

**Restated and Amended**

**CERTIFICATE OF INCORPORATION**

**OF**

**DOVER LIBRARY FOUNDATION, INC.**

The Board of Directors met at a regular meeting, 14<sup>th</sup> of February, 2013 and voted unanimously to restate and amend the Certificate of Incorporation of the Dover Library Foundation, Inc., incorporated 9<sup>th</sup> of March, 2009, pursuant to Sections 245 and 242.

FIRST: The name of the Corporation (hereinafter called the “Corporation”) is Dover Library Foundation, Inc.

SECOND: The address of the Corporation’s registered office in the State of Delaware is: 35 Loockerman Plaza, Dover, Delaware 19901. The name of the Corporation’s registered agent at such address is the Margery Kirby Cyr, Director, Dover Public Library.

THIRD: The Corporation is hereby organized exclusively to provide resources that enhance and enrich the Dover Public Library. To this end, the Foundation encourages investments in the future of the Library through a variety of giving opportunities, e.g. donations, grants, an endowment fund, Planned Giving, etc. The monies collected support projects, which enhance the Library’s facilities and programs to improve the Library’s relevancy to the community.

The Corporation shall be authorized to solicit, receive, and administer funds for the above purposes, but the Corporation shall not be authorized to accept gifts or contributions for other than the purposes hereinbefore stated. The funds of the Corporation shall not be restricted in use to people of any race, faith, color, or creed, but such funds shall be administered on a nondiscriminatory basis.

FOURTH: The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

FIFTH: The period of duration for the Corporation shall be perpetual.

SIXTH: The Corporation shall be a membership corporation and shall not have the authority to issue capital stock.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member or individual having a personal or private interest in the activities of the Corporation, 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 Third hereof. No officer, director, member, or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation, except for reasonable compensation for

services actually rendered to or on behalf of the Corporation. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate or any provision of applicable State law to the contrary, the Corporation shall not have the power to carry on, or any activities which would cause it to fail to qualify, or continue to qualify, as (a) an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or (b) an organization contributions to which are deductible under Sections 170, 2055, and 2522 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

EIGHTH: The conditions and regulations of membership and the rights and other privileges of the classes of membership, if more than one, shall be determined and fixed by the Bylaws of the Corporation.

NINTH: In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time (a) qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law, and (b) contributions to which are deductible under the provisions of Section 170, 2055, and 2522 of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue Laws, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Chancery of the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TENTH: For the management of the business and for the conduct of the affairs of the Corporation, and for the creation, definition, limitation, and regulation of the powers of the Corporation and of its directors and of its members, as the case may be, it is hereby provided:

1. The original Bylaws of the Corporation shall be adopted by the incorporator. Thereafter, the power to make, alter, or repeal the Bylaws shall be vested in the governing body of the Corporation.
2. The business and affairs of the Corporation shall be managed by its governing body, which, in this Certificate of Incorporation, is referred to as a Board of Directors, although the members of said governing body may be designated as trustees, managers, governors, or otherwise under any provision of the Bylaws.
3. The number of directors constituting the initial whole Board of Directors shall be the number fixed in the original Bylaws. Thereafter, the number of directors constituting the whole Board shall be fixed from time to time in the manner prescribed in the Bylaws. The phrase "whole Board" shall be deemed to mean the total number of directors which the Corporation would have if there were no vacancies.

4. Directors shall have such qualifications as may be prescribed in the Bylaws. The first Board of Directors shall be designated by the Dover City Council Resolution No. 2009-03. Thereafter, each successive Board of Directors shall be elected in such a manner as prescribed by the Bylaws of the corporation.
5. Meetings of the Board of Directors shall be held as such place within or without the State of Delaware as may be designated by or in the manner provided in the Bylaws. Except as the general Corporation Law of the State of Delaware or as this Certificate of Incorporation may otherwise provide, the Bylaws of the corporation shall or may provide, as the case may be, for the time, call, lapse of period of time after notice, and actual or constructive notice, if any, of meetings of the Board of Directors, or of actual or constructive waiver of notice thereof, if any, for the conduct of meetings of the Board, and for action in writing of all directors and of any duly constituted committee thereof in lieu of any meeting.
6. Any person who is or was a director, officer, agent, or employee of the Corporation or is or was serving at the request of the Corporation, as a director, officer, agent, or employee of another Corporation, trust, or enterprise shall be entitled to be indemnified by the Corporation upon the same terms, under the same conditions, and to the same extent as though he/she were a present or past director, officer, agent, or employee of a Corporation Law of the State of Delaware; provided that his/her conduct or action was in furtherance of, or in connection with, the exempt purposes of the Corporation.

ELEVENTH: No member of the Corporation, member of the Board of Directors, or officer shall be personally liable for the payment of the debts of the Corporation except as such member, director, or officer may be liable by reason of his own conduct or acts.

TWELFTH: A director of the corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

THIRTEENTH: If, at any time or times, the Corporation shall be classified as a private foundation under the United States Internal Revenue Laws, then at such time or times the Corporation shall be subject to the following restrictions:

- (a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.
- (b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

- (c) The Corporation shall not retain any excess business holding as defined in Section 4943© of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

FOURTEENTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and members herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of restating and amending the certificate of incorporation, under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereto set my hand this 14<sup>th</sup> day of February, 2013.

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Margery Kirby Cyr, Incorporator  
Secretary/Treasurer