

**AMENDED AND RESTATED
CERTIFICATE OF
INCORPORATION OF
FIRST UNITARIAN SOCIETY
OF WILMINGTON,
DELAWARE**

First Unitarian Society of Wilmington, Delaware, a Delaware corporation, hereby certifies as follows:

1. The name of the corporation is First Unitarian Society of Wilmington, Delaware.
2. The corporation was incorporated as a religious society pursuant to 27 Del. C. § 101(a), by the filing of its certificate of incorporation with the Recorder of Deeds of New Castle County on July 11, 1866.
3. The certificate of incorporation of the corporation remains on file in the Office for the Recorder of Deeds of New Castle County at Deed Record G, Volume 8, Page 306.
4. The corporation has filed with the Office of the Secretary of State an acceptance of the Constitution of the State of Delaware of 1897 and has elected to be governed by the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101, et seq.
5. This amended and restated certificate of incorporation of the corporation has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.
6. This restated certificate of incorporation amends, restates and integrates the provisions of the certificate of incorporation of the corporation.
7. The text of the certificate of incorporation of the corporation is hereby amended, restated and integrated to read in its entirety as follows:

ARTICLE I

NAME

The name of the corporation is First Unitarian Society of Wilmington, Delaware (the "Church").

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the Church in the State of Delaware is 730 Halstead Road, Wilmington, Delaware 19803, County of New Castle. The registered agent at that address is the Church itself.

ARTICLE III

PURPOSE

The purpose of the Church is to exist as a society of religious fellowship affiliated with the Unitarian Universalist Association. The Church is a nonprofit organization organized and operated exclusively for charitable, religious, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent or successor Federal tax laws (the "Code").

ARTICLE IV

POWERS

As a means of accomplishing its purposes, the Church shall have the power to engage in any lawful act or activity that corporations may conduct under the General Corporation Law of the State of Delaware (the "General Corporation Law") and to do any and all acts necessary or conducive to the attainment of its purpose to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of this Certificate of Incorporation or any provisions of applicable law to the contrary, the Church shall not have the power to act or carry on any activities which would cause it to fail to qualify, or fail to continue to qualify, as (i) an organization exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) an organization to which contributions are deductible under Sections 170, 2055, and 2522 of the Code.

In furtherance of the foregoing, the Church shall have the power and be authorized to solicit, receive, and administer funds for its purposes, but the Church shall not have the power nor be authorized to accept gifts or contributions for other purposes. The funds of the Church shall not be restricted in use to people of any race, creed, color, sex, national origin, religion, marital status, age, disability, sexual orientation, or veteran status, and such funds shall be administered on a nondiscriminatory basis.

In furtherance of the foregoing, no Member, Trustee, or Officer of the Church shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Church, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the Church, and no Member, Trustee, or Officer of the Church or any private individual shall be entitled to share in the distribution of any of the Church's assets upon dissolution of the Church. It shall not be a substantial part of the activities of the Church to carry out propaganda or otherwise attempt to influence legislation (except as otherwise provided by Section 501(h) of the Code) or to 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.

In furtherance of the foregoing, in any taxable year in which the Church is a private foundation as described in Section 509(a) of the Code, the Church shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Church 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 such a manner as to subject the Church to tax under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V

NONSTOCK CORPORATION

The Church is not authorized to issue capital stock.

ARTICLE VI

MEMBERS

The conditions of membership in the Church shall be stated in the Bylaws. The Members collectively shall constitute the Congregation.

ARTICLE VII

AUTHORITY

The ultimate legal authority for all operations of the Church is vested in the Congregation, which delegates responsibility and authority for all policy decisions not made by the Congregation to the Board of Trustees and, for day to day operating decisions, to the Senior Minister.

ARTICLE VIII

ACTION BY MEMBERS

The Congregation shall have the power to make, adopt, alter, or repeal, from time to time, Bylaws, regulations, policies, and decisions for the orderly operation of the Church. Any action to be taken by the Congregation shall be taken at a Meeting of the Congregation duly called, convened, and conducted in accordance with the Bylaws. Members may not act by written consent without a meeting.

ARTICLE IX

BOARD OF TRUSTEES

Subject to Article VII of this Certificate of Incorporation, the direction and oversight of the affairs of the Church, and the control and disposition of its property and funds, shall be vested in the Board of Trustees, which shall be the governing body of the Church for purposes of the General Corporation Law. The number, qualifications, election, tenure, powers, and duties of the Board of Trustees shall be as provided in the Bylaws. If for any reason the number of Trustees in office falls below a minimum number set forth in the Bylaws, then the Board of Trustees promptly shall take steps to ensure that there are at least that minimum number of Trustees in office set forth in the Bylaws.

ARTICLE X

BOARD OF TRUSTEES POWER TO AMEND BYLAWS

In furtherance and not in limitation of the powers conferred by statute, and to the extent provisions implementing this power are set forth in the Bylaws, the Board of Trustees shall have the power to make, adopt, alter, or repeal, from time to time, Bylaws.

ARTICLE XI

LIMITATION OF LIABILITY FOR DEBTS OF THE CHURCH

Members, Trustees, and Officers of the Church shall not be personally liable for the payment of the debts of the Church except as they may become liable by reason of their own conduct or acts.

ARTICLE XII

LIMITATION OF TRUSTEE LIABILITY

To the fullest extent permitted by the General Corporation Law as the same exists or may hereafter be amended, no Trustee of the Church shall be liable to the Church or its Members for monetary damages for breach of fiduciary duty as a Trustee. If the General Corporation Law is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of members of the governing body of a corporation, then the liability of the Trustees of the Church shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so

amended from time to time. No repeal or modification of this Article shall adversely affect any right or protection of a Trustee of the Church existing by virtue of this Article at the time of such repeal or modification. The protections conferred by this Article are in addition to and not in limitation of the protections conferred by Delaware law on members of a nonprofit association, persons authorized to participate in the management of the affairs of a nonprofit association, and persons considered to be members by a nonprofit association.

ARTICLE XIII

LIQUIDATION, DISSOLUTION OR WINDING UP

In the event of the liquidation, dissolution or winding up of the Church, whether voluntary, involuntary, or by operation of law, except as otherwise may be provided by law, all of the remaining assets and property of the Church shall after payment of necessary expenses thereof be distributed in such manner as provided in the Bylaws, or in the absence of a valid provision in the Bylaws, as the Board of Trustees may determine in its absolute and sole discretion; provided, however, that any such distribution of assets shall be made to carry out the purposes for which the Church is organized and operated and provided, further, that such distribution shall be to one or more organizations which are then exempt from tax as organizations described in Section 501(c)(3) of the Code, and to which, at the time of such distribution, contributions are deductible under the provisions of Sections 170, 2055 and 2522 of the Code.

ARTICLE XIV

POWER TO AMEND CERTIFICATE OF INCORPORATION

The Church reserves the right, subject to the limitations contained in this Certificate of Incorporation and the Bylaws, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment, alteration, change, or repeal shall be allowed to authorize the Church to act or to carry on any activities which would cause it to fail to qualify or to fail to continue to qualify as (i) an organization exempt from Federal income tax under Section 501 (c)(3) of the Code or (ii) an organization to which contributions are deductible under Sections 170, 2055, and 2522 of the Code.

Subject to applicable law, any amendment to this Certificate of Incorporation shall be made and effected in the following manner: The Board of Trustees shall adopt a resolution setting forth the proposed amendment, declaring its advisability, and either calling a Special Meeting of the Congregation for consideration of the amendment or directing that the proposed amendment be considered at the next Annual Meeting of the Congregation. At the Meeting of the Congregation, a vote of the Members entitled to vote on the proposed amendment shall be taken and if a two-thirds majority of the Members present and entitled to vote thereon vote in favor of the amendment, a certificate setting forth the amendment and certifying that such amendment has been duly adopted shall be executed, acknowledged, and filed with the

books and records of the Church and with the Secretary of State. The Meeting of the Congregation at which the proposed amendment is considered shall be called, convened, and conducted in accordance with applicable law, the provisions of this Certificate of Incorporation, and the Bylaws.

IN WITNESS WHEREOF, First Unitarian Society of Wilmington, Delaware has caused this Amended and Restated Certificate of Incorporation to be executed by its authorized officer on this ____ day of May, 2016.

FIRST UNITARIAN SOCIETY OF
WILMINGTON, DELAWARE

By: _____

Name: Ostin Warren

Office: President of the Board of Trustees

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