

Filing Fee: \$50.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

OCT 14 11:12:01

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Planned Parenthood of Southern New England, Inc.
- It is incorporated under the laws of Connecticut
- The date of its incorporation is June 2, 1939
- The address of its principal office in the state or country under the laws of which it is incorporated is:
345 Whitney Avenue, New Haven, Connecticut 06511
- The address of its proposed registered office in Rhode Island is 50 Kennedy Plaza, Suite 1500
(Street Address, not P.O. Box)
Providence, RI 02903-2319 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is Michael G. Tauber Esq. c/o Hinckley Allen & Snyder LLP
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Family planning and related services and any other activities which are permitted under the Nonprofit Corporation Act.

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OCT 14 2009
By 10/205
12:01

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	<u>See Exhibit A attached</u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>
President	<u>Judy Tabar</u>	<u>345 Whitney Avenue, New Haven, CT 06511</u>
Vice President	<u></u>	<u></u>
Treasurer	<u>Amelia Renkert-Thomas</u>	<u>345 Whitney Avenue, New Haven, CT 06511</u>
Secretary	<u>Maria Cruz-Saco</u>	<u>345 Whitney Avenue, New Haven, CT 06511</u>

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 1, 2009

Planned Parenthood of Southern New England, Inc.

Print Exact Name of Corporation Making Application

By Judy Tabar
 President or Vice President (check one)

AND
By Maria Cruz-Saco
 Secretary or Assistant Secretary (check one)

EXHIBIT A

Application for Certificate of Authority
 Planned Parenthood of Southern New England, Inc.

7. The names and respective addresses of its directors are:

Title	Name	Address
Director/Chair	Kay Maxwell	345 Whitney Avenue New Haven, CT 06511
Director/Vice-Chair	Deborah Freedman	345 Whitney Avenue New Haven, CT 06511
Director/Secretary	Maria Cruz-Saco	345 Whitney Avenue New Haven, CT 06511
Director/Treasurer	Amelia Renkert-Thomas	345 Whitney Avenue New Haven, CT 06511
Director/Assistant Treasurer	Sandra Arnold	345 Whitney Avenue New Haven, CT 06511
Director	Jenny Carrillo	345 Whitney Avenue New Haven, CT 06511
Director	Bennie Fleming	345 Whitney Avenue New Haven, CT 06511
Director	Delores Greenlee	345 Whitney Avenue New Haven, CT 06511
Director	Sue Hessel	345 Whitney Avenue New Haven, CT 06511
Director	Nancy Hutson	345 Whitney Avenue New Haven, CT 06511
Director	Jeannette Ickovics	345 Whitney Avenue New Haven, CT 06511
Director	Valerie Seiling Jacobs	345 Whitney Avenue New Haven, CT 06511
Director	Maria LaSala	345 Whitney Avenue New Haven, CT 06511
Director	Donna Moffly	345 Whitney Avenue New Haven, CT 06511
Director	John Morton	345 Whitney Avenue New Haven, CT 06511
Director	Shannon Perry	345 Whitney Avenue New Haven, CT 06511
Director	Richard Sugarman	345 Whitney Avenue New Haven, CT 06511
Director	David Wollin	345 Whitney Avenue New Haven, CT 06511
Director	Connie Worthington	345 Whitney Avenue New Haven, CT 06511

CERTIFICATE OF AMENDMENT

NONSTOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 Hartford, CT 06115-0470 / new 1-97

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

Planned Parenthood of Connecticut, Inc.

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT (include date on which each amendment was approved):

Articles 1, 2, 3, 4, 5 and 6 of the Amended and Restated Certificate of Incorporation of the corporation are deleted in their entirety. Articles 1, 2, 3, 4 and 5 are replaced with the text of the corresponding numbered Article in the Amended and Restated Certificate of Incorporation of the Corporation, a full text of which Amended and Restated Certificate of Incorporation is set forth in Exhibit A attached hereto and made a part hereof. The full text of such Amended and Restated Certificate of Incorporation was approved on February 9, 1999.

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

Space For Office Use Only

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check/complete A., B. or C.)

A. The resolution was approved by members who voted as follows:

Complete if no members were entitled to vote as a class

Number of votes cast in favor of the amendment

Number of votes cast against the amendment

14

0

Complete if members were entitled to vote as a class

Designation of each class of members entitled
to vote separately

Number of votes cast in favor of the
amendment

Number of votes cast against the amendment

(Member votes in favor of adopting the amendment(s) provided above were sufficient for approval.)

B. The amendment was adopted by sufficient vote of the board of directors without member vote. No member vote was required for adoption.

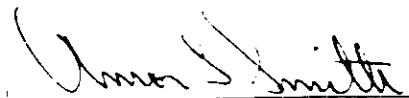
C. The amendment was adopted by sufficient vote of the incorporators.

5. EXECUTION

Dated this 9 day of February 1999

Amos Smith

Chair



Print or type name of signatory

Capacity of signatory

Signature

EXHIBIT A

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FILED 03/08/1999 08:30 AM PAGE 00234
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

PLANNED PARENTHOOD OF CONNECTICUT, INC.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

Article 1.

The name of the corporation is **PLANNED PARENTHOOD OF CONNECTICUT, INC.**

Article 2.

The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

Article 3.

The corporation shall have multiple classes of members which classes are designated as follows:

Voting Members
Associate Members

Article 4.

The nature of the activities to be conducted, or the purposes to be promoted by the corporation, are as follows:

- (a) The corporation is organized exclusively for charitable, religious, educational, or scientific purposes.
- (b) In order to carry out its aforesaid purposes, the corporation may engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act.

Article 5.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by law for organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code), and the corporation shall not participate in, or intervene in (including the 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 Amended and Restated Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions

to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 6.

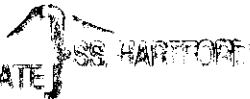
The personal liability of a director to the corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount that is equal to the compensation received by the director for serving the corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director or an associate, as defined in Connecticut General Statutes Section 33-840, 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 his or her 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.

Article 7.

In the event of dissolution of the corporation, all its assets and property remaining after payment of its debts and liabilities shall be transferred and delivered to the Planned Parenthood Federation of America, Inc. (the "Federation"), or to any organization successor thereto, provided the Federation or such successor organization shall have federal tax exempt status within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code at the time of such transfer. If the Federation or such successor organization does not have such federal tax exempt status or has itself been dissolved, then the assets and property of the corporation remaining after payment of its debts and liabilities shall be transferred and delivered to any non-profit corporation organized for scientific, educational and or charitable purposes which has such federal tax exempt status and which has been designated by the affirmative vote of a majority of the members of the Board of Directors of the corporation or other body supervising such dissolution.

STATE OF CONNECTICUT

OFFICE OF THE SECRETARY OF THE STATE



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 2nd day of October A.D. 2009

Susan Bysiewicz

BLO

SECRETARY OF THE STATE

CERTIFICATE OF MERGER
OF
PLANNED PARENTHOOD OF RHODE ISLAND
AND
PLANNED PARENTHOOD OF CONNECTICUT, INC.

To the Secretary of the State
State of Connecticut

Pursuant to Sections 33-1000 to 33-1290, inclusive, the domestic corporation and the foreign corporation herein named do hereby submit the following Certificate of Merger.

1. The names of the parties to the merger are Planned Parenthood of Rhode Island, a corporation organized and existing under the laws of the State of Rhode Island, and Planned Parenthood of Connecticut, Inc., a corporation organized and existing under the laws of the State of Connecticut.

2. Planned Parenthood of Connecticut, Inc. will continue its existence as the surviving corporation under the name Planned Parenthood of Southern New England, Inc. pursuant to Sections 33-1000 to 33-1290, inclusive.

3. The effective date of the merger herein provided for shall be upon the filing of the Certificate of Merger with the Secretary of the State of the State of Connecticut.

4. The Certificate of Incorporation of the surviving corporation at the effective date of the merger shall be the Certificate of Incorporation of said surviving corporation except that Articles 1 and 7 thereof, relating to the name of the corporation and the dissolution of the corporation, are hereby amended and changed so as to read as follows on the effective date of the merger:

"Article 1. The name of the corporation is Planned Parenthood of Southern New England, Inc."

"Article 7. In the event of dissolution of the corporation, all its assets and property remaining after payment of its debts and liabilities shall be transferred and delivered to Planned Parenthood Federation of America, Inc. (the "Federation"), or to any organization that is an Affiliate of the Federation, or to any organization successor to such Affiliate or to the Federation, provided the Federation or such other organization shall have federal tax exempt status within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code at the time of such transfer. If the Federation or such other

organization does not have such federal tax exempt status or has itself been dissolved, then the assets and property of the corporation remaining after payment of its debts and liabilities shall be transferred and delivered to any non-profit corporation organized for scientific, educational and/or charitable purposes which has such federal tax exempt status and which has been designated by the affirmative vote of a majority of the members of the Board of Directors or other body supervising such dissolution."

and said Certificate of Incorporation, as herein amended and changed, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Connecticut Revised Nonstock Corporation Act.

5. The Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the law of the state or country under which Planned Parenthood of Rhode Island is organized or by which it is governed, and by the Certificate of Incorporation of Planned Parenthood of Rhode Island.

6. The Agreement and Plan of Merger was duly authorized by all action required by the laws of the State of Connecticut and duly approved by the voting members of Planned Parenthood of Connecticut, Inc. in the manner required by Sections 33-1000 to 33-1290, inclusive, and the applicable provisions of the Bylaws of Planned Parenthood of Connecticut, Inc. and the applicable provisions of the Certificate of Incorporation of Planned Parenthood of Connecticut, Inc.

Executed on January 13, 2009

Planned Parenthood of Rhode Island

By: Judy Tabar
Name: Judy Tabar
Title: President

Planned Parenthood of Connecticut, Inc.

By: Judy Tabar
Name: Judy Tabar
Title: President

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

do hereby certify that this is a true copy of records
in this Office

In Testimony whereof, I have hereunto set my hand
and affixed the Seal of said State, at Hartford,

this 6th day of October A.D. 2007

Susan Bysiewicz BLD
SECRETARY OF THE STATE



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

