

ARTICLES OF ASSOCIATION

The name of the corporation shall be UNITED WAY OF VERMONT.
The initial registered agent shall be JAMES H. DOUGLAS
with registered office at SOUTH MUNGER STREET, MIDDLEBURY, VT.
The period of duration shall be (if perpetual so state) PERPETUAL

This corporation is organized for the purpose of

ARTICLE I - PURPOSES

Here set out purposes clearly and briefly, using separate paragraphs to cover each separate purpose.

- a. Coordinating the fund-raising, planning and other activities of all participating United Way organizations in the State of Vermont.
b. Enhancing support for non-profit health and welfare agencies in Vermont.
c. Encouraging the formation of additional United Way organizations in Vermont.

ARTICLE II - NON-PROFIT CORPORATION

United Way of Vermont shall be a non-profit corporation and shall not have authority to issue any capital stock. The property of United Way of Vermont shall be used solely to promote its purposes as herein defined. No substantial part of the activities of United Way of Vermont shall consist of carrying propaganda or otherwise attempting to influence legislation. No part of the activities of United Way of Vermont shall consist of participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon any dissolution or winding up of United Way of Vermont any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of United Way of Vermont be paid over to charitable corporations qualifying as exempt organizations under the provision of Section 501 (c) (3) of the U. S. Internal Revenue Code or corresponding provisions of subsequently enacted Federal Law. No part of the net assets or net earnings of United Way of Vermont shall inure to the benefit of or be paid or distributed to any officer, director, member, employee or donor of United Way of Vermont.

ARTICLE III - POLICY OF NON-DISCRIMINATION

It is the policy of United Way of Vermont to operate without discrimination with respect to race, national origin, religion, age, color, or sex in relation to the services provided by United Way of Vermont, and in relation to the recruitment, hiring, retention or serving on the United Way of Vermont Board of Directors or Committees.

ARTICLE IV - MEMBERSHIP AND ORGANIZATION

Membership in United Way of Vermont, the number of officers, their several terms of office, their method of election, respective duties and all other things pertaining to the purposes of United Way of Vermont shall be defined and established in the By-Laws to be adopted by United Way of Vermont.

The initial board of directors shall have 3 members (must be at least 3) with the following serving as directors until their successors be elected and qualify:

Table with 2 columns: Name, Post Office Address. Rows include James H. Douglas (RD#3, Middlebury, Vt.), Raymond B. Jacoby (215 College St., Burlington, Vt.), and W. James Preble (Upper North St., Montpelier, Vt.).

Dated at Rutland, in the County of Rutland this 20th day of June, 1979.

Table with 2 columns: Incorporators, Post Office Address. Rows include James H. Douglas, Raymond B. Jacoby, and W. James Preble with their respective addresses.

PO 10 IV-5100



STATE OF VERMONT
Office of Secretary of State

Fee \$10.00

AMENDMENT OF ARTICLES OF ASSOCIATION
OF
UNITED WAY OF VERMONT

a NON-PROFIT corporation, having no capital stock, organized and existing under the laws of the State of Vermont.

We, the undersigned, certify that: (check and complete the statement that applies)

- at a meeting of members, duly called for that purpose and held on June 27, 1988, a quorum was present, and it was voted by two-thirds of the members present, or voting by proxy, to amend the articles of this corporation as follows, viz.:
- the following amendment was adopted by a consent in writing signed by all members entitled to vote:
- there being no members entitled to vote thereon, the directors of this corporation met on _____, 19____, and at that meeting a majority of the directors then in office voted to amend the articles of association of this corporation as follows, viz.:

ARTICLE I - PURPOSES

- a. Coordinating the fund-raising, training and education, planning and other activities of all participating United Way organizations in the State of Vermont.

December 6, 1988
Date

Edna J. Chagnon
President/V. President

Janet [Signature]
Secretary/Asst. Secretary

1/3/89

N-63760

ARTICLES OF AMENDMENT (T.11A, §10.06)

This form should be filled out in full, printed, and returned, with the fee, to the Secretary of State, 81 River Street, Drawer 09, Montpelier, VT 05609. Because a signature and fee is required we are not able to accept this on-line.

A Vermont domestic for-profit corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles of incorporation or to delete a provision not required. If a corporation has not yet issued shares, its incorporators or board of directors may adopt one or more amendments.

Current NAME of corporation:

United Ways of Vermont

The text and date of each amendment adopted:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to 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.

If the amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

provisions

provisions

If the amendment was adopted by the incorporators or board of directors, without shareholder action, make a statement to that effect and that shareholder action was not required.

N/A

If the amendment was approved by shareholders. (A) the designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and number of votes of each voting group represented at the meeting.

N/A

statement

(B) either the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment or the total number of undisputed votes cast for the amendment by each voting group and a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

8 votes yea (majority constitutes quorum) 10 members total - 2 absent

votes cast

Signature Mary Ellen Mendel Title: Executive Director Date: 09/22/03

\$25.00 fee (mandatory). Print & file in duplicate. If a delayed effective date is not specified (no later than 90 days after filing), it is effective the date it is approved.

Note: In the event that there is a problem with your application give us an email address or a phone number so we can serve you faster: memendl@unitedwayaddisoncounty.org

VERMONT SECRETARY OF STATE 2003 SEP 25 PM 1:39

STATE OF VERMONT

OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the attached is a true copy of the

Articles of Amendment

JOE
UNITED WAY OF VERMONT

Changing company name to

THE UNITED WAY'S OF VERMONT

as filed in this department effective November 24, 2003.

November 24, 2003

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

Deborah L. Markowitz

Deborah L. Markowitz
Secretary of State

