

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AS OF
MARCH 21, 2008
OF
THE NATIONAL ASSOCIATION OF ESTATE PLANNERS & COUNCILS

This Amended and Restated Certificate of Incorporation is signed and acknowledged, pursuant to Delaware Code § 8-1-103 and § 8-1-245(d) for the purpose of amending and restating the Certificate of Incorporation of The National Association of Estate Planners & Councils, originally named “National Association of Estate Planning Councils”, Delaware Secretary of State File Number 0605310, incorporated December 18, 1963, a nonprofit Corporation under the provisions of the General Corporation Law of the State of Delaware, as follows:

FIRST

NAME

The name of the Corporation shall be: THE NATIONAL ASSOCIATION OF ESTATE PLANNERS & COUNCILS.

SECOND

REGISTERED AGENT AND ADDRESS

Its principal office and registered office is to be located in the State of Delaware at The Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name and address of the registered agent of the Corporation shall be The Corporation Trust Company located at the registered office of the Corporation.

THIRD

MISSION STATEMENT

It is the Mission of the Corporation to promote the multi-disciplinary approach to estate planning by supporting local Estate Planning Councils and their Members and by encouraging the formation of new Councils.

To that end we are committed to:

- (a) Encourage attainment of the Accredited Estate Planner (“AEP”) designation by qualified estate planning professionals;
- (b) Encourage attainment of the Estate Planning Law Specialist (EPLS) designation by qualified estate planning lawyers; and
- (c) Support efforts of The NAEPC Foundation to increase public awareness of the importance of estate planning by a team of professional advisors.

FOURTH

VISION STATEMENT

The Corporation will be the association of choice for professionals engaged in the practice of estate planning because:

- (a) Unsurpassed education and networking opportunities are provided by attending local council meetings and the Corporation’s Annual National Conference; and
- (b) The public demands that its estate planners bear earned and recognized credentials, and the AEP designation conferred only by the Corporation is among the few designations that meet that qualification.

FIFTH

PURPOSE

The general nature, object and purpose of the Corporation shall be the following:

- (a) To serve the best interests of the public, and to promote and enhance the welfare, ethical standards, and best interests of Estate Planning Councils;
- (b) To establish and maintain a common meeting ground and medium for communication among Estate Planning Councils and their Members, and to promote understanding and harmony among them and with the general public;
- (c) To improve the stature of Estate Planning Councils and their Members through self-discipline and educational programs, and to improve their qualifications to serve the public;
- (d) To encourage talented students to enter the professional fields of the Members of Estate Planning Councils; and to sponsor vocational guidance and scholarship programs;
- (e) To administer the AEP designation for qualified professionals and to promote the use of the AEP designation; and
- (f) To support and coordinate programs with The NAEPC Foundation.

SIXTH

NOT FOR PROFIT

This Corporation is not organized for profit and has no authority to issue capital stock.

SEVENTH

EXISTENCE

This Corporation shall have perpetual existence.

EIGHTH

DISSOLUTION

In the event of dissolution of the Corporation, all assets will be used exclusively for one or more of the purposes within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986.

NINTH

CLASSES OF MEMBERSHIP

There shall be three (3) classes of Members of this Corporation: council, at-large, and honorary.

The council membership of this Corporation shall consist of participating estate planning councils. Each member council shall have one (1) vote and may designate one (1) of its representatives to cast such vote. Other conditions of council membership shall be more fully stated in the bylaws.

At-large Members shall consist of persons who are actively, substantially engaged in the estate planning process for whom membership in a Member Council is not feasible, who hold one or more of the qualifying professional designations or credentials required for becoming an AEP, and whose initial membership and continuation are subject to other criteria established and administered by the Board of Directors. Each at-large Member shall have 1/100 vote.

Honorary membership in this Corporation may be extended to persons who have rendered distinguished service in the field of estate planning or who

otherwise have merited such membership. They shall be selected, elected, and retained in a manner to be provided in the bylaws. They shall not be entitled to vote, be eligible to hold office, or be required to pay dues.

Members authorized to cast at least ten per cent (10%) of the outstanding votes shall constitute a quorum for the transaction of any business of the Corporation. Voting by proxy shall not be permitted.

TENTH

DIRECTORS

All powers necessary for the government of the Corporation shall be vested in a Board of Directors composed of the six (6) Officers of the Corporation, fifteen (15) persons who are representatives of member councils or at-large Members, and such number of Directors Emeritus (up to a maximum of five [5]), whose qualifications, term, and number shall be determined by the Board of Directors to the extent not determined by the bylaws. Directors Emeritus shall serve without a vote. The elected Directors (who are not Officers) shall consist of at least three (3) attorneys, three (3) chartered life underwriters, three (3) certified public accountants, and three (3) trust Officers, at least one (1) from each discipline to be elected each year. Any person elected in any of the remaining positions shall be qualified in one of the above four disciplines or shall be a certified financial planner, chartered financial consultant or Accredited Estate Planner. Each Director shall be in active practice in the respective discipline that such person represents.

No person shall be initially elected to serve on the Board after 2007 or may continue to serve on the Board after that date (unless last elected to the

Board before 2008) unless such person holds the AEP designation and continues to maintain such designation in good standing.

At all annual meetings for the election of Members of the Board of Directors, five (5) Members of the Board of Directors shall be elected at each annual meeting and hold office for three (3) years from the first day of the month following the completion of the annual meeting and conference and until their successors take office.

ELEVENTH

LIMITED DIRECTOR LIABILITY

To the extent permitted by law, no Director or Officer of the Corporation shall be personally liable for any debts, liabilities or obligations of the Corporation because such person is a Director or Officer. A Director (or any other such person, if any, who exercises or performs any of the powers or duties otherwise imposed upon the Board of Directors) shall not be personally liable to the Corporation for monetary damages from a breach of fiduciary duty except for:

A breach of the Director's duty of loyalty to the Corporation,

- (a) Acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of the law;
- (b) Participation in unlawful distributions per Delaware Code § 8-1-174;
- or
- (c) Any transaction from which the Director derived an improper personal benefit.

TWELFTH

OFFICERS

The Officers of the Corporation shall consist of a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and the Immediate Past President.

The Officers shall be elected at each annual meeting, except that the President-Elect shall assume the position of President, and the President shall assume the position of Immediate Past President.

The Officers shall hold office for such term and shall be subject to such other requirements as may be prescribed in the bylaws.

THIRTEENTH

AMENDMENT

This Certificate of Incorporation and the bylaws of the Corporation may be altered, rescinded or annulled by a two-thirds (2/3) vote of the Members present at an annual meeting. In addition, the Board of Directors by a two-thirds (2/3) vote of the Directors present may amend the Certificate of Incorporation or bylaws, such amendment to be submitted to the Members. The amendment shall be considered adopted as of the date of such Board action unless within sixty (60) days following the notice one-third (1/3) of the Members have notified the Secretary of their vote to revoke, *ab initio*, the amendment.

APPROVED AND ADOPTED by the Members, as of this 21st day of March, 2008.

Walter Lee Davis, Jr., President