

University of the
Education



F 020822000 281
State of New York
Department

STATE OF NEW YORK

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: ss.:

COUNTY OF ALBANY

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Pursuant to the provisions of section 104, subdivision (e) of the Not-for-Profit Corporation Law, consent is hereby given to the restated and amended certificate of incorporation of the purposes of DonorsChoose, Inc., as set forth in the annexed restated certificate of incorporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 11th day of July, 2002.

Richard P. Mills
Commissioner of Education

By:

Richard L. Nabozny
Senior Attorney

This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

Restated Certificate of Incorporation

of

DonorsChoose, Inc.

Under Section 805 of the Not-for-Profit Corporation Law

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

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on July 10, 2000.

THIRD: The corporation was formed under the Not-for-Profit Corporation Law.

FOURTH: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The type of corporation which the corporation shall hereafter be under Section 201 of the Not-for-Profit Corporation Law is Type B.

SIXTH: 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 process is as follows: C/O Charles Best, 285 West Broadway, Suite 500, New York, NY 10013.

SEVENTH: The amendment of the certificate of incorporation of the corporation effected by this restated certificate is to enlarge its corporate purposes and to change the post office address for service of process.

EIGHTH: To accomplish the foregoing amendment, Article 3 of the certificate of incorporation of the corporation, relating to the corporate purpose is hereby amended to read as set forth in the same numbered article of the certificate of incorporation of the corporation as hereinafter restated, and Article 7 of the certificate of the corporation, relating to the post office address for service of process is hereby amended to read as set forth in the same numbered article of the certificate of incorporation of the corporation as hereinafter restated.

NINTH: The restatement of the certificate of incorporation of the corporation herein provided for was authorized on June 4, 2002 at a meeting of the Board of Directors at which a quorum was present, by the vote of a majority of the entire Board of Directors, the corporation having no members entitled to vote on said restatement.

TENTH: The text of the certificate of incorporation of the corporation is hereby restated as amended herein to read as follows:

1. The name of the Corporation is DonorsChoose, Inc.
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law of the State of New York.
3. The purposes for which the Corporation is formed are as follows:
 - (a) to benefit New York City public school students and other students by allowing donors to fund the purchase of materials and the creation of projects recommended by New York City public school teachers and other teachers;
 - (b) to simplify the grant-making process for projects and materials to be used in New York City public schools and other schools;
 - (c) to allow donors to choose which projects and materials to fund;
 - (d) to conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes;
 - (e) nothing herein shall authorize the corporation to operate or maintain a library, museum, historical society, nursery school, elementary school, secondary school or institution of higher learning, or to grant degrees, or to engage in any act or activity requiring the consent or approval of any state official, department, board or other body without such consent or approval first being obtained.
4. In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law 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.
5. Notwithstanding any other provision of these articles, 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 shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in subparagraphs (b) - (v) of Section 404 of the Not-for-Profit Corporation Law.
 - (b) the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets,


income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the corporation in furtherance of one or more of its purposes;

(c) no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501 (h) or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(d) the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, as it may be amended.

6. The principal office of the Corporation shall be located in New York County, State of New York.
7. 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 post office address to which the Secretary shall mail a copy of any process against the corporation served upon him is c/o Charles Best, 285 West Broadway, Suite 500, New York, NY 10013.
8. In the event of dissolution of the Corporation, all of the assets and property of the Corporation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be distributed, in accordance with Section 1102 of the Not-for-Profit Corporation Law, as it may be amended, to further the not-for-profit purposes of the Corporation and/or to such charitable and educational organizations as shall qualify under Section 501(c)(3) of the Code.

Signed on June 4, 2002.



Charles Best, Director



www.DonorsChoose.org

AFFIDAVIT OF CHARLES BEST

Charles Best, being duly sworn, deposes and says:

- i I am the President and a director of DonorsChoose, Inc.
- ii I make this affidavit in support of the application for the approval of the Restated Certificate of Incorporation.
- iii The current assets of DonorsChoose, Inc. will be used for current purposes, and the future assets of DonorsChoose, Inc. will be used for purposes as stated in the Restated Certificate of Incorporation.

Charles Best, President

Sworn to before me
this 6th day of August, 2002

Notary Public

CHRISTINE A. WILL
NOTARY PUBLIC, State of New York
No. 41-5007903
Qualified in Suffolk County
Commission Expires FEB. 8, 20 03

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STATE OF NEW YORK)

) SS.:

COUNTY OF NEW YORK)

Alice M. Stuart, being duly sworn, deposes and says that she is an attorney and counsellor at law and an associate of the firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., attorneys for the corporation submitting the foregoing Restated Certificate of Incorporation, and that no previous application for the approval of said Restated Certificate of Incorporation by any Justice of the Supreme Court has ever been made.

Alice M. Stuart

Subscribed and sworn to before
me on June 4, 2002.

Julia Mallon Martos

Notary Public

JULIA MALLON MARTOS
Notary Public, State of New York
No. 41-4763196

Qualified in Queens County
Commission Expires 1/31/2002

~~I, a Justice of the Supreme Court of the State of New York, First Judicial District,~~
do hereby approve the foregoing Restated Certificate of Incorporation of and consent that the
same be filed.

~~Signed on _____, 2002.~~

~~Justice of the Supreme Court of the
State of New York,
First Judicial District~~

STATE OF NEW YORK)

) SS.:

COUNTY OF NEW YORK)

Alice M. Stuart, being duly sworn, deposes and says that she is an attorney and counsellor at law and an associate of the firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., attorneys for the corporation submitting the foregoing Restated Certificate of Incorporation, and that no previous application for the approval of said Restated Certificate of Incorporation by any Justice of the Supreme Court has ever been made.

Alice M. Stuart

Subscribed and sworn to before
me on June 4, 2002.

Michael Mallon Marks

Notary Public
MICHAEL MALLON MARKS
Notary Public, State of New York
No. 41-4783196
Qualified in Queens County
Commission Expires 12/31/2002

MARTIN SCHOENFELD

I, a Justice of the Supreme Court of the State of New York, First Judicial District,
do hereby approve the foregoing Restated Certificate of Incorporation of: DonorsChoose, Inc.
and consent that the same be filed.

Signed on AUG 16 2002, 2002.

Wt Schoenfeld

Justice of the Supreme Court of the
State of New York,
First Judicial District

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 30 DAYS HEREFTER.

by Laura Werner
ASSISTANT ATTORNEY GENERAL

DATE

August 8, 2002

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STATE OF NEW YORK
DEPARTMENT OF STATE

AUG 22 2002

FILED
TAXS
BY:

[Signature]

RESTATED CERTIFICATE OF INCORPORATION

OF

DONORSCHOOSE, INC.

Under Section 805 of the Not-for-Profit Corporation Law

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RECEIVED

2002 AUG 20 AM 11:04

[Handwritten initials]

[Handwritten mark]

AUG 15 2002

[Handwritten signature]

2002 AUG 22 AM 9:03

RECEIVED

FILED BY:

LEBOEUF LAMB GREENE & MACRAE L.L.P.
125 West 55th Street
New York, NY 10019-5389

Cust. Ref#610448AJC

DRAWDOWN

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