

EXHIBIT A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HVA FOUNDATION, INC.**

- "1. The name of the corporation is: HVA Foundation, Inc.
2. The purposes of, and the nature of the activities to be conducted by, the corporation are to support, maintain and assist Housatonic Valley Association, incorporated, a Connecticut nonstock corporation, ("HVA") so long as it is described in Section 501(c)(3) of the Internal Revenue code of 1986, as presently enacted or as it may hereafter be amended. In the event that HVA ceases to exist or to be exempt from taxation under Section 501(a), or described in Section 501(c)(3), of the Internal Revenue Code of 1986, as presently enacted or as it may hereafter be amended, the corporation shall engage in such activities as, as nearly as practicable, accomplish the purposes of HVA prior to the occurrence of such event.

Notwithstanding any other provisions of this certificate, no part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or participating or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, and not part of the net earnings of the corporation shall be distributable to or shall insure to the benefit of any private individual.

Moreover, 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 from taxation under Section 501(a), and described in Section 501(c)(3), of the Internal Revenue Code of 1986, as presently enacted or as it may hereafter be amended, contributions and gifts to which constitute charitable contributions under Section 170(c)(2) of such code and bequests, legacies, devises, transfers and gifts to which are deductible under Sections 2055(a)(2) and 2522(a)(2) of such code.

3. The corporation is a non-profit corporation and shall not have or issue shares of stock or pay dividends.
4. The classes, rights, privileges, qualifications, obligations and the manner of election and appointment of members are as follows:

The sole member of the corporation shall be Housatonic Valley Association, Incorporated.

5. The Board of Directors shall be elected by the sole member pursuant to the procedure set forth in the by-laws.

The by-laws may provide for the classification of directors as to their terms of office.

6. The personal liability of the directors to the corporation is hereby limited to the fullest extent permitted by Section 33-427(c) of the Connecticut General Statutes, as presently enacted and as the same may be amended and supplemented from time to time.

7. In the event of the dissolution of the corporation or in the termination of its corporate existence, all of its net assets shall be transferred, paid over and delivered exclusively to or for the benefit of one or more organizations which, at the time of such transfer, payment and delivery, are exempt from taxation under Section 501(a), and are described in Section 501(c)(3), of the Internal Revenue Code of 1986, as presently enacted or as it may hereafter be amended, contributions and gifts to which constitute charitable contributions under Section 170(c)(2) of such code and bequests, legacies, devises, transfers and gifts to which are deductible under Sections 2055(a)(2) and 2522(a)(2) of such code. Said assets shall be used as nearly as practicable in accordance with the purposes of this corporation as herein set forth."

STATE OF CONNECTICUT)
OFFICE OF THE SECRETARY OF THE STATE)

SSR HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 18th day of July A.D. 1994

Paul R. Keiser
SECRETARY OF THE STATE