

Delaware

The First State

Page 1

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 CERTIFICATE OF MERGER, WHICH MERGES:

"CFI MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CFI-I OF DELAWARE, INC." UNDER THE NAME OF "CATIC FINANCIAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2017, AT 4:36 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIRST DAY OF JUNE, A.D. 2017 AT 11:59 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

6365229 8100M
SR# 20174879968

Authentication: 202768817
Date: 06-23-17

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

CERTIFICATE OF MERGER

of

CATIC FINANCIAL, INC.
(a Delaware stock corporation)

with and into

CFI-I OF DELAWARE, INC.
(a Delaware nonprofit nonstock corporation)

Pursuant to Section 257 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation has executed the following Certificate of Merger and hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger (the "Merger") are as follows: **CFI-I of Delaware, Inc.**, a Delaware nonprofit nonstock corporation (the "Nonstock Company"), and **CATIC Financial, Inc.**, a Delaware stock corporation (the "Stock Company").

SECOND: An Agreement and Plan of Reorganization and Merger, dated as of April 3, 2017 (the "Merger Agreement"), by and among CATIC Financial, Inc., a Connecticut business (stock) corporation, the Nonstock Company and the Stock Company has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations to the Merger pursuant to Subsection 257(c) of the DGCL

THIRD: The Nonstock Company is the surviving corporation in the Merger (the "Surviving Company"). The name of the Surviving Company shall be changed in the merger to be CATIC Financial, Inc.

FOURTH: The Certificate of Incorporation of the Nonstock Company, as in effect immediately prior to the Merger, shall be amended and restated in the Merger to read in the form attached hereto as Annex 1 (the "Restated Certificate").

FIFTH: The Merger shall become effective at 11:59 p.m. (Eastern Time) on June 21, 2017.

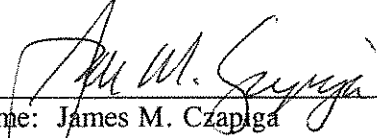
SIXTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Company, 101 Corporate Place, Rocky Hill, Connecticut 06067.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company on request, without cost, to any stockholder or member of any constituent corporation.

[The next page is the signature page,]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be signed by its duly authorized officer on this June 21, 2017.

CFI-I OF DELAWARE, INC.,
a Delaware nonprofit nonstock corporation

By: 
Name: James M. Czapiga
Title: President

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

CATIC FINANCIAL, INC.
(a Delaware nonprofit nonstock corporation)

FIRST: The name of this corporation is CATIC Financial, Inc. (the "*Corporation*").

SECOND: The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle, Delaware 19808. The Corporation's registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "*General Corporation Law*").

FOURTH: The Corporation is a "nonprofit nonstock corporation" (as defined in Section 114(d)(3) of the General Corporation Law and, as such, has no authority to issue capital stock. No Member shall be entitled to receive any payments or other distributions of the earnings and profits of the Corporation; provided, however, that nothing herein shall restrict the right of the Corporation to reasonably compensate any director, officer, employee or agent of the Corporation for services rendered to the Corporation or to reimburse any director, officer employee or agent of the Corporation for expenses, disbursements or liabilities properly and reasonably made or incurred on account of services provided by such director, officer, employee or agent to the Corporation.

FIFTH: The Corporation shall have two classes of members (the "*Members*"): (i) attorney members ("*Attorney Members*") and (ii) law firm members ("*Law Firm Members*"), who have been approved for membership in accordance with the Bylaws and the rules and regulations of the Corporation and who continue to satisfy any qualifications, conditions and other membership criteria adopted by the Corporation. The Bylaws and the rules and regulations of the Corporation may provide conditions for terminating a Member's rights as a member of the Corporation.

SIXTH: Meetings of the Members may be held within or without the State of Delaware, as the Board of Directors may determine from time to time. The books of the Corporation may be kept outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors.

SEVENTH: The governing body of the Corporation shall be known as the Board of Directors and its members shall be known as directors. Except as otherwise provided in the General Corporation Law or this Certificate of Incorporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The total number of directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors; provided that the total number of directors shall not be less than nine directors or more than sixteen directors. The terms of the directors shall be staggered, and the directors shall be divided into three classes, designated Class I, Class II and Class III, each such class consisting, as nearly as possible, of one-third of the total number

of directors. Class I directors shall initially serve for a term expiring at the annual meeting of Members scheduled to occur in 2018; Class II directors shall initially serve for a term expiring at the annual meeting of Members scheduled to occur in 2019; and Class III directors shall initially serve for a term expiring at the annual meeting of Members scheduled to occur in 2020. At each annual meeting of Members, the class of directors whose term then expires shall be elected for a term of three years. The Board of Directors is authorized to assign members of the Board of Directors in office at the time the classification of the Board of Directors becomes effective to their respective classes. Elections of directors need not be by written ballot unless provided otherwise in the Bylaws. A director may be removed from office only for cause by the affirmative vote of a majority in voting power of the total votes entitled to be cast by all Members. Any vacancies occurring in the Board, whether due to the resignation, retirement, death or disqualification of any director, and any newly created directorship, shall be filled exclusively by a majority of the directors in office, even though less than a quorum.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, amend or repeal any or all of the Bylaws of the Corporation. Any amendment adopted by the Board of Directors shall be posted on the Company's website.

NINTH: To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after the adoption of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended. Any repeal or modification of the foregoing provisions of this Article Ninth shall not adversely affect any right or protection of a director existing at the time of, or increase the liability of any director with respect to, any acts or omissions of such director occurring prior to such repeal or modification.

TENTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any Member to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or to the Members, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising out of any provision of the General Corporation Law or the Certificate of Incorporation or the Bylaws, or (iv) any action asserting a claim against the Corporation or any director, officer or employee that is governed by the internal affairs doctrine. If any provision or provisions of this Article Tenth shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Tenth (including, without limitation, each portion of any sentence of this Article Tenth containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

ELEVENTH: No amendment to this Certificate of Incorporation shall be made unless such amendment is approved by a majority of all members of the Board of Directors and adopted by the affirmative vote of a majority in voting power of the total votes entitled to be cast by all Members.