

**CERTIFICATE OF INCORPORATION
OF**

[FOUNDATION NAME]

(a Delaware corporation not for profit and without capital stock)

The undersigned, for the purpose of organizing a nonstock corporation pursuant to section 101 of the General Corporation Law of the State of Delaware (“GCL”) hereby certifies:

FIRST: The name of the corporation (hereinafter called the “Corporation”) is **[Foundation Name]**.

SECOND: The address of the registered office of the Corporation is: 341 Raven Circle, in the City of Wyoming, County of Kent, State of Delaware, 19934. The name of the registered agent of the Corporation at that address is Corporations USA, LLC.

THIRD: The Corporation is organized and shall be operated exclusively to benefit religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, educational or other charitable purposes, as set forth in Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to engage in any lawful act or activity for which a corporation may be organized under the Delaware GCL.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board of Directors of the Corporation (the “Board”) may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful activity for which corporations may be organized under the GCL.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in sections 121 and 122 of the GCL now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the GCL, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

FIFTH: The Corporation shall not have authority to issue capital stock.

SIXTH: The directors of the Corporation shall be the members of the Corporation for all purposes. All actions, consents and approvals taken by the directors shall be and be deemed to be taken by them as the members and as the directors of the Corporation for all purposes, whether or not the specific action, consent or approval specifically references them as acting as members at the time. The Corporation shall have no shareholders.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

During such period, or periods, of time as the Corporation is treated as a “private foundation” pursuant to section 509 of the Code, the directors must distribute the Corporation’s income at such time and in such manner so as not to subject the Corporation to tax on undistributed income imposed by section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under section 4943 of the Code, from making any investments or otherwise acquiring assets in such a manner so as to subject the Corporation to tax under section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

Notwithstanding any other provision of this Certificate, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or carry on any activity not permitted to be carried on by a nonprofit corporation organized under the laws of the State of Delaware pursuant to the provisions of the GCL.

EIGHTH: In the event of dissolution or final liquidation of the Corporation the Board shall perform all necessary acts required by Section 276 of the GCL. All of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation

and for necessary expenses thereof, be distributed (i) to the Federal government, (ii) to a state or local government, for a public purpose or (iii) to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine or if there are no directors as set forth in the Bylaws of the Corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the office of the registered agent of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

NINTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Foundation Source Philanthropic Services Inc.	501 Silverside Road, Suite 123 Wilmington, DE 19809

TENTH: Until such time as the initial director of the Corporation has been duly elected and qualified, the incorporator shall be authorized and empowered to designate as depositories of the Corporation such bank, banks or trust companies, domestic or foreign, as the incorporator may deem necessary or advisable for the proper conduct of the business of the Corporation by a written direction or letter in each case addressed to the depository involved and to open with any such depository an account or accounts of the Corporation, to be known by such appropriate name or names as the incorporator may designate in such direction or letter.

ELEVENTH: Except as otherwise provided by law or in the Bylaws of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised (i) initially by the incorporator, until such time as an initial director has been duly elected and qualified, and (ii) thereafter by the Board.

TWELFTH: The duration of the existence of the Corporation is perpetual.

THIRTEENTH: A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code. If the GCL is amended after the date hereof further eliminating or limiting the

personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

The Corporation is authorized to provide indemnification of agents (as defined in Section 145 of the GCL) for any breach of duty to the Corporation through Bylaw provisions, through agreements with the agents, and/or through Board resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 145 of the GCL, subject to the limitations on such excess indemnification set forth in Section 102 of the GCL.

Any repeal or modification of this Article THIRTEENTH shall be prospective and shall not affect the rights under this Article THIRTEENTH in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

FOURTEENTH: From time to time, and in furtherance of the purposes for which the Corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted by a unanimous vote of the Board, and all rights at any time conferred upon the directors of the corporation by this certificate of incorporation are granted subject to the provisions of this Article FOURTEENTH.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on [Month] [Date], [Year].

INCORPORATOR:

FOUNDATION SOURCE PHILANTHROPIC SERVICES INC.

By: _____

Name:

Title: