provision of any subsequent United States federal tax law); (b) to be operated for the primary purpose of carrying on a trade or business for profit; (c) to use any part of its income to reduce a debt on property that will revert ultimately to private individuals; or (d) to engage in any

activities that are unlawful under the laws of the United States, the State of Delaware, or any other jurisdiction where its activities are or may be carried on.

FIFTH

The Corporation is a membership corporation and shall have no power or authority to issue capital stock. The Corporation is not organized for profit. The net earnings of the Corporation shall be used solely to carry out the objects and purposes stated in Article THIRD above. No compensation, loan, or other payment shall be paid to any members, trustees, officers, substantial contributors, or other private persons, and no part of the assets or net earnings, current or accumulated, of the Corporation shall inure to the benefit of, or be distributable to or divided among, such persons, except that the Corporation shall be authorized and empowered to reimburse out-of-pocket expenditures and pay reasonable compensation for services rendered to or on behalf of the Corporation, and to make payments in furtherance of the objects and purposes stated in Article THIRD above.

SIXTH

The Corporation shall have the following classes of Members:

- (a) A class of Members designated as the "Directing Members". The Directing Members shall be the voting members of the Board of Trustees, and each person elected or appointed as a Trustee shall automatically, by virtue of such position, become a Directing Member. Directing Members shall not include any Trustee Emeriti or ex-officio members of the Board of Trustees. If any person shall cease to be a Trustee, whether due to resignation, removal, expiration of his or her term, and election of his or her successor, or otherwise, then such person shall automatically cease to be a Directing Member. No person who is not a Trustee shall be a Directing Member.
- (b) A class of Members designated as the "Individual Members". Individual Members shall have no voting rights and no rights to consent to any matter submitted to the vote or consent of the Members (including, without limitation, the election or removal of Trustees). All rights of Members to

vote or consent on matters submitted to the vote or consent of the Members (including, without limitation, the election or removal of Trustees) shall be vested in the Directing Members. Additional qualifications and conditions to membership as an Individual Member, and the benefits associated with such membership, may be set forth in the Bylaws of the Corporation (the "Bylaws") or may otherwise be determined by the Board of Trustees.

- (c) The Board of Trustees shall have authority to establish additional classes of nonvoting Members and to establish sub-categories of Individual Members. The qualifications and conditions of any such additional classes or sub-categories of membership, and the benefits associated with such classes or sub-categories of membership, may be as set forth in the Bylaws or may otherwise be determined by the Board of Trustees, from time to time. No such class or sub-category of membership shall have voting rights or rights to consent to any matter submitted to the vote or consent of Members (including, without limitation, the election or removal of Trustees).

Membership in the Corporation shall not be transferrable or assignable.

SEVENTH

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Trustees (the "Board"). The number of Trustees comprising the full Board shall be determined from time to time by or in the manner set forth in the Bylaws. Except as otherwise specifically set forth in this Certificate of Incorporation, the Board shall have such powers and authority as provided by the laws of the State of Delaware, this Certificate of Incorporation, and the Bylaws. The qualifications for serving as a Trustee (and, therefore, as a Directing Member) may be set forth in the Bylaws.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized and empowered, if for a charitable and/or educational purpose within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any subsequent United States federal tax law), to do the following:

- (a) Subject to Articles FOURTH and FIFTH hereof, to make grants or contributions or otherwise to render financial assistance to any organization organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any subsequent United States federal tax law). The Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and, if the Board approves any request, shall authorize payment of such funds to the approved grantee. The Board shall require that grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.
- (b) To make, adopt, alter, amend, or repeal, from time to time, the Bylaws, but only by a vote of at least two-thirds of the Trustees then in office at a duly called meeting or by the unanimous consent (in writing or by electronic transmission) of the Trustees then in office. The Bylaws also may be altered, amended, or repealed and new Bylaws may be made or adopted, by the Directing Members of the Corporation, acting in such capacity, but only by the vote or consent (in writing or by electronic transmission) of at least two-thirds of the Directing Members. Notwithstanding the foregoing, no such alteration, amendment, or repeal shall be made, and no new Bylaw shall be made or adopted, that would authorize the Board to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code (or the corresponding provision of any subsequent United States federal tax law).

- (c) To designate one or more committees and to appoint or remove members of such committees. Without limiting the foregoing, to the extent provided by the Bylaws or expressly delegated by the Board, committees also may be designated, and their members appointed or removed, by any committee that is comprised solely of persons who are also Trustees. Except as otherwise provided in the Bylaws or determined by the Board, members of committees need not be Trustees. Each committee, to the extent provided in the Bylaws or set forth in the resolutions establishing the powers and authority of such committee, shall have and may exercise any or all of the powers and authority of the Board in the management of the business and affairs of the Corporation and have power to authorize the seal of the Corporation to be affixed to all papers which require it, notwithstanding that one or more members of such committee are not Trustees.

- (d) To remove Trustees, for cause, by a vote of at least two-thirds of the Trustees then in office at a duly called meeting or by the unanimous consent (in writing or by electronic transmission) of the Trustees then in office. Trustees may also be removed, for cause, by the Directing Members of the Corporation, acting in such capacity, but only by the vote or consent (in writing or by electronic transmission) of at least two-thirds of the Directing Members.

EIGHTH

If the conflict of interest policies of the Corporation from time to time in effect so provide, then any Trustee with a conflict of interest (as defined in such policies) shall not have power to, and shall be disqualified from, voting on any matter as to which there is a conflict of interest. If such a conflict of interest exists, the Trustee or Trustees disqualified from voting by virtue of such conflict of interest shall not be counted (either in the numerator or the denominator) for purposes of determining whether a quorum is present at any meeting or for purposes of determining the required vote on such matter.

NINTH

The existence of the Corporation is to be perpetual.

TENTH

The private property of the members of the Corporation shall not be subject to the payment of its corporate debts.

ELEVENTH

No Trustees shall be personally liable to the Corporation for monetary damages for a breach of fiduciary duty as a Trustee, except for liability for (a) any breach of the Trustee's duty of loyalty to the Corporation, (b) for acts and omissions not in good faith that involve intentional misconduct or a knowing violation of laws, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the Trustee derived an improper personal benefit.

TWELFTH

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary or by operation of law, the Board shall, except as otherwise may be provided by law, transfer all of the assets of the Corporation in such manner as the Trustees, in the exercise of their discretion, may determine; provided, however, that upon said liquidation, dissolution, or winding up of the affairs of the Corporation, any such transfer of assets shall be to (a) one or more organizations or entities described in Section 501(c)(3) of the Code (or the corresponding provision of any subsequent United States federal tax law); or (b) the Federal Government, or one or more state or local governments, for public purposes; or (c) if

pursuant to a decree of a court of competent jurisdiction, another organization or organizations to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the Corporation is herein organized.

THIRTEENTH

The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Certificate of Incorporation in a manner now or hereafter prescribed by applicable law, and all rights conferred herein are granted subject to this reservation; provided, however, that this Certificate of Incorporation may not be amended without the affirmative vote or consent of at least two-thirds of the Trustees of the Corporation then in office, and provided, further, that no amendment to this Certificate of Incorporation shall authorize the Board to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code (or the corresponding provision of any subsequent United States federal tax law).

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by the undersigned officer this 21 day of May 2015.

**Rehoboth Art League, Inc.,
a Delaware corporation**

By: *Diana Coulton Beebe*

Name: Diana Coulton Beebe

Title: Chair, Rehoboth Art League, Inc.
Board of Trustees