



CHILDREN'S ADVOCACY
CENTER OF DELAWARE

A safe place where healing begins

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE CHILDREN'S ADVOCACY CENTER OF DELAWARE**

January 16, 2013

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE CHILDREN’S ADVOCACY CENTER OF DELAWARE, INC.**

The Children’s Advocacy Center of Delaware, Inc., a “nonprofit nonstock corporation” organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

FIRST: The Corporation was incorporated under its present name by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on December 1, 1995.

SECOND: This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242(b)(3) and 245 of the General Corporation Law of the State of Delaware.

THIRD: 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 The Children’s Advocacy Center of Delaware, Inc. (the “Corporation”).

ARTICLE II
REGISTERED AGENT

The address of the Corporation’s registered office in the State of Delaware is 611 South DuPont Highway, Suite 201, Dover, Kent County, Delaware, 19901. The name of the Corporation’s registered agent at such address is the Corporation.

ARTICLE III
PURPOSES

The Corporation shall be a “nonprofit nonstock corporation” as defined in Section 114(d)(3) of General Corporation Law of the State of Delaware.

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”; reference to a particular provision of the Code shall be deemed to refer to any corresponding successor provision of the Code or successor thereto). More specifically, such purposes include; but are not limited to the following:

- A. To aid, assist and support, with contributions, whether in cash, property or

otherwise, other corporations, community chests, funds or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder, member, or individual and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;

B. To engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation, including the solicitation of contributions from public and private sources wherever located; and

C. To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall be empowered to exercise all power and authority granted to it under the General Corporation Law, including, but not limited to, the power to (i) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes.

ARTICLE IV MEMBERSHIP

The Corporation shall have two classes of members: “Voting Members” and “Advisory Board Members” (together, the “Members”). Each person who has been duly elected and qualified as a Director shall be a Voting Member of the Corporation for so long as such person is a Director of the Corporation. Advisory Board Members shall be identified as such in accordance with the bylaws of the Corporation. Advisory Board Members shall have no right to vote upon any matter submitted to a vote of the Members.

ARTICLE V GOVERNING BODY

The activities and affairs of the Corporation shall be managed by or under the direction of its governing body, which shall be known as the “Board of Directors.” Individual members of the Board of Directors shall be known as “Directors.” The total number of authorized members of the Board of Directors shall be fixed by or in the manner provided in the Bylaws.

ARTICLE VI BYLAWS

The power to amend, alter or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VII
LIMITATIONS ON ACTIVITY

At all times, notwithstanding the merger, consolidation, reorganization, termination, liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Sections 501(c)(3) and 170(c)(2) of the Code, contributions to which are deductible for federal income tax purposes under Section 170(a)(1) of the Code;

B. No part of the assets or net earnings of the Corporation shall be used, nor shall the Corporation be organized or operated, for purposes that are not exclusively charitable, educational, scientific, environmental, religious or literary within the meaning of Section 501(c)(3) of the Code;

C. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to the extent (including by publication or distribution of statements) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office;

D. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its Directors, officers, Members or other private persons, 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 Article III above; and

E. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation:

(1) Shall not engage in any act of self-dealing as defined in Section 4941 of the Code;

(2) Shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Code;

(3) Shall not retain any excess business holdings as defined in Section 4943 of the Code;

(4) Shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and

(5) Shall not make any taxable expenditures as defined in Section 4945 of the

Code.

ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law, as the same exists or may hereafter be amended. No amendment or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any act or omission on the part of such Director occurring prior to such amendment or repeal.

The private property, both real and personal, of the Members of the Corporation, of the Directors or officers of the Corporation, shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE IX
INDEMNIFICATION

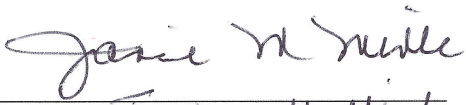
The Corporation shall indemnify its Directors, officers, employees and agents to the fullest extent permitted by the General Corporation Law, as the same exists or may hereafter be amended.

ARTICLE X
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall:

- A. Pay or make provision for the payment of all the Corporation's liabilities;
- B. Return, transfer or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer or conveyance in the event of dissolution of the Corporation; and
- C. Dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for charitable, educational, scientific, religious, or literary purposes as shall, at that time, qualify for exemption Section 501(c)(3) of the Code, as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located, to be used exclusively for purposes that are charitable, educational, scientific, religious, or literary within the meaning of Section 501(c)(3) of the Code or to an organization or organizations organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer this 9th day of April, 2013.


Name: Janice M. Mintz
Title: Secretary / Treasurer