

SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SAVE THE CHILDREN FEDERATION, INC.  
(A Connecticut Nonstock Corporation)

Adopted February 17, 2005

FIRST: The name of the corporation is Save the Children Federation, Inc. (the "Corporation").

SECOND: The nature of the activities to be conducted and the purpose to be promoted or carried out by the Corporation is to work within the United States and throughout the world to make lasting, positive differences in the lives of disadvantaged children, their families, and their communities, to engage in charitable, scientific, literary, or educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and to engage in any lawful act or activity for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act except for any express limitations contained herein.

THIRD: The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Connecticut upon corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Certificate of Incorporation, whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the Corporation's nonprofit purposes or are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; and provided that no substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and that the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

FOURTH: The Corporation shall be nonprofit. It shall not have or issue shares of stock or make distributions. No part of the income or net earnings of the Corporation is distributable to, or shall inure to the benefit of any Trustee or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Trustee or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon its dissolution.

FIFTH: The Corporation shall have no members.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: Notwithstanding anything herein to the contrary, if at any time the Corporation is or shall become a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, then the Corporation will be subject to the following for so long as it shall remain a private foundation:

1. The Corporation shall make distributions for each taxable year at such times and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The Corporation shall not make any investments in such manner as to jeopardize the carrying out of its exempt purposes and to subject it to tax under Section 4944 of the Internal Revenue Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

EIGHTH: All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, a self-perpetuating board of directors known as the Board of Trustees. To the extent not otherwise provided in this Certificate of Incorporation, the Bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election or appointment of Trustees, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe. Unless otherwise provided, the term "Trustee" or "Trustees" as used in this Certificate of Incorporation shall include ex-officio Trustees.

The person occupying the position of President of the Corporation shall, while he or she occupies such position, be an ex-officio Trustee of the Corporation and shall be counted in determining a quorum and have the power to vote. An immediate past Chair of the Board of Trustees who would otherwise be required to relinquish his or her Trusteeship as described in Article II, Section 4 of the Bylaws may continue to serve on the Board of Trustees as an ex-officio Trustee of the Corporation for one full calendar year and until the next succeeding Annual Meeting thereafter. Any immediate past Chair who so serves as an ex-officio Trustee shall be counted in determining a quorum and have the power to vote.

NINTH: (a) No person who is or was a Trustee of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a Trustee in an amount that exceeds the compensation, if any, received by the Trustee for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Trustee, (b) enable the Trustee or an

associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation. Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Trustees of the Corporation shall not, with respect to a person who is or was a Trustee, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

(b) The limitation of liability of any person who is or was a Trustee provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law as in effect on the effective date of this Certificate of Incorporation and as thereafter amended.

TENTH: In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred or conveyed, in accordance with a plan for distribution of assets adopted by the Board of Trustees, to one or more organizations that meet the following conditions:

1. The organization shall be organized and operated either (a) exclusively for the purposes set out in Article SECOND above, or (b) exclusively for purposes determined by the Board of Trustees to be similar to or supportive of those set out in Article SECOND above; and
2. The organization shall either be: (a) an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) the Federal or a State government or political subdivision thereof, such assets to be used for a public purpose.

Any such assets not so distributed shall be disposed of by the Superior Court of the district in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from federal taxation under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3) of the Internal Revenue Code, or to the Federal or a State government or political subdivision thereof for a public purpose.

ELEVENTH: This Certificate of Incorporation may be amended by a resolution adopted by not less than two-thirds of the Board of Trustees present at a meeting at which a quorum is present, provided that the Certificate of Incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue

Code or as an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

TWELFTH: The Corporation shall provide its Trustees with the full amount of indemnification that the Corporation is permitted to provide pursuant to the Connecticut Revised Nonstock Corporation Act. In furtherance of the foregoing, the Corporation shall indemnify its Trustees against liability to any person for any action taken, or any failure to take any action, as a Trustee, except liability that (a) involved a knowing and culpable violation of law by the Trustee, (b) enabled the Trustee or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation.

The Corporation shall indemnify and advance expenses to each officer, employee or agent of the Corporation who is not a Trustee to the same extent as the Corporation is permitted to provide the same to a Trustee, and may indemnify and advance expenses to such persons to the extent permitted by Section 33-1122 of the Connecticut Revised Nonstock Corporation Act.

Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Trustee, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

THIRTEENTH: Reference in this Certificate of Incorporation to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in this Certificate of Incorporation to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such Statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in this Certificate of Incorporation to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.