

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

HIGH HOPES THERAPEUTIC RIDING, INC.

1. The name of the corporation is “High Hopes Therapeutic Riding, Inc.” (the “Corporation”).
2. The name, address and acceptance of appointment of the Corporation’s registered agent in on file with the Secretary of the State.
3. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.
4. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the “Code”), and shall include the following:
 - a. To promote the well-being of individuals with disabilities through therapeutic horseback riding and other equine-related activities, and to foster educational techniques in the field of therapeutic riding; and
 - b. To engage in any lawful act or activity in furtherance of the foregoing for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act (the “Act”), subject to any limitations set forth elsewhere in this Certificate of Incorporation.
5. The Corporation shall have no members.
6. All powers of the Corporation shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, a self-perpetuating Board of Trustees (the “Board” and each member thereof, a “Trustee”). The size, composition and manner of election of the Board of Trustees shall be as specified in the bylaws, provided that the number of Trustees shall be no less than three (3). The bylaws may provide that persons occupying certain positions within or without the Corporation shall be ex-officio or honorary Trustees. Unless otherwise set forth in the bylaws, such ex-officio and honorary Trustees shall have voice but not vote and shall not be counted in determining a quorum. As may be further provided in the bylaws, the terms of the elected Trustees may be staggered by dividing the elected Trustees into up to five classes so that approximately an equal number of such Trustees have terms expiring in successive years.

7. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Trustees, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred by any such persons, and to make payments and distributions in furtherance of the purposes set forth in Paragraph 4 hereof. Upon the dissolution or other termination of the Corporation, no part of its property or assets shall be distributed to, or inure to the benefit of, any of its Trustees, officers or other private individuals. 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. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from federal income taxation under Section 501(c) (3) of the Code, or (B) by a corporation contributions to which are deductible under Section 170(c) (2) of the Code.

8. For any taxable year during which the Corporation is a "private foundation," as defined in Section 509 of the Code, the Corporation: (A) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and (B) shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iii) make any investments in a manner as to incur tax liability under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

9. Upon any dissolution or termination of the existence of the Corporation, all of its property and assets shall, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over (subject to any restrictions imposed by any applicable will, deed, grant, conveyance, agreement, memorandum, writing or other governing document), in accordance with a plan for the distribution of assets adopted by the Board of Trustees, to one or more organizations that meets one or more of the following conditions:

a. The organization is organized and operated either (i) exclusively for the purposes set out in Paragraph 4 above, or (ii) exclusively for purposes determined by the Board to be similar to or supportive of those set out in Paragraph 4 above;

b. The organization at the time of such grant qualifies as an exempt organization under Section 501(c) (3) of the Code that is not a private foundation as defined in Section 509(a) of the Code; or

c. The federal or state government or a political subdivision thereof, provided such assets will be used exclusively for one or more public purposes.

9. References to sections of the Code shall be deemed to include references to the corresponding provisions of any future United States Internal Revenue Law. References to sections of the Connecticut General Statutes shall be deemed to include references to the corresponding provisions of any future Connecticut General Statutes.

10. A Trustee shall not be personally liable to the Corporation for monetary damages for breach of duty as a trustee in an amount greater than the compensation, if any, received by the Trustee for serving the Corporation during the year of the violation if the breach did not (A) involve any knowing and culpable violation of law by the Trustee, (B) enable the Trustee or an associate, as defined in 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. The foregoing is intended to be in addition to, and not in derogation of, any rights or immunities conferred by state or federal law on a trustee or director of a nonprofit organization.

11. The Corporation shall indemnify and advance expenses to a Trustee for liability arising out of or relating to any act or omission as a Trustee to the fullest extent permitted by law. In furtherance of the foregoing, the Corporation shall indemnify its Trustees against liability 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. Unless otherwise provided in the bylaws, by resolution of the Board of Trustees or by contract, the Corporation may indemnify and advance expenses to an officer (as defined in the bylaws) for liability arising out of or relating to any act or omission as an officer to the same extent as a Trustee [*and to such greater extent as permitted by Section 33-1122 of the Act*]. The Corporation shall not indemnify any individual with respect to any excise tax imposed on such individual under Chapter 42 of the Code.

12. This Certificate of Incorporation may be amended, as provided in Section 33-1142(f) of the Act, by the vote of two-thirds (2/3) of the members of the Board of Trustees of the Corporation present at a meeting of the Board at which a quorum is present. Notice of such meeting shall describe the proposed amendment(s).

Dated at Old Lyme, Connecticut this ____ day of _____, 2016.

