

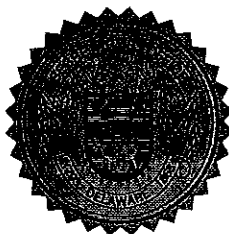
# Delaware

PAGE 1

*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 RESTATED CERTIFICATE OF "CHARITIES AID FOUNDATION AMERICA", FILED IN THIS OFFICE ON THE THIRD DAY OF SEPTEMBER, A.D. 2003, AT 11:30 O'CLOCK A.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2296026 8100

AUTHENTICATION: 2655296

030569816

DATE: 09-26-03

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CHARITIES AND FOUNDATION OF AMERICA

Charities Aid Foundation of America, a nonstock corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows

1. The name of this corporation is Charities Aid Foundation of America. The date of filing of its original Certificate of Incorporation with the Secretary of State was April 29, 1992 under the name Charities Aid Foundation. The corporation adopted a Restated and Amended Certificate of Incorporation which was filed with the Secretary of State on 6th June 1994. The name of the corporation was changed to Charities Aid Foundation of America in connection with the restatement and amendment of the Certificate of Incorporation.

2. This Restated Certificate of Incorporation restates and amends the Certificate of Incorporation of the incorporation to permit the Member to amend the corporation's Certificate of Incorporation and its by-laws.

3. The text of the Certificate of Incorporation is hereby to read as herein set forth in full:

ARTICLE ONE

The name of this corporation is Charities Aid Foundation America.

ARTICLE TWO

The name of this corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

A. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), including but not limited to the promotion and facilitation of international philanthropic giving.

B. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of

the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

#### ARTICLE 4

This corporation shall not have any capital stock, and the conditions of membership in this corporation shall be as stated in the Bylaws of this corporation.

#### ARTICLE FIVE

This corporation shall have perpetual existence.

#### ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Member of this corporation alone shall have the power to make, alter, or repeal, as applicable, from time to time the Certificate of Incorporation or the Bylaws of this corporation.

#### ARTICLE SEVEN

A. Elections of the directors of this corporation need not be by written ballot unless the Bylaws of this corporation shall so provide.

B. Meetings of the members of this corporation may be held within or without the State of Delaware, as the Bylaws of this corporation may provide. The books of this corporation may be kept (subject to any provision of law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of this corporation.

#### ARTICLE EIGHT

A. Except as permitted bylaw, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

B. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to any private shareholder (as defined for purposes of Section 501(c)(3) of the Code) or individual.

C. The property, assets, profits, and net income of this corporation are dedicated irrevocably to the purpose set forth in ARTICLE THREE above, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, or member of this corporation, or to the benefit of any other private individual.

D. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets of this corporation shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

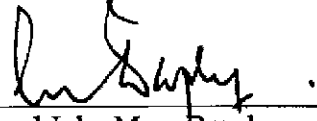
#### ARTICLE NINE

To the fullest extent consistent with this corporation's tax-exempt status under Section 501(c)(3) of the Code, a director of this corporation shall not be personally liable to this corporation or its member for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its members, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended, and Section 501(c)(3). Any repeal or modification of this Article shall not adversely affect any right or protection of a director of this corporation existing at the time of such repeal or modification.

4. This Restated Certificate of Incorporation was duly adopted by unanimous written consent of the members in accordance with the applicable provisions of Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS THEREOF, said Charities Aid Foundation of America has caused this Certificate to be signed by the Member, Michael John Mary Brophy, and by its Secretary, Colleen Tighe, this 31st day of July, 2000.

CHARITIES AID FOUNDATION OF AMERICA

By:   
Michael John Mary Brophy,

President

Attest:

By:   
Colleen Tighe, Secretary

ACTION BY INCORPORATOR

OF

CHARITIES AID FOUNDATION

A Delaware Not for Profit Corporation

The undersigned, the incorporator of said corporation, incorporated on the 29<sup>th</sup> day of April, 1992, pursuant to the Laws of the State of Delaware, hereby appoints the following as directors of said corporation, effective immediately:

1. Nancy Bikson-Joste

2. vacant

3. vacant

EXECUTED This 5<sup>th</sup> day of May, 199~~2~~

Incorporator

Nancy Bikson-Joste