



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME: Michael F. Mulpeter, Esquire ADDRESS: COHN BIRNBAUM & SHEA, P.C. 100 Pearl Street, Twelfth Floor</p> <p>CITY: Hartford STATE: Connecticut ZIP: 06103</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION:</p> <p>Association of University Technology Managers, Inc.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input type="checkbox"/> A. AMENDED</p> <p><input type="checkbox"/> B. RESTATED</p> <p><input checked="" type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p style="text-align: center;">SEE ATTACHED EXHIBIT "A"</p>	

4. VOTE INFORMATION (CHECK A, B or C)

A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 3rd DAY OF April, 2015


NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Fred Reinhart	President	

EXHIBIT "A"
Certificate of Amendment

FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
NON STOCK CORPORATION

STATE OF CONNECTICUT
Secretary of the State

By action of the Board of Directors and Members, the Certificate of Incorporation of Association of University Technology Managers, Inc. is amended and restated in its entirety as follows:

1. The name of the corporation is ASSOCIATION OF UNIVERSITY TECHNOLOGY MANAGERS, INC. (the "Corporation").
2. The nature of the business to be transacted, or the purposes to be promoted or carried out by the Corporation, are as follows:

To function as a nonprofit professional and educational society; to engage in activities and accomplish and promote purposes related to technology transfer, commercialization and innovation; to support and advance academic technology transfer globally; and to engage in other activities, and promote other purposes, related or incidental to the foregoing which are permitted under the Connecticut Revised Nonstock Corporation Act (the "Act").

3. The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.
4. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:

The Corporation shall have three classes of members – regular members ("Regular Members"), emeritus members ("Emeritus Members") and participant members ("Participant Members"). A Regular Member is a person who is directly or indirectly engaged in the field of technology transfer. An Emeritus Member is an honorary designation recognizing distinguished service, professional achievement or meritorious contributions to the technology transfer field. A Participant Member is an undergraduate or graduate student, fellow or other individual who has a bona fide interest in academic technology transfer (and may include an individual who participates electronically). The bylaws of the Corporation may prescribe additional rights, privileges, qualifications, obligations and requirements for appointment of Regular Members, Emeritus Members and Participant Members.

5. The Corporation's registered office and the name of its registered agent at such office is Cohn Birnbaum & Shea P.C., 100 Pearl Street, 12th Floor, Hartford, Connecticut 06103-4500.

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 the fullest extent permitted by the Act. Without limiting the foregoing, no director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of duty as a director in an amount that is greater than 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 subdivision (2) of Section 33-840 of the Connecticut General Statutes) to receive an improper personal economic gain, (C) show a lack of good faith and conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his 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. Any repeal or modification of this Paragraph 6 shall not adversely affect any right or protection of a director existing at or prior to the time of such repeal or modification.

7. (a) The Corporation shall, to the fullest extent permitted by the Act, indemnify its directors from and against any and all liabilities, expenses and other matters referenced in the Act. In furtherance and not in limitation of the foregoing, the Corporation shall indemnify each director for liability (as defined in Section 33-1116 of the Connecticut General Statutes) to any person for any action taken, or any failure to take any action, as a director, except liability that (A) involved a knowing and culpable violation of law by the director, (B) enabled the director or an associate (as defined in Section 33-840 of the Connecticut General Statutes) to receive an improper personal economic gain, (C) showed a lack of good faith and conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (D) constituted a sustained and unexcused pattern of attention that amounted to an abdication of the director's duty to the Corporation.

(b) The Corporation shall indemnify each officer of the Corporation who is made a party to a proceeding in his capacity solely as an officer, to the same extent as the Corporation is permitted to provide the same to a director.

(c) The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(d) Expenses incurred by a director or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall be ultimately determined that such director or officer is not entitled to be indemnified by the Corporation.

(e) No amendment to or repeal of this Paragraph 7 shall apply to or have any effect on the indemnification of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a director or officer of the Corporation in defending the action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

8. References in this First Amended and Restated Certificate of Incorporation to Sections of the Connecticut General Statutes shall be deemed to include amendments adopted from time to time to such Sections and shall further be deemed to include any successor Sections thereto.