

**CERTIFICATE OF INCORPORATION**

**OF**

**COUNCIL OF ALUMNI MARKETING AND MEMBERSHIP PROFESSIONALS, INC.**

**RECEIVED**  
APR 15 2005

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

1. The name of the corporation is **Council of Alumni Marketing and Membership Professionals, Inc.** (the "Corporation").
2. The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes of the Corporation include:
  - (a) to promote the common business interests of higher education alumni associations;
  - (b) to improve the business conditions for higher education alumni associations;
  - (c) to provide to higher education alumni associations and to the membership and marketing officers of such higher education alumni associations various policies, programs, technology and networking necessary to enhance and promote (i) alumni administration, (ii) alumni association membership and marketing programs, and (iii) alumni association officer professional development; and
  - (d) to otherwise 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, with the manner of their qualifications and rights as follows:
  - (a) Any individual who actively serves as the membership and/or marketing officer of an alumni program of a four-year public or private institution of higher education and who supports the mission of the Corporation may become a member of the Corporation upon the satisfaction of the requirements for membership set forth in the Corporation's Bylaws.

(b) Each member shall have the right to vote for the election and/or removal of the Corporation's directors. Members shall have no other rights.

(c) Each member shall be entitled to one vote on each matter submitted to the members for action.

5. The Corporation shall operate under the management of its Board of Directors, who shall be elected by the members. 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. The Board of Directors shall be divided into two (2) classes, with each class respectively to be designated "Class A Directors" and "Class B Directors." In order to implement continuity in the Board of Directors, the term of the directors in each class shall end as follows:

(a) The initial Class A Directors shall serve until the first annual meeting of the members, and thereafter, the Class A Directors shall serve until the second annual meeting following the end of the previous term of the Class A Directors.

(b) The initial Class B Directors shall serve until the second annual meeting of the members, and thereafter, the Class B Directors shall serve until the second annual meeting following the end of the previous term of the Class B Directors.

The Board of Directors shall designate the Class to which a director is a member at the time of his or her election. To maintain each Class's representation at approximately one-half of the directors at any given time, the Board of Directors shall designate a director as a member of the class of directors with the fewest number of directors at the time of his or her election.

7. 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)(6) of the Code.

8. 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 member, director or officer of the

Corporation. However, nothing herein shall restrict the right of the Corporation to reasonably compensate any officer, director or member for services rendered to the Corporation or to reimburse any officer, director member for expenses, disbursements or liabilities properly made or incurred, on account of that officer's, director's or member's service to the Corporation.

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 which shall be then exempt from federal taxation as an organization or organizations described in Section 501(c)(3) of the Code or Section 501(c)(6) 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 members, 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. The Corporation shall indemnify a director for a liability, as defined in Section 33-1116(5) 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 Act, to receive an improper personal gain, (ii) 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 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 a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or 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.

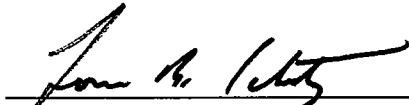
12. References in this Certificate of Incorporation to a Section of the Code shall be construed to refer both to such Section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended.

13. The Corporation's Registered Office in the State of Connecticut is in care of Shipman & Goodwin LLP, One Constitution Plaza, Hartford, Connecticut 06103-1919, and the Corporation's Registered Agent at that office is Winship Service Corporation.

14. The Corporation's sole Incorporator is Louis B. Schatz and his address is c/o 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 15<sup>th</sup> day of April, 2005.

  
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Louis B. Schatz, Esq., Incorporator

The foregoing designation as Registered Agent for  
Council of Alumni Marketing and Membership Professionals, Inc.  
is hereby accepted.

Winship Service Corporation

By:   
\_\_\_\_\_  
Mabel M. Diamond, Assistant Secretary

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

APRIL 18,2005

SHIPMAN & GOODWIN  
ONE CONSTITUTION PLAZA  
HARTFORD, CT 06103-1919

RE: Acceptance of Business Filing

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

COUNCIL OF ALUMNI MARKETING AND MEMBERSHIP PROFESSIONALS,  
INC.

Work Order Number: 2005083914-001  
Business Filing Number: 0002905217  
Type of Request: CERTIFICATE OF INCORPORATION  
File Date/Time: APR 15 2005 04:00 PM  
Effective Date/Time:  
Work Order Payment Received: 40.00  
Payment Received: 40.00  
Account Balance: 1328.15  
Customer Id: 000000419  
Business Id: 0818299

If applicable for this type of request, a summary of the business information we have on record is enclosed.

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

EVETT PEREZ  
Commercial Recording Division  
860-509-6003