

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
ASSOCIATION OF PROBLEM GAMBLING SERVICE ADMINISTRATORS, INC.**

(Nonstock Corporation)

The corporation is formed under the Connecticut Revised Nonstock Corporation Act.

ARTICLE I

The name of the corporation shall be Association of Problem Gambling Service Administrators, Inc., hereinafter referred to as the "Corporation."

ARTICLE II

The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are as follows:

To be organized and operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law ("the Code"), and notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code. In furtherance thereof, and subject to the foregoing, the nature of the activities to be conducted and the purposes to be pursued by the Corporation include: (i) to support and serve publicly funded problem gambling service delivery systems and to promote the needs and successes of the problem gambling service field; (ii) to support and undertake research into the prevention, treatment, public awareness of, and public policy in regards to problem gambling services; (iii) to establish cohesive and appropriate best practices models for problem gambling service delivery; (iv) to engage in public policy advocacy to enhance and improve problem gambling services; (v) to serve as a point of contact for organizations seeking information on publicly funded problem gambling efforts; (vi) to engage in any activity or endeavor, including, but not limited to, fundraising activities in the public, private, and governmental sectors and the ability to transmit such funds to any exempt organization that the Board of Directors may authorize; provided, however, that the Corporation may engage in any lawful activity for which a nonstock corporation may be formed under the Connecticut

Revised Nonstock Corporation Act, as amended, which is not inconsistent with the express limitations contained in this Article II or elsewhere in this Certificate of Incorporation.

ARTICLE III

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Connecticut upon nonstock corporations, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Certificate of Incorporation, whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted by the Corporation, if the same are inconsistent with the express limitations contained in this Certificate of Incorporation or with the Corporation's nonprofit purposes or are not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; and provided further, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The Corporation is non-profit and shall not have or issue shares of stock or make distributions. There shall be no period of limitation for the duration of the Corporation.

ARTICLE V

The Corporation shall have voting and non-voting members. Voting members are those members who are current on annual fees. Non-voting members are those members who are not current on annual fees. The manner of election or appointment and the qualifications and rights of the members of each class of members shall be set forth in the Bylaws.

ARTICLE VI

The activities, property and affairs of the Corporation shall be managed by its Board of Directors which shall be known as the “Board of Directors”. The number and manner of election of directors shall be as authorized in the Bylaws. The Bylaws may provide that persons occupying certain positions within or without the Corporation shall be ex-officio directors.

ARTICLE VII

Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, subject to any restrictions on use or transfer that may exist, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the judicial district in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c) of the Code.

ARTICLE VIII

To the extent permitted by applicable law, a person’s personal liability, who is or was a director of the Corporation, to the Corporation for monetary damages for breach of duty as a director shall be limited to an amount equal to the compensation received by the director for serving the Corporation during the year of the violation, provided such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director or an associate, as defined in section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (C) 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 conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. The limitation of liability of any

person who is or was a director provided for under this Article shall not be exclusive of any other limitation or elimination of liability contained in or which may be provided to any person under Connecticut law as in effect on the effective date of this Certificate of Incorporation as thereafter amended.

ARTICLE IX

The Corporation shall provide its current and former directors with the full amount of indemnification that the Corporation is permitted to provide pursuant to the Connecticut Revised Nonstock Corporation Act. In furtherance of the foregoing, the Corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take action as director, except liability that (A) involved a knowing and culpable violation of law by the director, (B) enabled the director or an associate, as defined in section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (C) showed 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 conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (D) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. The limitation of liability of any person who is or was a director provided for under this Article shall not be exclusive of any other limitation or elimination of liability contained in or which may be provided to any person under Connecticut law as in effect on the effective date of this Certificate of Incorporation as thereafter amended. The Corporation shall indemnify and advance expenses to each officer, employee or agent of the Corporation who is not a director, or who is a director but is made a party to a proceeding in his or her capacity solely as an officer, employee or agent, to the same extent as the Corporation is permitted to provide the same to a director, and to the extent permitted by the Connecticut Revised Nonstock Corporation Act. Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any director, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Code.

ARTICLE X

Notwithstanding anything herein to the contrary, if at any time the Corporation is deemed a private foundation as described in Section 509 of the Code, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed

at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, or make any investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

ARTICLE XI

The street address of the initial registered office of the Corporation is 156 Still Hill Road, Bethlehem, Connecticut 06751-1010, and the name of the initial registered agent at that office of the Corporation is Christopher Armentano. The residence address for that registered agent is 156 Still Hill Road, Bethlehem, Connecticut 06751-1010.

ARTICLE XII

The name and address of the incorporators are Christopher Armentano, with an address at 156 Still Hill Road, Bethlehem, Connecticut, 06751-1010 and Tim Christensen, 223 W. Mahogany Place, Chandler, Arizona, 85248.

ARTICLE XIII

This Certificate of Incorporation may be altered, amended or repealed at any meeting of the Board of Directors called for such purpose or purposes by the affirmative vote of two-thirds of the Board of Directors. No alteration or amendment shall be made to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code.