

10/07 NAME CHANGE

From: Doctors Choose, Inc.

To:  
DoctorsChoose.org

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
November 16, 2007.

*Paul LaPointe*

Paul LaPointe  
Special Deputy Secretary of State

071031000 569

Certificate of Amendment of the Certificate of Incorporation  
of  
DONORSCHOOSE, INC.

Under Section 803 of the Not-for-Profit Corporation Law

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FIRST: The name of the Corporation is DonorsChoose, Inc.

SECOND: The certificate of incorporation of the Corporation was filed with the Department of State on July 10, 2000 and the certificate of incorporation was filed under Section 402 of the Not-For-Profit Corporation Law. The date of the filing of the restated certificate of incorporation was August 22, 2002.

THIRD: The Corporation was formed under Section 402 of the Not-for-Profit Corporation Law. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

FOURTH: Article FIRST of the certificate of incorporation of the Corporation, which sets forth the name of the corporation, is hereby amended to read as follows:

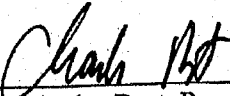
"FIRST: The name of the corporation is DonorsChoose.org."

FIFTH: The amendment to the certificate of incorporation of the Corporation herein provided for was authorized by vote of a majority of the entire Board of Directors at a duly called meeting of the Board of Directors held on October 2, 2007, at which a quorum was present throughout, the Corporation having no members entitled to vote on said amendment.

SIXTH: The secretary of state is designated as agent of the Corporation upon whom process against it may be served and the post office address of the Corporation within the State of New York to which the Secretary of State shall mail a copy of any notice required by law is DonorsChoose.org, 347 West 36th Street, Suite 503, New York, NY 10018, attention: Charles Best.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury.

Dated: October 9, 2007

  
\_\_\_\_\_  
Charles Best, President

STATE OF NEW YORK )

) SS.:

COUNTY OF NEW YORK

Alice M. Stuart, being duly sworn, deposes and says that she is an attorney for the Corporation submitting the foregoing Amendment to the Certificate of Incorporation, and that no previous application for the approval of said Amendment to the Certificate of Incorporation by any Justice of the Supreme Court has ever been made.

Alice M. Stuart  
Alice M. Stuart

Subscribed and sworn to before  
me on October 12, 2007

[Signature]  
Notary Public

**HART SPRINGER**  
**NOTARY PUBLIC, STATE OF NEW YORK**  
**NO. 02890121489**  
**QUALIFIED IN NEW YORK COUNTY**  
**COMMISSION EXPIRES 9/15/2010**

071031000 869

**Certificate of Amendment  
Of the  
Certificate of Incorporation  
Of  
DONORSCHOOSE, INC.**

Under Section 803 of the Not-For-Profit Corporation Law

STATE OF NEW YORK  
DEPARTMENT OF STATE

OCT 5 1 2007

FILED  
T.S.  
ST.

*[Signature]*  
*[Signature]*

Filed by: Nathan C. Dee  
Dewey & LeBoeuf LLP  
125 West 55<sup>th</sup> Street  
New York, NY 10019

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