states, municipalities or other political divisions, or issued or created by others, and to pay therefor in any lawful way, including the issue or exchange in payment therefor of its bonds or other evidences of indebtedness; while the owner of any of the said instruments and/or rights, to exercise all of the rights (including the right to vote thereon for any and all purposes), powers and privileges of ownership, and act in regard thereto to the same extent as natural persons might or could do.

5. (a) The corporation is irrevocably dedicated to, and operated exclusively for, nonprofit, charitable purposes under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; and no part of the income or assets of the corporation shall be distributed to, nor to inure to the benefit of, any individual.

(b) In the event of the dissolution of the corporation or the winding up of its affairs, the corporation's property shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit, charitable purposes under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended, similar to those of the corporation.

812

(Continued)

BY ACTION OF BOARD OF DIRECTORS

☐ 4. (Omit if 2.A is checked.) The above resolution was adopted by the board of directors acting alone,

☐ there being no shareholders or subscribers.

☐ the board of directors being so authorized pursuant to Section 33-341, 1959 Supp. Conn. G.S.

☒ the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is: 7	6. The number of directors' votes in favor of the resolution was: 13

We (at least the number of directors in Par. 5) hereby declare under the penalties of perjury, that the statements made in the foregoing certificate are true.

SIGNED Joseph W. Clifton	SIGNED Alexis Butterworth	SIGNED Marion Frazer
SIGNED [illegible]	SIGNED Richard A. Russell	SIGNED Maxwell M. Peplling

Howard Klebanoff

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

☐ 4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

☐ 4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

For office use only

FILED State of Connecticut

MAY 16 1968 -11 05 AM

Ella T. Grasso Secretary of State By 7.5 [illegible]

FILING FEE	CERTIFICATION FEE	TOTAL FEES
$ 4.	$ 3@ 7.	$ 25

SIGNED (For Secretary of the State) [illegible]

CERTIFIED COPY SENT ON (Date) 5-21-68 INITIALS [illegible]

TO Ritter + Berman 266 Pearl St. Hartford

Howard Klebanoff

CARD | LIST | PROOF

61-38 (BACK)

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record in this Office

In Testimony whereof, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this 13th day of October A.D. 2010

Susan Bysiewicz

SECRETARY OF THE STATE

12/3/1971

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

OCTOBER 13,2010

LAURIE EVANS
CONNECTICUT HOUSING INVESTMENT FUND, INC.
121 TREMONT STREET
HARTFORD, CT 06105-2541

RE: Request for Certificate or Copies

Business Name:
CONNECTICUT HOUSING INVESTMENT FUND, INC.

Work Order Number: 2010243621-004
Type of Request: CERTIFIED COPY
Work Order Payment Received: 630.00
Payment Received: 105.00
Credit on Account: .00
Customer Id: 001863924

Attached is the information you requested.

LORI MAGORA
Commercial Recording Division
860-509-6027

CERTIFICATE
AMENDING OR RESTATING CERTIFICATE OF INCORPORATION BY ACTION OF ☐ INCORPORATORS ☐ BOARD OF DIRECTORS ☐ BOARD OF DIRECTORS AND SHAREHOLDERS (Stock Corporation) ☒ BOARD OF DIRECTORS AND MEMBERS (Nonstock Corporation)

61-38 9-65

VOL 7 9 591

STATE OF CONNECTICUT
SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS

1. NAME OF CORPORATION	DATE
CONNECTICUT HOUSING INVESTMENT FUND, INC.	December 3, 1971

2. The Certificate of incorporation is ☒ A. AMENDED ONLY ☐ B. AMENDED AND RESTATED ☐ C. RESTATED ONLY by the following resolution

"RESOLVED: That Articles 2 and 5 of the Certificate of Incorporation be amended by the addition of the following:

'2. (c) The income for each taxable year shall be distributed at such time and in such manner as not to subject said corporation to tax under §4942 of the Internal Revenue Code, as amended.

'5. (c) The corporation is prohibited from engaging in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, as amended, and from retaining any excess business holdings as defined in §4943(c) of the Internal Revenue Code, as amended, and from making any investments in such manner as to subject the said corporation to tax under §4944 of the Internal Revenue Code, as amended, and from making any taxable expenditures (as defined in §4945(d) of the Internal Revenue Code, as amended).'"

3. (Omit if 2.A is checked.)

(a) **The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows:** (Indicate amendments made, if any; if none, so indicate.)

(b) **Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.**

BY ACTION OF INCORPORATORS

☐ 4. **The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers** (if any) **for shares of the corporation,** (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)

We (at least two-thirds of the incorporators) **hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.**

SIGNED	SIGNED	SIGNED

APPROVED

(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate)

SIGNED	SIGNED	SIGNED

(Over)

(Continued)

BY ACTION OF BOARD OF DIRECTORS

☐ 4. (Omit if 2.A is checked.) **The above resolution was adopted by the board of directors acting alone,**

☐ **there being no shareholders or subscribers.**

☐ **the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.**

☐ **the board of directors being so authorized pursuant to Section 33-341, 1959 Supp. Conn. G.S.**

5. The number of affirmative votes required to adopt such resolution is:	6. The number of directors' votes in favor of the resolution was:

We (at least the number of directors in Par. 5) **hereby declare under the penalties of perjury, that the statements made in the foregoing certificate are true.**

SIGNED	SIGNED	SIGNED
SIGNED	SIGNED	SIGNED

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

☐ **4. The above resolution was adopted by the board of directors and by shareholders.**

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

☒ **4. The above resolution was adopted by the board of directors and by members.**

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

14 Executive Members; 100% voting power; 8 votes favoring adoption.

We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT XXXXXXXXXXXXXXXXXX	NAME OF XXXXXXXX ASSISTANT SECRETARY (Print or Type)
Richard Suisman	Arnold Sbarge
SIGNED (President or Vice President) Richard Suisman	SIGNED (Secretary or Assistant Secretary) Arnold Sbarge

For office use only

FILED *State of Connecticut*

JAN 19 1972 - 2 15 PM

Secretary of State By F. S. Hoffman

FILING FEE	CERTIFICATION FEE	TOTAL FEES
$ 4.	$ 7.	$ 11

SIGNED (For Secretary of the State)

CERTIFIED COPY SENT ON (Date)	INITIALS
1 Jan 1-19-72	mpb

TO H. S. Wright
Ritter and Berman, Esqs.

CARD	LIST	PROOF

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record in this Office

In Testimony whereof, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this 13th day of October A.D. 2010

Susan Bysiewicz

SECRETARY OF THE STATE lpm

2|17|1977

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

OCTOBER 13,2010

LAURIE EVANS
CONNECTICUT HOUSING INVESTMENT FUND, INC.
121 TREMONT STREET
HARTFORD, CT 06105-2541

RE: Request for Certificate or Copies

Business Name:
CONNECTICUT HOUSING INVESTMENT FUND, INC.

Work Order Number: 2010243621-005
Type of Request: CERTIFIED COPY
Work Order Payment Received: 630.00
Payment Received: 105.00
Credit on Account: .00
Customer Id: 001863924

Attached is the information you requested.

LORI MAGORA
Commercial Recording Division
860-509-6027

VOL 95 P 407

CERTIFICATE

AMENDING OR RESTATING CERTIFICATE OF INCORPORATION BY ACTION OF ☐ INCORPORATORS ☐ BOARD OF DIRECTORS ☐ BOARD OF DIRECTORS AND SHAREHOLDERS (Stock Corporation) ☐ BOARD OF DIRECTORS AND MEMBERS (Nonstock Corporation)

61-38

STATE OF CONNECTICUT
SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS

1. NAME OF CORPORATION	DATE
Connecticut Housing Investment Fund, Inc.	February 17, 1977

2. The Certificate of incorporation is ☒ A. AMENDED ONLY ☐ B. AMENDED AND RESTATED ☐ C. RESTATED ONLY by the following resolution

"RESOLVED: That Article 4(a) of the Certificate of Incorporation be amended to read as follows:

'4.(a) The first class shall be entitled to Executive Membership. Each Director shall be a member of this class, and other members shall be admitted by a majority vote of the Board of Directors. The terms of the members of the Board of Directors shall be staggered so that the terms of approximately one-third of the Directors shall expire at the end of each year. The term of a Director serving on the Board for the first time shall be one (1) year, the term of all other directors shall be three (3) years.'"

3. (Omit if 2 A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS

☐ 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

SIGNED	SIGNED	SIGNED

APPROVED

(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate)

SIGNED	SIGNED	SIGNED

(Over)

408 (Continued)

BY ACTION OF BOARD OF DIRECTORS

☐ 4. (Omit if 2.C is checked.) **The above resolution was adopted by the board of directors acting alone,**

☐ **there being no shareholders or subscribers.**

☐ **the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended**

☐ **the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.**

5. The number of affirmative votes required to adopt such resolution is:	**6. The number of directors' votes in favor of the resolution was:**

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

☐ **4. The above resolution was adopted by the board of directors and by shareholders.**

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

☒ **4. The above resolution was adopted by the board of directors and by members.**

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

32 Executive Members; 100% Voting Power; Votes Favoring Adoption - 21

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
FAY BOYDEN	Alice R. Swanke Asst. Secy.
SIGNED (President or Vice President) VICE PRES.	SIGNED (Secretary or Assistant Secretary) Alice R. Swanke, Asst Secy

For office use only

FILED
STATE OF CONNECTICUT
FEB 18 1977

SECRETARY OF STATE

Time 1:40 P.M.

FILING FEE	CERTIFICATION FEE	TOTAL FEES
$4.	$9.	$13.

SIGNED (For Secretary of the State) J W Gaydosh

CERTIFIED COPY SENT ON (Date) — rec & cc taken 2-18-77 — INITIALS

TO

CARD	LIST	PROOF
DC		

61-38 (BACK)

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record in this Office

In Testimony whereof, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this 13th day of October A.D. 2010

Susan Bysiewicz

SECRETARY OF THE STATE