

# Delaware

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*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 "ALL KIDS MATTER, INC.", CHANGING ITS NAME FROM "ALL KIDS MATTER, INC." TO "PARTNERSHIP FOR EDUCATIONAL JUSTICE, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF FEBRUARY, A.D. 2014, AT 11:12 O'CLOCK A.M.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1129222

DATE: 02-12-14

CERTIFICATE OF AMENDMENT  
TO THE CERTIFICATE OF INCORPORATION  
OF  
ALL KIDS MATTER, INC.  
(a corporation without capital stock)

Under Section 242 of the General Corporation  
Law of the State of Delaware

The corporation named above, a nonstock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**First.** 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, which amendment changes the name of the Corporation to "Partnership for Educational Justice, Inc.", so that, as amended, SECTION 1 of the Corporation's Certificate of Incorporation shall read as follows:

"**Section 1. Name.** The name of the Corporation is PARTNERSHIP FOR EDUCATIONAL JUSTICE, INC. (the "Corporation")."

**Second.** That the 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 12th day of February, 2014.

By: /s/ Alma Dale Campbell Brown  
President

# Delaware

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*The First State*

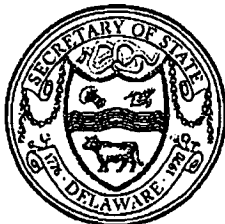
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALL KIDS MATTER, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2013, AT 11:48 O'CLOCK A.M.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0998129

DATE: 12-19-13

CERTIFICATE OF INCORPORATION

OF

ALL KIDS MATTER, INC.

The undersigned does hereby make and acknowledge this Certificate of Incorporation for the purpose of forming a nonprofit nonstock corporation pursuant to Section 102 of the General Corporation Law of the State of Delaware.

**Section 1. Name.** The name of the Corporation is ALL KIDS MATTER, INC. (the "Corporation").

**Section 2. Registered Office and Agent.** The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

**Section 3. Purposes.** (a) The Corporation is a nonprofit nonstock corporation, and it is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the "Code").

(b) In furtherance of its purposes, the Corporation may, but shall not be required to, give preference to education reform litigation in the public interest.

(c) Notwithstanding any other provision of this Certificate of Incorporation to the contrary, the Corporation is organized to function exclusively as an organization described in section 501(c)(3) of the Code, contributions to which are deductible for U.S. federal income tax purposes.

**Section 4. Stock and Membership.** The Corporation shall not have authority to issue any capital stock. The conditions of membership in the Corporation, or other criteria for identifying members, if any, shall be as provided in the Bylaws.

**Section 5. Board of Directors.** Except as otherwise provided by law, or in any Bylaws of the Corporation, all the affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors. The number of directors and the manner of their election shall be as provided in the Bylaws and, unless otherwise provided therein, the election of directors need not be by ballot.

**Section 6. Incorporator.** The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Daniel Allen	36 East 12th Street New York, NY 10003

**Section 7. Restrictions and Limitations.** (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in section 501(c)(3) of the Code, contributions to which are deductible for U.S. federal income tax purposes.

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any of its incorporator, directors, officers or other private shareholder or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 hereof.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Neither the whole, nor any part or portion, of the net earnings or assets of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for purposes other than those stated in Section 3 hereof.

(e) Notwithstanding anything contained herein to the contrary, if the Corporation shall during any period be treated as a private foundation as defined in section 509(a) of the Code, the Corporation shall during any such period: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; (2) not engage in an act of self-dealing as defined in section 4941(d) of the Code; (3) not retain any excess business holdings as defined in section 4943(c) of the Code; (4) not make any investments in such manner as to subject it to tax under section 4944 of the Code; and (5) not make any taxable expenditures as defined in section 4945(d) of the Code.

**Section 8. Indemnification; Limitation of Liability of Directors.** (a) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, the Corporation may indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or other matters, all as more fully provided in the Bylaws.

(b) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

**Section 9. Amendments.** The Board of Directors has the right to amend, alter, change or repeal any provision contained in this Certificate or in the Bylaws of the Corporation in the manner now or hereafter provided by law, and all rights conferred herein on directors are subject to this reserved power; provided, that any such amendment, alteration, change or repeal shall be consistent with the requirements of section 501(c)(3) of the Code; and provided, further, that any amendment, alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

**Section 10. Liquidation.** In the event of the termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, its remaining net assets, if any, shall be distributed exclusively for one or more of the purposes stated in Section 3 hereof in such manner, or to one or more organizations then described in section 501(c)(3) of the Code, as the Board of Directors shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the incorporator, directors or officers of the Corporation or any other private person.

I, the undersigned incorporator hereinbefore named, for the purpose of forming a nonprofit nonstock corporation pursuant to the General Corporation Law of the State of Delaware, do hereby make, file and record this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true, and accordingly have hereunto set my hand on this 19th day of December, 2013.

/s/ Daniel Allen  
Daniel Allen  
Incorporator