

Exhibit A

The following resolution was approved by the Members and the Board of Directors on November 20, 2013:

RESOLVED, That the second sentence of Article SIXTH of the Certificate of Incorporation of the Corporation be and it hereby is deleted and the following language shall be inserted in lieu of such deleted second sentence of Article SIXTH of the Certificate of Incorporation:

The Directors shall be elected and shall hold office for such term(s) as specified in this Certificate and the Corporation's Bylaws, but at no time shall the number of Directors be less than three (3).

**CERTIFICATE OF INCORPORATION
OF
CAPITOL REGION COUNCIL OF GOVERNMENTS FOUNDATION, INC.**

(a Connecticut nonstock, nonprofit corporation)

The Incorporator hereby certifies and establishes Capitol Region Council of Governments Foundation, Inc. as a body politic and corporate under the Revised Nonstock Corporation Act of the State of Connecticut, Chapter 602 of the Connecticut General Statutes.

FIRST: The name of the Corporation is Capitol Region Council of Governments Foundation, Inc. (the "Corporation").

SECOND: The Corporation is not organized for pecuniary profit and shall not have or issue shares of capitol stock of any kind or nature whatsoever or pay dividends or make distributions of any kind from profits.

THIRD: The Corporation shall have two (2) classes of members: CROG Membership and General Membership. CROG Membership shall be open to those members of the Capitol Region Council of Governments, a Connecticut regional council of governments. General Membership shall be open to persons not affiliated with the Capital Region Counsel of Governments. At all times there shall be at least three (3) persons serving as General Members. All Members regardless of class shall be entitled to vote on any amendments to the Certificate or Incorporation and the Bylaws of the Corporation, as provided for herein as the same may be amended from time to time.

FOURTH: The registered office of the Corporation will be located at One State Street, Suite 2400, Hartford, Connecticut 06103. The registered agent of the Corporation shall be Updike, Kelly & Spellacy, P.C.

FIFTH: The name and address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Kathleen H. Rudzik, Esq.	Updike, Kelly & Spellacy, P.C. One State Street, Suite 2400 Hartford, CT 06103

SIXTH: The Corporation shall be governed by and operated in accordance with this Certificate and the Bylaws by a Board of Directors, the initial members of which shall be elected by the Incorporator. The Directors shall be elected and shall hold office for such term(s) as specified in this Certificate and the Corporation's By-laws, but at no time shall the number of Directors be less than three (3) nor more than fifteen (15). The terms of the Directors shall be staggered so that, to the extent possible, an equal number of vacancies may be filled each year.

SEVENTH: The Corporation is organized and will be operated exclusively for charitable purposes to lessen the burden of government by engaging, directly or indirectly, in activities in support of such purpose, and by making contributions or distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code") and are exempt from taxation under Section 501(a) of the Code.

EIGHTH: Notwithstanding any other provisions of this Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

NINTH: As a means of accomplishing the foregoing purposes, the Corporation shall have all powers of a corporation organized under Chapter 602 of the Connecticut General Statutes, (the Revised Nonstock Corporation Act); provided, however, that notwithstanding any other provision of this Certificate, only such powers shall be exercised as are consistent with the nature and purpose of an organization exempt under Section 501(c)(3) of the Code, and by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

TENTH: 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 private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purpose. Further, no director or officer of the Corporation or any private individual shall be entitled to share, directly or indirectly, in whole or in part, in the distribution of any of the corporate assets upon dissolution of the Corporation.

ELEVENTH: No substantial 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 any political campaign on behalf of or against any candidate for public office nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local law.

TWELFTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after discharging or making provision for the payment of all the liabilities of the Corporation, distribute or otherwise dispose of all the assets of the Corporation exclusively to such organizations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, or to such other organizations to which contributions are deductible under Section 170(c)(2) of the Code and which qualify as tax exempt organizations under Sections 170(c)(2) of and 501(c)(3) of the Code. Any such assets not so disposed of shall be subject to and disposed of in accordance with the directions of the Connecticut Superior Court for the Judicial District of Hartford, or such other place as the registered or principal office

where the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine.

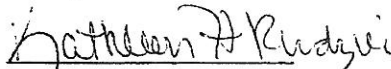
THIRTEENTH: The personal liability of any Director of the Corporation or any member for monetary damages for breach of duty, other than such a breach that was a knowing and culpable violation of law, enabled such Director or Associate to receive an improper personal economic gain, showed a lack of good faith and a conscious disregard for such Director's duty to the Corporation under circumstances in which such Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or constituted a sustained and unexcused pattern of inattention that amounted to an abdication of such Director's duties to the Corporation, shall be limited to an amount equal to the total amount of compensation received by such Director for servicing the Corporation during the year of the alleged violation.

FOURTEENTH: The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by Sections 33-1117 and 33-1122, respectively, of the Connecticut General Statutes (the Revised Nonstock Corporation Act of the State of Connecticut), in each case as limited by Section 33-1121 thereof.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing Certificate are true.

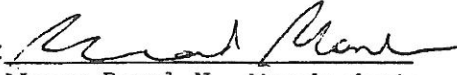
In Witness Whereof, the undersigned has hereto subscribed her hand this 24th day of February, 2005.

Incorporator:


Kathleen H. Rudzik

ACCEPTANCE OF APPOINTMENT OF
STATUTORY AGENT FOR SERVICE OF PROCESS

Updike, Kelly & Spellacy, P.C.

By: 
Name: Brad N. Mondschein
Title: Vice President
Duly Authorized

Date: 2/24/05