24038623583

[illegible] NOV 24 A 9:08

FEC FORM 1

STATEMENT OF ORGANIZATION

Office Use Only

12FE4M5

1. NAME OF COMMITTEE (in full) ☑ (Check if name is changed) Example: If typing, type over the lines.

[illegible]

ADDRESS (number and street) [illegible]

(Check if address is changed)

STAMFORD [illegible] [illegible]-

CITY ▲ STATE ▲ ZIP CODE ▲

COMMITTEE'S E-MAIL ADDRESS

[illegible]

COMMITTEE'S WEB PAGE ADDRESS (URL)

[illegible].COM

COMMITTEE'S FAX NUMBER

[illegible]-[illegible]-[illegible]

2. DATE [illegible] / [illegible] / [illegible]

3. FEC IDENTIFICATION NUMBER ▶ C[illegible]

4. IS THIS STATEMENT ☐ NEW (N) OR ☑ AMENDED (A)

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer George W. M. Thomas

Signature of Treasurer [signature] Date [illegible]

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g.

ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

Office Use Only				

For further information contact:
Federal Election Commission
Toll Free 800-424-9530
Local 202-694-1100

FEC FORM 1
(Revised 02/2003)

FE1AN042.PDF

5. TYPE OF COMMITTEE (Check One)

(a) [ ] This committee is a principal campaign committee. (Complete the candidate information below.)

(b) [✓] This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)

Name of Candidate

Candidate Party Affiliation | Office Sought: [ ] House [ ] Senate [ ] President | State | District

(c) [ ] This committee supports/opposes only one candidate, and is NOT an authorized committee.

Name of Candidate

(d) [ ] This committee is a ______ (National, State or subordinate) committee of the ______ (Democratic, Republican, etc.) Party.

(e) [X] This committee is a separate segregated fund.

(f) [ ] This committee supports/opposes more than one Federal candidate, and is NOT a separate segregated fund or party committee.

6. Name of Any Connected Organization or Affiliated Committee

VERTRUE INCORPORATED

Mailing Address: 680 WASHINGTON BLVD.

STAMFORD CT 06901

CITY ▲ STATE ▲ ZIP CODE ▲

Relationship: CONNECTED ORGANIZATION

Type of Connected Organization:

[X] Corporation / L.L.C. [ ] Corporation w/o Capital Stock [ ] Labor Organization

[ ] Membership Organization [ ] Trade Association [ ] Cooperative

Write or Type Committee Name

[illegible] Incorporated PAC

7. **Custodian of Records:** Identify by name, address (phone number – optional) and position of the person in possession of committee books and records.

Full Name: George [illegible] Thomas

Mailing Address: 660 Washington Blvd

4th Floor

Stamford CT 06901-

CITY ▲ STATE ▲ ZIP CODE ▲

Title or Position ▼

Treasurer of [illegible] PAC

Telephone number [illegible]

8. **Treasurer:** List the name and address (phone number – optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name of Treasurer: George W. Thomas

Mailing Address: [illegible]

660 Washington Blvd [illegible]

Stamford CT 06901-

CITY ▲ STATE ▲ ZIP CODE ▲

Title or Position ▼

Treasurer [illegible] PAC

Telephone number [illegible]

Full Name of Designated Agent

Mailing Address

CITY ▲ STATE ▲ ZIP CODE ▲

Title or Position ▼

Telephone number - -

9. **Banks or Other Depositories:** List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc

LASALLE BANK

Mailing Address

135 SOUTH LASALLE STREET

CHICAGO | IL | 60603-

CITY ▲ STATE ▲ ZIP CODE ▲

Name of Bank, Depository, etc. N/A

Mailing Address

-

CITY ▲ STATE ▲ ZIP CODE ▲

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MEMBERWORKS INCORPORATED", CHANGING ITS NAME FROM "MEMBERWORKS INCORPORATED" TO "VERTRUE INCORPORATED", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2004, AT 2:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2201951 8100

040833822

AUTHENTICATION: 3488415

DATE: 11-18-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 11/18/2004
FILED 02:20 PM 11/18/2004
SRV 040833822 - 2201951 FILE

CERTIFICATE OF AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION

OF

MEMBERWORKS INCORPORATED

(FORMERLY CARDMEMBER PUBLISHING CORPORATION)
(INCORPORATED JULY 12, 1989)

PURSUANT TO SECTION 242
OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

MEMBERWORKS INCORPORATED (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Corporation is MEMBERWORKS INCORPORATED.

SECOND: That the Board of Directors of the Corporation, at a meeting duly noticed and held, duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Restated Certificate of Incorporation of the Corporation be amended by striking out Articles First and Eleventh thereof and by substituting in lieu of said Articles, the following Articles:

"FIRST: The name of the Corporation is VERTRUE INCORPORATED."

"ELEVENTH:

1. Number of Directors. The number of directors of the Corporation shall not be less than three. The exact number of directors within the limitations specified in the preceding sentence shall be fixed from time to time by, or in the manner provided in, the Corporation's By-Laws.

2. Election of Directors. Elections of directors need not be by written ballot except as

and to the extent provided in the By-Laws of the Corporation.

3. Terms of Office. The term of office of each director elected at an annual meeting, or elected or appointed at any time in the period between annual meetings, shall expire at the next annual meeting of shareholders following such election or appointment. Each director elected or appointed shall serve until his successor shall be elected and qualify, or until his earlier death, resignation, removal or disqualification. Any vacancies in the Board of Directors, by reason of an increase in the number of directors or otherwise, shall be filled solely by the Board of Directors, by majority vote of the directors then in office, though less than a quorum, but any such director so elected shall hold office only until the next succeeding annual meeting of stockholders. At such annual meeting, such director or a successor to such director shall be elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director.

4. Quorum; Action at Meeting. A majority of the directors at any time in office shall constitute a quorum for the transaction of business. In the event one or more of the directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each director so disqualified, provided that in no case shall less than one-third of the number of directors fixed pursuant to Section 1 above constitute a quorum. If at any meeting of the Board of Directors there shall be less than such a quorum, a majority of those present may adjourn the meeting from time to time. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by law, by the By-Laws of the Corporation or by this Amended and Restated Certificate of Incorporation.

5. Removal. Directors of the Corporation may be removed only for cause by the affirmative vote of the holders of at least two-thirds of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote.

6. Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the board, shall be filled only by a vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected to hold office until the next election of directors, subject to the election and qualification of his successor and to his earlier death, resignation or removal."

THIRD: That the annual meeting of stockholders of the Corporation was duly called and subsequently held on November 18, 2004, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

FOURTH: The amendment of the Restated Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Executed this 18th day of November, 2004.

By: ______________________
Name: Gary W. Johnson
Title: President and
Chief Executive Officer

24038623591

Federal Election Commission
ENVELOPE REPLACEMENT PAGE FOR INCOMING DOCUMENTS
The FEC added this page to the end of this filing to indicate how it was received.

☐	Hand Delivered	Date of Receipt
☐	USPS First Class Mail	Postmarked
☐	USPS Registered/Certified	Postmarked (R/C)
☐	USPS Priority Mail	Postmarked Delivery Confirmation ™ Label ☐
☐	USPS Express Mail	Postmarked
☐	Postmark Illegible	
☐	No Postmark	
☑	Overnight Delivery Service (Specify): DHL	Shipping Date 11/23/04
☐	Received from House Records & Registration Office	Date of Receipt
☐	Received from Senate Public Records Office	Date of Receipt
☐	Received from Electronic Filing Office	Date of Receipt
☐	Other (Specify):	Date of Receipt or Postmarked

PREPARER | DATE PREPARED 11/24/04

(5/2004)