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RESTATED CERTIFICATE OF INCORPORATION

OF

NATIONAL ORGANIZATION OF ITALIAN-AMERICAN WOMEN, INC.

Under Section 805 of the New York Not-For-Profit Corporation Law

THE UNDERSIGNED, being a natural person of the age of eighteen (18) or over, acting as the incorporator, and desiring to form a corporation pursuant to the provisions of the New York Not-For-Profit Corporation Law, does hereby certify:

1. The name of the corporation is National Organization of Italian-American Women, Inc. (the "Corporation").

2. The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State on March 30, 1981.

3. The Certificate of Amendment of the Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State on September 26, 1985.

4. The Certificate of Incorporation of the Corporation, as amended, is further amended to: (i) increase the size of the Board of Directors of the Corporation; (ii) amend the purpose of the Corporation; (iii) change the post office address to which the Secretary of State shall mail a copy of any service of process against the Corporation served upon the Secretary of State; and (iv) add an email address to which the Secretary of State shall send an electronic copy of any service of process against the Corporation served upon the Secretary of State.

5. The text of the Certificate of Incorporation of the Corporation, as amended by the certificate heretofore filed pursuant to law, as now in force and effect, as further amended hereby, is hereby restated in a single certificate with such further amendments to said certificate incorporated herein.

6. The entire text of the Restated Certificate of Incorporation of the Corporation, as amended and supplemented by all certificates heretofore filed pursuant to law, as further amended hereby, is hereby restated to read as follows:

   FIRST: The name of the corporation is National Organization of Italian-American Women, Inc. (the "Corporation").

   SECOND: The office of the Corporation shall be located in New York County in the State of New York.

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THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-For-Profit Corporation Law (the "N-PCL").

FOURTH: The Corporation is formed for charitable purposes pursuant to Section 102(3-B) of the N-PCL.

FIFTH: The Corporation is formed for the purposes of fostering a positive ethnic identity among Italian-American women and supporting the development of their social, educational and economic goals and greater communication with other Italian-American and women's organizations, and promoting, preserving and celebrating Italian heritage and culture in America within the meaning of Section 501(c)(3) of the Internal Revenue Code.

SIXTH: In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the N-PCL and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

SEVENTH: Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code") and, in connection therewith:

a. the Corporation is not formed for any purpose or to engage in any activity requiring consent or approval of any state official, department, board, agency or other body (and no such consent or approval is required), including any of the activities mentioned in subparagraphs (a) - (v) of Section 404 of the N-PCL.

b. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

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d. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

e. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

EIGHTH: The Board of Directors of the Corporation shall be twenty-five (25) or such number as the Board of Directors of the Corporation shall from time to time determine, but in no event less than three (3).

NINTH: The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary of State by personal delivery is 25 West 43rd Street, Ste 1010, New York, NY 10036. The email address to which the Secretary of State shall email notice of the fact that process against it has been electronically served upon the Secretary of State is noiaw@noiaw.org.

TENTH: In the event of dissolution, all the remaining assets and property of the Corporation shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, subject to any approvals required by applicable law.

7. The foregoing restatement of the Certificate of Incorporation of the Corporation was duly authorized by the Board of Directors of the Corporation pursuant to Section 805 of the Not-For-Profit Corporation Law of the State of New York.

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IN WITNESS WHEREOF this certificate has been signed this 28th day of August, 2025.

Signed by:
Diana Femia
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By: Diana Femia
Title: Chair