

# CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

**MAILING ADDRESS:**  
Commercial Recording Division  
Connecticut Secretary of the State  
P.O. Box 150470  
Hartford, CT 06115-0470  
860-509-6003

Office of the Secretary of the State

**DELIVERY ADDRESS:**  
Commercial Recording Division  
Connecticut Secretary of the State  
30 Trinity Street  
Hartford, CT 06106  
860-509-6003

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| <b>Space For Office Use Only</b>   | <b>Filing Fee \$40.00</b>  | <b>Make Checks Payable To "Secretary of the State"</b> |
| <u>Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.</u>  |  |  |
| <b>1. NAME OF CORPORATION:</b>   |  |  |
| New Haven County Veterinary Medical Association, Inc.  |  |  |
| <u>The corporation is nonprofit and shall not have or issue shares of stock or make distributions.</u>   |  |  |
| <b>2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:</b>   |  |  |
| <input type="checkbox"/> <b>A. The corporation shall not have members.</b>   |  |  |
| <input type="checkbox"/> <b>B. The corporation shall only have members, which are <u>not</u> entitled to vote.</b>   |  |  |
| <input type="checkbox"/> <b>C. The corporation shall have one class of members.</b>  |  |  |
| <input checked="" type="checkbox"/> <b>D. The corporation shall have multiple classes of members which classes are designated as follows:</b>  |  |  |
| SEE ATTACHMENT NO. 1   |  |  |
| <b>Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the corporation's bylaws. Please see C.G.S. § 33-1055 &amp; -1056.</b> |  |  |
| <b>3. APPOINTMENT OF REGISTERED AGENT: (Please select only one A. or B.)</b>   |  |  |
| <b>Name of agent:</b><br><br><b>A. Individual's Name:</b><br>Kenneth Aldrich   | <b>Business address:</b><br>843 State Street<br>New Haven, CT 06511<br><br><b>Residence address: (P.O. box is unacceptable)</b><br>26 Wall Street<br>Milford, CT 06460 |  |
| <b>B. Business Entity:</b>   | <b>Address: (P.O. box is unacceptable)</b>   |  |
| <b>Acceptance of appointment</b>   |  |  |
| _____<br>Kenneth Aldrich   | _____<br>Signature of agent  |  |

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**4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:**

SEE ATTACHMENT NO. 2

(Please reference an 8 1/2 X 11 attachment if additional space is required)

**5. OTHER INFORMATION:**

SEE ATTACHMENT NO. 3

**6. EXECUTION:**

Dated this \_\_\_\_\_ day of May, 20<sup>09</sup>.

**Certificate must be signed by each incorporator.**

| PRINT OR TYPE NAME OF INCORPORATOR(S) | SIGNATURE(S) | COMPLETE ADDRESS(ES)                 |
|---------------------------------------|--------------|--------------------------------------|
| Kirk A. Fornes                        |              | 59 Elm Street<br>New Haven, CT 06510 |
|                                       |              |                                      |
|                                       |              |                                      |
|                                       |              |                                      |

## ATTACHMENT NO. 1

### New Haven County Veterinary Medical Association, Inc.

2.D. The Corporation shall have multiple classes of members which classes are designated as follows:

1. Active Member. Active membership is available to any veterinarian that graduated from a school, college or university of veterinary medicine. Active Members shall have the sole voting rights in the Corporation.
2. Honorary Member. Honorary membership may be bestowed upon an individual in recognition as having rendered outstanding service to the profession of veterinary medicine in New Haven County in accordance with the By-Laws of the Corporation. Honorary Members shall pay no dues and have no voting rights.
3. Affiliate Member. Affiliated membership is available to any firm, business or corporation and any non-veterinarian individual interested in the advancement of the veterinary medical profession. Affiliate Members shall have no voting rights.

## ATTACHMENT NO. 2

### New Haven County Veterinary Medical Association, Inc.

4. **The nature of the activities to be conducted or the purposes to be promoted by the Corporation:**
- (a) The Corporation is established exclusively for charitable, educational and scientific purposes. It shall be conducted as a non-profit corporation under Section 501(c)(6) of the Internal Revenue Service Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) to advance the practice of veterinary medicine, promote the veterinary profession and encourage the understanding and appreciation of the importance of the unique bond between humans and animals by providing a forum for continuing education and the discussion of topics that are important to the practice of veterinary medicine.
  - (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private personas, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Certificate. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including 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, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
  - (c) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this Corporation is organized.

### ATTACHMENT NO. 3

#### New Haven County Veterinary Medical Association, Inc.

**5. Other Information:**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.