

PROPOSED CERTIFICATE OF INCORPORATION  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
THE ELI WHITNEY MUSEUM, INCORPORATED  
(A Nonstock Corporation)

Pursuant to Section 33-1140, et. seq. of the Connecticut Revised Nonstock Corporation Act (the “Act”), The Eli Whitney Museum, Incorporated (the “Corporation”) hereby amends, restates and replaces in its entirety the existing Amended and Restated Certificate of Incorporation to read in its entirety as follows:

FIRST: The name of the corporation is THE ELI WHITNEY MUSEUM, INC.

SECOND: The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), as the same may be amended from time to time, including but not limited to the following:

To carry forward the legacy of Eli Whitney through programs, projects and collections that teach the value of thoughtful design through introduction to materials and tools, and through the development of resourcefulness, creative thinking, and artistic solutions in the context of art, craft and construction; and to engage in allied activities.

The Corporation may engage in any lawful act or activity consistent with the foregoing for which corporations may be formed under the Act.

THIRD: The Corporation shall have no members.

FOURTH: The Corporation shall have all the powers and privileges that are or may hereafter be conferred by the laws of the state of Connecticut upon corporations without capital stock. Notwithstanding any other provision of this Amended and Restated 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 Code Section 501(c)(3), or by an organization contributions to which are deductible under Code Section 170(c)(2). No substantial part of the activities of the Corporation shall consist of carrying on propaganda or attempting to influence legislation. The Corporation may not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

FIFTH: The Corporation shall be nonprofit and shall not have or issue shares of stock or make distributions as such term is defined in the Act. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any directors, trustees, or officers of the Corporation, or other individuals, except that the Corporation may reimburse persons for expenses incurred of and may provide reasonable compensation for services rendered for the benefit of the Corporation and may make payments and distributions in furtherance of the purposes set forth in Article SECOND.

SIXTH: All corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation governed by or under the direction of, a self-perpetuating Board of Directors, which shall have all of the rights, privileges, and obligations usually or by law accorded to the Directors of a nonstock, nonprofit, membership corporation. The Bylaws of the Corporation shall prescribe the number, terms of office, qualifications (if any), staggered classes of Directors (if any), and manner of election or appointment, and removal, of members of the Board of Directors.

SEVENTH: Upon dissolution of the Corporation, the Board of Directors shall, after payment of lawful debts and liabilities of the Corporation and the expenses of its dissolution, dispose of and distribute the remaining property and assets, to one or more organizations described in Code Section 501(c)(3) and/or to any State or political subdivision thereof, exclusively for public purposes, in such proportions and amounts and in such manner as the Board of Directors shall determine.

EIGHTH: The personal liability of a member of the Board of Directors to the Corporation for monetary damages for breach of duty as a Director 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 shall be personally liable to the Corporation for monetary damages for breach of duty as a Director 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: (A) involve a knowing and culpable violation of law by the Director; (B) enable the Director, 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 Director to the Corporation under circumstances in which the Director was aware that such Director's 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 Director's duty to the Corporation. No amendment to, or modification or repeal of, this Article Eighth shall adversely affect any right or protection of a Director with respect to any act or omission occurring prior to such amendment, modification or repeal. Nothing contained in this Article Eighth shall be

construed (i) to deny to any Director the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation or (ii) to deny to any Director the benefit of the Federal Volunteer Protection Act.

NINTH: The Corporation shall, to the fullest extent permitted by the Act or any other applicable law currently or hereafter in effect, indemnify each member of the Board of Directors and its officers from and against any liability, expense and other matter referenced in or covered by the Act or any other applicable laws presently or hereafter in effect; provided that such indemnity shall extend to an indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the Board of Directors and provided that this Article Ninth shall not affect the indemnification of or advance of expenses to a Director or officer for any liability stemming from acts or omissions occurring prior to the effective date of this Article Ninth. In furtherance and not in limitation thereof, the Corporation shall indemnify each Director or officer for a liability, as defined in Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Director or officer, except a liability that (A) involved a knowing and culpable violation of law by the Director or officer; (B) enabled the Director, officer or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain; (C) showed a lack of good faith and a conscious disregard for the duty of the Director or officer under circumstances in which the Director or officer was aware that such person's 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 Director's or officer's duty to the Corporation.

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 Director or officer 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 Eighth of this Amended and Restated Certificate of Incorporation and (ii) a written 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 Ninth.

The Corporation may, to the fullest extent permitted by the Act or any other applicable laws currently or hereafter in effect, indemnify an employee or agent of the Corporation who is a party to a proceeding because he or she is an employee or agent of the Corporation for a liability, as defined in Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as an employee or agent of the Corporation to

the same extent as a Director or officer of the Corporation, and may further indemnify such employees and agents to the extent provided by the specific action of the Corporation and permitted by law.

Expenses (including attorneys' fees) incurred by employees and agents may be paid upon such terms and conditions (including in advance on the terms described above for Directors and officers), if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses incurred by a Director or an officer, employee or agent of the Corporation provided by, or granted pursuant to, this Article Ninth 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 members of the Board of Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.

To the extent permitted by law, the indemnification rights provided in this Article Ninth shall extend to and inure to the benefit of the estate, personal representatives, heirs, executors, and administrators of the indemnified individual.