

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "SAO PAULO GRADED SCHOOL FOUNDATION", as received and filed in this office the twenty-fifth day of November, A. D. 1968, at 10 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover this twenty-fifth day of November in the year of our Lord one thousand nine hundred and sixty-eight.

ELISHA C. DUKES
Secretary of State

G. F. DOWNS
Ass't. Secretary of State

""""""""""
" Secretary's Office "
" " "
" 1855 Delaware 1793 "
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CERTIFICATE OF INCORPORATION
OF

SAO PAULO GRADED SCHOOL FOUNDATION

FIRST: The name of the corporation is

SAO PAULO GRADED SCHOOL FOUNDATION.

SECOND: Its registered office in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its registered agent is THE CORPORATION TRUST COMPANY, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The objects or purposes to be promoted or carried on are:

Said corporation is organized exclusively for charitable and educational purposes, and including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

The primary purpose of the organization shall be:

To furnish financial and administrative aid and support for educational programs in both the United States and in foreign countries.

To assist in the building, establishing, maintaining and operating schools and educational institutions of all kinds in the United States and in foreign countries, and generally do and perform all acts and to have all facilities necessary, useful, incidental or advantageous in the carrying out of all or any of the foregoing objects.

To collect, receive and maintain any fund, or funds, by subscription, or otherwise, and to apply the income and principal thereof to the promotion of the purposes hereinbefore set out.

To accept gifts or endowments by way of trust or otherwise and to administer the same with all fiduciary and investment powers necessary or appropriate.

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

Acting through its board of directors, its president and other officers, subject to the powers and restrictions of this Certificate of Incorporation, and its by-laws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this Certificate of Incorporation and not forbidden by the laws of the State of Delaware.

To have offices and promote and carry on its objects and purposes within or without the State of Delaware, in other states, the District of Columbia, the territories or colonies of the United States and in foreign countries.

In general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited, or forbidden by the by-laws of this corporation.

FOURTH: The corporation shall not have any capital stock and the conditions of membership shall be as provided for in the by-laws.

The corporation shall be strictly a non-profit, non-stock and non-political organization and no part of the income or assets of the corporation shall inure to any member, officer, or director, except as compensation for specific duties performed under the direction of others in authority. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

FIFTH: The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
B. J. Consono	100 West Tenth Street Wilmington, Delaware
F. J. Obara, Jr.	100 West Tenth Street Wilmington, Delaware
A. D. Grier	100 West Tenth Street Wilmington, Delaware

SIXTH: The corporation shall have perpetual existence.

SEVENTH: The private property of the members shall not be subject to the payment of corporate debts.

EIGHTH: The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the by-laws. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the by-laws may provide, and shall hold office until their successors are respectively elected and qualified. The by-laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolutions adopted by the board of directors. The directors of the corporation may, if the by-laws so provide, be classified as to term of office. The corporation may elect such officers as the by-laws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the by-laws may provide. The board of directors is expressly authorized to make, alter or repeal the by-laws of this corporation.

This corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the board of directors shall not exercise any power or authority conferred herein or by statute upon the members.

NINTH: Meetings of members may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provisions contained in the statutes), outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation, provided however, no change shall be made affecting the status as a non-profit organization.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 17th day of October, 1968.

B. J. Consono (SEAL)

E. J. Obara, Jr. (SEAL)

A. D. Grier (SEAL)

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) SS.

BE IT REMEMBERED that on this 17th day of October, 1968, personally came before me, a Notary Public for the State of Delaware, B. J. Consono, F. J. Obara, Jr. and A. D. Grier, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

A. Dana Atwell

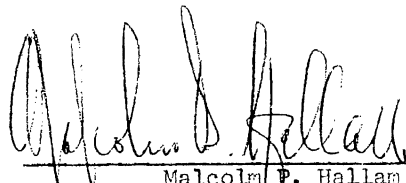
Notary Public

A. DANA ATWELL
NOTARY PUBLIC
APPOINTED OCT. 28, 1967
STATE OF DELAWARE
TERM TWO YEARS

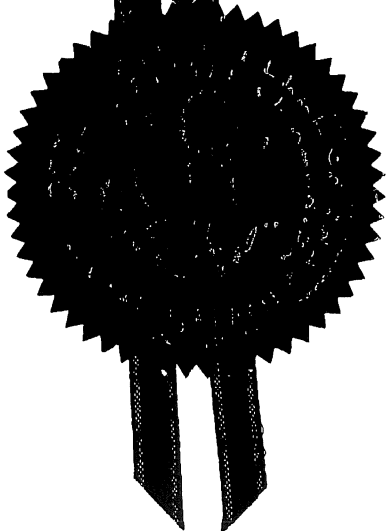
REPUBLIC OF BRAZIL)
STATE OF SAO PAULO)
CITY OF SAO PAULO)
CONSULATE GENERAL OF) ss:
THE UNITED STATES OF)
AMERICA)

BE IT REMEMBERED that on this 12th day of November, 1960,
personally came before me, Malcolm P. Hallam, Consul of the United
States of America at São Paulo, Brazil, duly commissioned and qualified,
Thurston Lynch, Vice President of São Paulo Graded School Foundation,
corporation of the State of Delaware, and he duly executed attached
certificate before me and acknowledged the said certificate to be his act
deed and the act and deed of said corporation and that the facts
set forth therein are true; and that the seal affixed to said certificate
is attested by the Secretary of said corporation is the common or
corporation seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office
this 12th day and year aforesaid.



Malcolm P. Hallam
Consul of the United States of
America



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SAO PAULO GRADED SCHOOL FOUNDATION

Sao Paulo Graded School Foundation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That the board of directors of said corporation, at a meeting duly convened and held on September 15, 1969, at 5:00 P.M., proposed an amendment to its Certificate of Incorporation^{in accordance with Section 242} and at said meeting duly passed a resolution setting forth the amendment proposed, declaring its advisability and calling a subsequent meeting of the board of directors of said corporation for the consideration thereof, said meeting, to be held on a date not earlier than fifteen days and not later than sixty days from the meeting at which the aforementioned resolution had been passed.

(2) That thereafter on October 24, 1969, at 5:15 P.M., pursuant to such call and to due and written notice thereof given to each of the board of directors more than 15 days prior to such date, all as required by the by-laws of the corporation, a special meeting of the board of directors was held and there were present at such meeting a majority of all the members of the board of directors of the corporation, to wit, six (6) of the total number of nine (9) directors.

(3) That at said meeting a vote of the board of directors was taken for and against the amendment to the Certificate of Incorporation, said amendment being as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof number "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is
SÃO PAULO EDUCATION FOUNDATION"

(4) That at said meeting of the board of directors six (6) of the total number of nine (9) directors of the corporation, voted in favor of said amendment.

IN WITNESS WHEREOF, said Sao Paulo Graded School Foundation has caused its corporate seal to be herunto affixed and this certificate to be signed by G. Thurston Lynch, its Vice President, and attested by Willard L. Smith, its Secretary, this 12th day of November, 1969.

SÃO PAULO GRADED SCHOOL FOUNDATION

By G. Thurston Lynch
Vice President

ATTEST:

By Willard L. Smith
Secretary



Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SAO PAULO EDUCATION FOUNDATION", CHANGING ITS NAME FROM "SAO PAULO EDUCATION FOUNDATION" TO "FRIENDS OF GRADED FOUNDATION", FILED IN THIS OFFICE ON THE SIXTH DAY OF NOVEMBER, A.D. 2019, AT 10 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

693615 8100
SR# 20197960374

Authentication: 204021048
Date: 11-16-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)**

The corporation, Sao Paulo Education Foundation,
organized and existing under the laws of the State of Delaware, hereby certifies as
follows:

(1) That at a meeting a vote of the members of the governing body was taken
for and against the amendment to the Certificate of Incorporation, said Amendment being
as follows:

The Certificate of Incorporation of the Corporation
be amended by changing the Article thereof number
"FIRST" so that, as amended, said Article shall be
as follows 'The name of the corporation is Friends
of Graded Foundation'

(2) That said amendment was duly adopted in accordance with the provisions of
Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be
signed this 30th day of October, A.D. 2019.

By: 
Authorized Officer

Name: Thomas Graham
Print or Type