

RESTATED

CERTIFICATE OF INCORPORATION

OF

DELAWARE STATE BRIDGE ASSOCIATION, INC.

Pursuant to Section 245 of the
General Corporation Law of the State of Delaware

Delaware State Bridge Association, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 22, 1957. Such original certificate of incorporation was subsequently renewed and revived on April 16, 1982.

2. This Restated Certificate of Incorporation restates and amends the Certificate of Incorporation of the corporation and has been adopted and approved in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware

3. The text of the Certificate of Incorporation of the Corporation hereby is amended and restated to read in its entirety as follows:

ARTICLE I.

The name of the corporation is the DELAWARE STATE BRIDGE ASSOCIATION, INC. (the "Corporation")

ARTICLE II.

The registered address of the Corporation is 1021 Oriente Avenue, Wilmington, New Castle County, Delaware 19807-2260. The Registered agent at that address is Richard D. Rowland.

ARTICLE III.

The Corporation is to have perpetual existence.

ARTICLE IV.

The Corporation shall be a membership corporation and shall not have authority to issue any capital stock. There shall be one class of Members of the Corporation and the conditions for being a Member of the Corporation shall be stated in the By-Laws of the Corporation.

ARTICLE V.

The Corporation is organized for pleasure; recreation and other nonprofit purposes within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding section of the future tax code conferred on corporations by the laws of the State of Delaware, and of the objects and purposes set forth herein, it is hereby expressly provided that this corporation shall also have the power and right to preserve, purchase, acquire, take and/or hold in fee or otherwise, the title to any and every kind of property (real, personal and/or mixed wherever situated, which may be either purchases by this corporation or granted, bequeathed or devised to it, for the exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding section of future federal tax code, for which it is incorporated, without any limitation to the value of such property (either real, personal and/or mixed) so acquired; and this corporation further shall have the power and right, if for an exempt purpose within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding section of future federal tax code, to grant, bargain, deal in, sell, lease, mortgage, exchange, transfer, lien, or in any other manner whatever, dispose of property (real, personal and/or mixed) or of any interest in property (real, personal and/or mixed) within or without the State of Delaware, of which it may become seized and possessed; and this corporation shall further have the power and right, if for an exempt purpose within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding section of future federal tax code, to enter into, make and perform contracts of every kind and description and do any or all of the things herein set forth as fully and to the same extent as natural persons might or could do and in any part of the world; and the corporation further has the power and right, if for an exempt purpose within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding section of future federal tax code, to carry on any business in connection therewith, not forbidden by the laws of the State of Delaware, and with all of the powers conferred upon corporations by the laws of the State of Delaware. The nature of the business and the objects and purpose proposed to be transacted, promoted, and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do,

(a) To promote the development of the game of bridge, without intention of pecuniary gain, and the social meeting and companionship of bridge players, and to conserve the best interests of the game of bridge and any modifications or improvements of this game which future may develop.

(b) To constitute an authoritative state or organization for the final

determination of all questions and matters which arise in the play of bridge in Delaware, to interpret the rules and laws of bridge as they are to be applied in Delaware, and to serve as the arbitrator of controversies on all matters directly or indirectly pertaining to the game of bridge and any future development of this game.

(c) To promote bridge competition, and to formulate, interpret and enforce rules for the conduct of such competition.

(d) To determine the eligibility of participants in all games of bridge and under the jurisdiction of this association, and to improve the admission of participants by registration or other means.

ARTICLE VI.

(1) No part of the earnings, capital or property of the Corporation shall ever inure to the benefit of or be distributable to any Member, Director, officer, contributor or any other individual having a personal or private interest in the activities of the Corporation.

(2) No Member or Director shall receive or be lawfully entitled to receive any pecuniary profit or compensation from the Corporation merely for services as a Member or Director of the Corporation; provided, however, that any Member or Director may be reimbursed for out-of-pocket expenses incurred in carrying out the purposes of the Corporation.

ARTICLE VII.

The Corporation shall be subject to the following restrictions:

(1) No substantial part of the activities of the Corporation shall ever be for the carrying on of propaganda or otherwise attempting to influence legislation.

(2) The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VIII.

To the fullest extent that the General Corporation Law of the State of Delaware or any other law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to, or modification or repeal of, this Article shall adversely affect any right or

protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal.

ARTICLE IX.

No Member, Director, officer or employee of the Corporation shall be personally liable for the payment of the debts of the Corporation, except as such Member, Director, officer or employee may be liable by reason of his own conduct or acts.

ARTICLE X.

The Corporation shall indemnify and advance expenses to, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director [or an officer] of the Corporation or, while a director [or an officer] of the Corporation, is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify, or advance expenses to, an Indemnitee in connection with a proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the Corporation.

ARTICLE XI.

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, except as may be otherwise provided by law, the Board shall distribute all of the assets of the Corporation in such manner as the Board, in its absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be made to carry out the objects for which the Corporation is organized and operated as hereinbefore stated in Article V; and provided, further, that such distribution must be to one or more organizations which are then exempt from tax as organizations described in Section 501(c) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the Corporation is 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.

ARTICLE XII.

The Corporation reserves the right to amend, alter or change any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment, alteration, change or repeal shall be allowed to authorize the Board of Directors to manage the property of the Corporation or to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.