

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
(Non-profit)
OF
KIDSAFE COLLABORATIVE, INC.**

The undersigned, a natural person of the age of majority and a resident of the State of Vermont, hereby adopts the following Amended and Restated Articles of Incorporation under the Vermont Nonprofit Corporation Act:

ARTICLE I

Name and Principal Address

The name of the corporation is KidSafe Collaborative, Inc. (“KidSafe Collaborative”) (formerly known and incorporated as Community Network for Children, Youth & Families Of Chittenden County, Inc.). The corporate principal address is: 308 Pine Street, Burlington, Vermont 05401.

ARTICLE II

Period of Duration and Fiscal Year

The period of duration of the corporation is perpetual. The fiscal year shall commence on the first day of April in each calendar year and shall end on the last day of March in the succeeding year.

ARTICLE III

Public Benefit Corporation

This corporation is a public benefit non-profit corporation under Title 11B of the Vermont Statutes Annotated.

ARTICLE IV

Purpose

The corporation is organized exclusively for charitable and educational purposes (including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as

amended (the “Code”) or the corresponding provision of any future United States internal revenue law), including in particular:

(i) to strengthen community and interagency cooperation for the prevention and treatment of child abuse and neglect. Toward this purpose KidSafe Collaborative will work to:

- a. identify and develop interagency approaches for improving service delivery and coordination;
- b. promote the networking concept among partner agencies and, when appropriate, among non-partner agencies; and
- c. develop appropriate information and education efforts; and

ii) to engage in any and all lawful activities deemed by the Board of Directors to be necessary or desirable in connection with any of the Corporation’s charitable and educational purposes.

ARTICLE V

Restrictions Against Private Benefit, Lobbying, etc.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, 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 its corporate purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided under Section 501(h) of the Code), and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law); or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE VI

Other Provision Regarding Distribution of Income

In any taxable year in which the corporation is classified as a private foundation as described in IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), (b) retain any

excess business holdings as defined in IRC §4943(c), (c) make any investments in such a manner as to subject the corporation to tax under IRC §4944, or (d) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

Disposition of Assets Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation, shall 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, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of by the Board shall be disposed of by the State of Vermont Superior Court, exclusively for such purposes or to an organization or organizations organized and operating exclusively for such purposes, all as such Court shall determine.

ARTICLE VIII

Registered Office and Initial Registered Agent

The name of the registered agent of the corporation is Sally Borden, and the address of the registered agent is 308 Pine Street, Burlington, Vermont 05401.

ARTICLE IX

No Members

The corporation shall not have members.

ARTICLE X

Directors

The number of directors constituting the Board of Directors of the corporation shall be no less than three (3). The directors shall be elected by a majority vote of the directors in office at the time of the annual meeting of the Board of Directors, or as otherwise prescribed in the Bylaws of the corporation.

ARTICLE XI

Amendments

The Articles of Association and the Bylaws of the corporation may be amended by majority vote of the Board of Directors then serving, provided that no such amendment shall be adopted which will affect the exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the first corporate purpose (i) set forth hereinabove.

ARTICLE XII

Amender

The name and address of the Amender is: Sally Borden with an address of 308 Pine Street, Burlington, Vermont 05401.

The effective date of these Amended and Restated Articles shall be upon filing.

DATED at Burlington, County of Chittenden and State of Vermont, this 26th day of March, 2008.

By: 
Printed Name: Sally Borden
Title: Executive Director