

*State of New York* }  
*Department of State* } *ss:*

*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 seal of the Department of State on* **NOV 24 1999**



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

F 99112200 1002

New York State  
Department of State  
Division of Corporations and State Records  
Albany, NY 12231

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
UNITED STATES COMMITTEE FOR UNICEF**

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

**FIRST:** The name of the Corporation is United States Committee for UNICEF. The Corporation was initially formed under the name United States Committee for the International Children's Emergency Fund.

**SECOND:** The original Certificate of Incorporation of the Corporation was filed with the New York Department of State on December 31, 1947. A Restated Certificate of Incorporation was filed with the New York Department of State on August 28, 1984.

**THIRD:** The Certificate of Incorporation is amended to effect changes to each of the following articles:

- (a) Article I is amended to change the Corporation's name.
- (b) Article VII is amended to change the Corporation's post office address.

**FOURTH:** This Restated Certificate of Incorporation was authorized by the Board of Directors of the Corporation at the Annual Meeting of the Corporation on June 15, 1999 by a unanimous vote of the Directors, a quorum and a majority of the entire Board of Directors being present at the meeting.

**FIFTH:** The text of the Certificate of Incorporation as previously amended and restated is hereby restated as further amended to read as set forth in full:

New York State  
Department of State  
Division of Corporations and State Records  
Albany, NY 12231

**CERTIFICATE OF INCORPORATION  
OF  
United States Fund for unicef**

Under Section 402 of the New York Not-For-Profit Corporation Law

- I. The name of the Corporation is United States Fund for unicef.
- II. The Corporation is formed exclusively for charitable and educational purposes, particularly to inform the American people of the needs of children in developing countries; to create an awareness of the diversity of human cultures, of the commonality of human needs and interests and of the responsibility to share in the world's resources and benefits; to solicit and receive funds and other property for the purposes stated herein; to participate in coordinating planning with voluntary agencies engaged in child relief; and to otherwise improve the well-being of children in the world.
- III. In furtherance, and not in limitation, of the foregoing purposes, the Corporation shall enjoy all powers which are or may hereafter be conferred upon such corporations under the Not-For-Profit Corporation Law and any law applicable to it.
- IV. The Corporation is a corporation as defined in section 102(a)(5) of the Not-for-Profit Corporation Law and is a Type B Not-for-Profit Corporation as defined in section 201 of the Not-for-Profit Corporation Law.
- V. The city, county and state in which the principal office of the Corporation is to be located is the City, County and State of New York.
- VI. The territory in which the operations of the Corporation will principally be conducted is the United States, but the Corporation's operations may also be conducted throughout the world.
- VII. The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary is:

333 East 38<sup>th</sup> Street  
New York, NY 10016

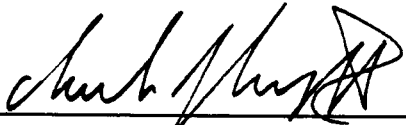
VIII. (a) The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

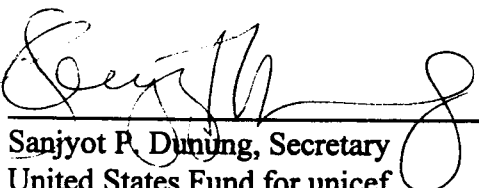
(b) No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder.

(c) 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 distributing of statements) any political campaign on behalf of any candidate for public office.

IX. In the event of dissolution of the Corporation, the assets of the Corporation shall be distributed by a court of competent jurisdiction to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the dissolved Corporation was organized.

IN WITNESS WHEREOF, this certificate has been subscribed this 11<sup>th</sup> day of November, 1999, by the undersigned, who affirms that the statements made herein are true under the penalties of perjury.

 11.11.99  
\_\_\_\_\_  
Charles J. Lyons, President  
United States Fund for unicef  
333 East 38th Street  
New York, NY 10016

 11/11/99  
\_\_\_\_\_  
Sanjyot P. Dunning, Secretary  
United States Fund for unicef  
333 East 38th Street  
New York, NY 10016

991122001062

RESTATED CERTIFICATE OF INCORPORATION  
OF  
United States Fund for unicef

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

Filed by:

Deborah J. Zateeny, Esquire

(Name)

Ballard Spahr Andrews & Ingersoll, LLP

51<sup>st</sup> Floor

1735 Market Street

(Mailing address)

Philadelphia, PA 19103-7599

(City, State and Zip code)

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

NOV 22 1999

FILED

TAX S

BY:

JAA

New York