

CERTIFICATE OF INCORPORATION
OF
THE MORROW FAMILY FOUNDATION, INC.

The undersigned Incorporator hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act (the “Act”):

1. The name of the corporation is The Morrow Family Foundation, Inc. (the “Corporation”).
2. The Corporation is organized and shall be operated exclusively for charitable 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, the following:
 - a. to provide grants, financial and other support to tax-exempt organizations;
 - b. to provide scholarships to students pursuing post-secondary education or training who are graduates of the public high school in the Town of Old Saybrook, Connecticut, or other public or private high schools; and
 - c. to otherwise engage in any lawful act or activity consistent with the foregoing for which corporations may be formed under the Act.
3. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions as such term is defined in the Act.
4. The Corporation shall not have members as defined in the Act.
5. All corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation managed by or under the direction of, a self-perpetuating Board of Directors of not less than three directors as may be further provided in the Corporation’s Bylaws. The initial Board of Directors shall be elected by the Incorporator. Thereafter, the Corporation’s Bylaws shall prescribe the qualifications (if any) and manner of election of directors. The Bylaws may provide that persons occupying certain positions within or without the Corporation shall be ex-officio members of the Board of Directors who may or may not, as provided for in the Bylaws, vote on matters coming before the Board of Directors and count in determining if a quorum exists.

6. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Sections 501(c)(3) of the Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

7. No part of the net earnings of the Corporation may be distributed to or inure to or for the benefit of any director or officer of the Corporation or any other individual; provided, however, the Corporation may pay reasonable compensation for services rendered and reimburse for expenses incurred for the benefit of the Corporation and to make payments and distributions to the extent reasonable and necessary in furtherance of the purposes set forth in Article 2 hereof.

8. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or attempting to influence legislation. The Corporation may not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

9. Upon dissolution of the Corporation, the Board of Directors shall dispose of and distribute the assets remaining, after payment of all liabilities, exclusively for the purposes of the Corporation, to one or more organizations organized exclusively for religious, charitable, educational or scientific purposes which shall, at the time of such dissolution, be exempt from federal income taxation as an organization or organizations described in Section 501(c)(3) of the Code, in such proportions and amounts and in such manner as the Board of Directors shall determine.

10. The personal liability of a director to the Corporation for monetary damages for breach of duty as a director of the Corporation shall be limited to the fullest extent permitted by the Act or any other applicable laws presently or hereafter in effect. Without limiting the effect of the preceding sentence, no director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a director of the Corporation in an amount greater than the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the director; (ii) enable the director, or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) 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 (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. No amendment to, or modification or repeal of, this Article 10 shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal.

11. (a) The Corporation shall, to the fullest extent permitted by law, indemnify its directors and officers from and against any and all of the liabilities, expenses and other matters referenced in or covered by the Act, or any other applicable laws presently or hereafter in effect. In furtherance and not in limitation thereof, the Corporation shall indemnify a director or officer for a liability, as defined in Section 33-1116 of the Act, to any person for any action taken, or any failure to take any action, as a director or officer, except a liability that (i) involved a knowing and culpable

violation of law by the director or officer, (ii) enabled the director, officer or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain, (iii) showed a lack of good faith and a conscious disregard for the duty of the director or officer to the Corporation under circumstances in which the director or officer was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's or officer's duty to the Corporation.

(b) In addition to the foregoing, the Corporation shall provide to its directors and officers the full amount of indemnification that the Corporation is permitted to provide to such directors and officers pursuant to Sections 33-1116 to 33-1124, inclusive, of the Act or any other applicable laws presently or hereafter in effect. However, the Corporation's duty to so indemnify shall extend to an indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the Board of Directors.

(c) Expenses (including attorneys' fees) incurred by a director or officer in defending a civil, criminal, administrative or investigative 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 both (i) a written affirmation by such director or officer of his or her good faith belief that he or she has met the relevant standard of conduct under the Act or that the proceeding involves conduct for which liability has been limited under Article 10 of this Certificate of Incorporation, and (ii) an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in this Article 11. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(d) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her 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 person.

(e) No amendment to or repeal of this Article 11 shall apply to or have any effect on the indemnification of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal as provided herein, 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 in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal as provided herein. In addition, the Corporation may indemnify and advance expenses to employees and agents of the Corporation who are not directors or officers to the same extent as directors or officers, and may further indemnify such employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

12. Nothing contained in this Certificate of Incorporation shall be construed to deny (i) to the directors and officers of the Corporation the benefit of Section 52-557m of the Connecticut General Statutes, or (ii) to volunteers of the Corporation the benefit of the Federal Volunteer Protection Act of 1997, each as in effect at the time of the violation.

13. The directors, by the affirmative vote of no less than two-thirds of all directors then-serving, provided notice of such proposal shall have been provided to all directors at least seven days before such meeting, may:

(a) Amend this certificate of incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts or bequests to the Corporation for federal gift, estate, or income tax purposes, or permit the conduct of affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code;

(b) Transfer substantially all of the Corporation's assets to another corporation exempt from taxation under Section 501(a) of the Code as an organization described under Section 501(c)(3) of the Code, and formed for purposes similar to those of the Corporation;

(c) Sell or mortgage substantially all of the assets of the Corporation;

(d) Merge the Corporation with another corporation;

(e) Amend the Corporation's bylaws; and

(f) Dissolve the Corporation.

The directors of the Corporation shall have the right to make other fundamental changes to the extent and in the manner permitted by Connecticut law to directors of a Connecticut nonstock corporation except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation.

14. References in this Certificate of Incorporation to a Section of the Code shall be construed to refer both to such Section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, superseded or replaced. References in this 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.

15. The Corporation's principal office location and mailing address in the State of Connecticut is [REDACTED]. The Corporation's email address is [REDACTED].

16. The Corporation's NAICS code is 813211.

17. The Corporation's Incorporator is Craig D. Morrow, and his address is [REDACTED].

18. The Corporation's Registered Agent is Craig D. Morrow. Such Registered Agent's business and mailing address is [REDACTED] and his residence address is [REDACTED].

The Registered Agent's email address is [REDACTED].

19. The undersigned Incorporator of The Morrow Family Foundation, Inc. has executed this Certificate of Incorporation as of the date set forth next to his name below, declaring that the statements made in the foregoing certificate are true.

June 27, 2025
date

Craig D. Morrow, Incorporator

The foregoing designation as Registered Agent for The Morrow Family Foundation, Inc. is hereby accepted.

June 27, 2025
date

Craig D. Morrow