

CERTIFICATE OF INCORPORATION

OF

SÃO PAULO GRADED SCHOOL FOUNDATION

FIRST: The name of the corporation is

SÃO 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)

F. 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