

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "2GETHER-INTERNATIONAL, INC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 2016, AT 2:04 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

5156549 8100
SR# 20161710048

Authentication: 202029546
Date: 03-23-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

**STATE of DELAWARE
AMENDED AND RESTATED
CERTIFICATE of INCORPORATION
of a NON-STOCK CORPORATION**

**(Pursuant to Sections 242 and 245 of the General Corporation Law of
the State of Delaware)**

2Gether-International, Inc., a non-stock corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware does hereby certify:

1. that the name of this corporation is 2-Gether-International Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on May 17, 2012.
2. that the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interest of the corporation, which resolution setting forth the proposed amendment and restatement as follows:

RESOLVED- that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

First: The name of the Corporation is "2Gether-International, Inc."

Second: Its Registered Office in the State of Delaware is to be located at 2711 Centerville Road, Suite #400, Wilmington, Delaware, Zip Code 19808. The registered agent in charge thereof is Corporation Service Company.

Third: The Corporation is a nonprofit corporation and shall be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to: **fostering disability pride and identity**. In furtherance thereof, the Corporation shall (i) seek donations of money and materials and other funding opportunities, (ii) solicit the assistance of volunteers to provide support, and (iii) do everything necessary, proper, advisable, or convenient for the accomplishment of the Corporation's purposes and goals and all other things incidental to them or connected to them that are not forbidden by this Certificate of Incorporation and the laws of Delaware. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding provision of any future federal income tax law or regulation. In addition:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation.

(c) The Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision herein, the Corporation shall not directly or indirectly (i) carry on any activity that would prevent it from obtaining exemption from federal income taxation under Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code) or cause it to lose such exempt status, or (ii) carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding section of any future federal tax code).

Fourth: The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of the Corporation, its assets, remaining after payment or making provision for the payment of all of debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code).

Fifth: The Corporation shall not have any capital stock.

3. That this Amended and Restated Certificate of Incorporation, which restates and further amends the provisions of this Corporation's Certificate of Incorporation has been duly adopted in accordance in Sections 242 and 245 of the General Corporation Law.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on 02/25/2016.

By: 

Name: Nick Brediker

Title: Chair of the Board of Directors, ZGather International