

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 9, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

CT-07

120309000023

CERTIFICATE OF INCORPORATION
OF
Foundation for Letters, Inc.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, a natural person of the age of eighteen (18) or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law (the "NPCL"), does hereby certify:

FIRST: The name of the corporation is Foundation for Letters, Inc. (hereinafter the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL and shall be a Type B corporation under Section 201 of the NPCL.

THIRD: The charitable purpose for which the Corporation is formed is promoting the public good by improving adolescent literacy, an important pathway to successful global citizenship. A successful transition from adolescence to higher education, to the workforce and beyond, depends upon rigorous and thoughtful preparation in literacy and communication skills.

The Corporation will meet its purposes by supporting and operating programs that enhance literacy and writing skills, and expose underprivileged adolescents from the Bronx and other underserved areas of New York City to opportunities not available within their immediate communities.

In addition to the foregoing, and in furtherance of these charitable purposes, the Corporation shall:

- (a) heighten public awareness of the powerful link between improved adolescent literacy and successful global citizenship;
- (b) partner with organizations that have an interest in promoting literacy to provide internships, jobs and opportunities to travel as methods of exposure to how literacy and the written word promote college and career readiness, and how they propel individuals in the working world;
- (c) provide financial and operational support for the establishment and maintenance of publications that are managed in every aspect by young people, from writing and editing, to layout and design, to soliciting submissions and procuring advertising;

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- (d) partner with publishing houses to connect diverse writers with local organizations where they can speak about how they arrived at their calling and have structured their lives around the written word;
- (e) partner with a variety of community and corporate organizations to establish writing workshops for young people and create culminating events where they can showcase their work;
- (f) provide opportunities for engagement in a variety of community service projects that reward adolescents for service with opportunities to travel to expand their understanding of global citizenship;
- (g) promote the use of public and private funds and other resources, while encouraging voluntary efforts among individuals, institutions and corporations in support of the Corporation's activities; and
- (h) assist young people in locating and participating in the activities and programs of the Corporation and its partners.

The Corporation shall conduct any lawful activities that may be necessary, appropriate and/or useful in accomplishing the foregoing purposes.

Nothing herein shall authorize the Corporation to operate or maintain a charter school, a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, a museum or an historical society.

Nothing herein shall authorize the Corporation to engage in the practice of any profession, or to use a professional title of any profession, required to be licensed by Title VIII of the Education Law.

Nothing herein shall authorize the Corporation to use the terms "psychology, psychologist, psychological, or certified social worker, licensed master social worker, licensed clinical social worker, licensed marriage and family therapist, licensed mental health counselor, licensed psychoanalyst, or licensed creative arts therapist" in connection with the services of the Corporation.

The Corporation will restrict the provision of counseling services to instruction, advice, support, encouragement or information to individuals, families, and relational groups, provided that this shall not include the diagnosis or treatment of mental emotional, nervous, or behavioral disorders.

Any referrals made to an individual licensed under Title VIII of the Education Law for the professional services under such Title shall be made on a non-fee basis.

FOURTH: In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the NPCL and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any

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corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

FIFTH: The following does not expand the purposes or powers stated in Article THIRD: Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized for one or more of the purposes specified in Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, (the "IRC") and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the IRC. In connection therewith, the Corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the Corporation or any other private person or entity, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Certificate of Incorporation.

SEVENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent provided by Section 501(h) of the IRC or otherwise), and the Corporation shall not participate 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.

EIGHTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of New York to another organization exempt under Section 501(c)(3) of the IRC or to the federal government, or state or local government for a public purpose.

NINTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the IRC, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the IRC, and the Corporation shall not:

- (a) engage in any act of self-dealing as defined in Section 4941(d) of the IRC;
- (b) retain any excess business holdings as defined in Section 4943(c) of the IRC;
- (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the IRC; or

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(d) make any taxable expenditures as defined in Section 4945(d) of the IRC.

TENTH: The office of the corporation shall be located in the County of New York, State of New York.

ELEVENTH: The Corporation shall be operated by a Board of Directors, the number of which is to be set forth in the Corporation's bylaws.

TWELFTH: The names and addresses of the initial Directors of the Corporation, each of whom is of full age, are as follows:

Name	Address
Mike Jackson	1955 1st Ave #207 New York, NY 10029
Toni Bernstein	955 Park Avenue #2W New York, NY 10028
Jillian Dunham	421 Hudson Street, #409 New York, NY 10014
Deborah Murnin	242 East 19th Street #4F New York, NY 10003
Carrie Angoff	138 Montague Street, #1 Brooklyn, NY 11201
Jodie Freeman	26 Genesee Trail Harrison, NY 10528
Elizabeth Hellman	10 Mitchell Place #5C New York, NY 10017
Joan Sullivan	1933 Park Drive Los Angeles, CA 90026
Kim Witherspoon	521 5th Avenue, #2600 New York, NY 10175
Reagan Arthur	60 Tuxedo Montclair, NJ 07042
Stephen Gandel	50 Windsor Place Brooklyn, NY 11215
Matthew Hicks	145 E. 27th St. Apt. PH-H New York, NY 10016
Susan Kahn	50 Central Park West New York, NY 10023

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Josh Kruter

101 Clinton Street, Apt. 510
Hoboken, NJ 07030

Samantha Skey

467 Greenwich St. #4
New York, NY 10013

THIRTEENTH: The Secretary of the State of New York is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

Foundation for Letters, Inc
1375 Broadway, Floor 6
New York, NY 10018

FOURTEENTH: 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 in the By-Laws of the Corporation, subject to applicable statutes, provided that no amendment, alteration, change or repeal shall be effected which will result in the denial of tax-exempt status to the Corporation under Section 501(c)(3) of the IRC or corresponding provisions of subsequent tax laws.

FIFTEENTH: The name and address of the incorporator is:

Name

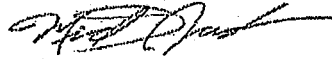
Address

Mike Jackson

1955 1st Ave #207
New York, NY 10029

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IN WITNESS WHEREOF, this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury as of this 6 day of February, 2012.



By: Mike Jackson
Sole Incorporator
1955 1st Ave #207
New York, NY 10029

Signature page to Certificate of Incorporation

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation

of Foundation for Letters, Inc.

[name of entity]

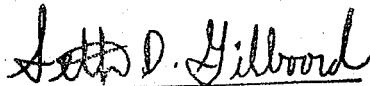
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

JOHN B. KING, JR.
Commissioner of Education

By:


Seth D. Gilboord

Commissioner's authorized designee

Date FEB 22 2012

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

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CERTIFICATE OF INCORPORATION
OF
FOUNDATION FOR LETTERS, INC.

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Under Section 402 of the
New York Not-For-Profit Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

Filed By: Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178-0060

FILED MAR 09 2012

TAX \$ _____
BY: AWD

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DRAWDOWN

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