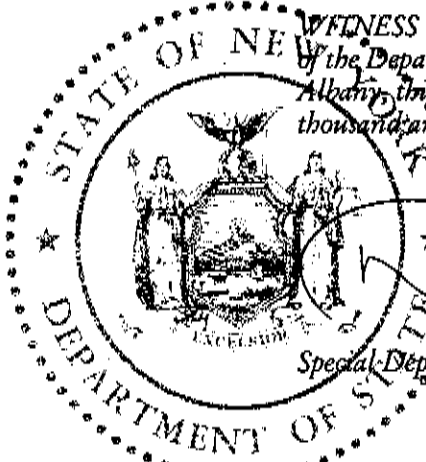


State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of WOODLAWN FOUNDATION, INC. was filed on 03/27/1979, under the name of THE WOODLAWN FOUNDATION, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment THE WOODLAWN FOUNDATION, changing its name to WOODLAWN FOUNDATION, INC., was filed 08/22/1991.

WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 22nd day of December two
thousand and five.



[Handwritten Signature]
Special Deputy Secretary of State

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **March 23, 2004**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

RESTATED CERTIFICATE OF INCORPORATION
OF
WOODLAWN FOUNDATION, INC.

Under Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the President and Secretary of WOODLAWN FOUNDATION, INC., do hereby certify and set forth:

(1) The name of the Corporation is WOODLAWN FOUNDATION, INC. The name under which the Corporation was formed is THE WOODLAWN FOUNDATION.

(2) The Certificate of Incorporation of WOODLAWN FOUNDATION, INC. was filed by the Department of State on March 27, 1979.

(3) The Certificate of Incorporation of WOODLAWN FOUNDATION, INC. is amended to effect the following amendments authorized by the Not-For-Profit Corporation Law:

Paragraph *Second* of the Certificate of Incorporation relating to the *purposes of the Corporation* is amended to read in its entirety as follows:

SECOND: The purposes of the Corporation are exclusively religious, educational, charitable, scientific or literary within the meaning of Section 501(c)(3) of the Internal Revenue Code; and in furtherance thereof the Corporation shall have the following specific purposes:

to obtain money or property by gift, bequest, or devise and to invest and reinvest the same and to apply the income and principal thereof as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations which receive pastoral care from the Catholic Prelature

|

of the Holy Cross and Opus Dei, and to engage in any and all lawful activities incidental thereto except as restricted herein.

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for its corporate purposes.

Paragraph *Fifth* of the Certificate of Incorporation relating to the *principal office of the Corporation* is amended to read in its entirety as follows:

FIFTH: The principal office of the Corporation is to be located in the County of Westchester, State of New York.

Paragraph *Sixth* of the Certificate of Incorporation relating to the *territory in which the activities of the Corporation are principally conducted* is amended to read in its entirety as follows:

SIXTH: The territory in which the activities of the Corporation are principally conducted is the entire United States.

Paragraph *Seventh* of the Certificate of Incorporation relating to the *names and addresses of the initial Directors of the Corporation* is hereby eliminated.

Paragraph *Eighth* of the Certificate of Incorporation relating to the *post office address to which the Secretary of State shall mail a copy of any notice required by law* is renumbered as Paragraph *Ninth* and amended to read in its entirety as follows:

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

524 North Avenue, Suite 203
New Rochelle, New York 10801.

Paragraph *Ninth* of the Certificate of Incorporation relating to the *prohibition of conduct and operations for profit, and the prohibition of the use of the net income or earnings or property or assets of the Corporation to benefit certain persons or for purposes not set out in the Certificate of Incorporation* is renumbered as Paragraph *Tenth* and amended to read in its entirety as follows, and a new Paragraph *Twelfth* relating to the *activities permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by corporations, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code* is added to read in its entirety as follows:

TENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, 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 Article Third hereof, and no member, trustee, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

TWELFTH: Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Paragraph Tenth of the Certificate of Incorporation which relates to limitations or prohibitions on the Corporation in carrying on propaganda, influencing legislation, or intervening in political campaigns is renumbered as Paragraph Eleventh and amended to read in its entirety as follows:

ELEVENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, or the corresponding section of any future federal tax code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Paragraph Eleventh of the Certificate of Incorporation which relates to distribution of the Corporation's assets upon dissolution is renumbered as Paragraph Thirteenth and amended to read in its entirety as follows:

THIRTHEENTH: 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 purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, educational, charitable, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), as the Board of Directors shall determine, subject to any necessary approval of a Justice of the Supreme Court of the county in which the principal office of the Corporation is then located, as provided by law. Any of such assets not so disposed of shall be disposed of by the Supreme Court of the county 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, which are organized and operated exclusively for such purposes.

Paragraph *Twelfth* of the Certificate of Incorporation relating to the *Members of the Corporation and the vesting of the overall management of the affairs of the Corporation in the Board of Directors* is renumbered as Paragraphs *Seventh* and *Eighth* to read in their entirety as follows:

SEVENTH: The Corporation shall have no members.

EIGHTH: The overall management of the affairs of the Corporation shall be vested in a Board of Directors, consisting of not less than five Directors.

Paragraph *Thirteenth* of the Certificate of Incorporation which relates to *prohibition of the Corporation from maintaining any institution or agency mentioned in certain Laws of the State of New York* is renumbered as Paragraph *Fifteenth* and amended to read in its entirety as follows:

FIFTEENTH: Nothing contained in this Restatement of the Certificate of Incorporation shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404 of the Not-for-Profit Corporation Law or Section 460-a of the Social Services Law of the State of New York.

Paragraph *Fourteenth* of the Certificate of Incorporation relating to the *approvals and consents required by the Not-For-Profit Law or other statutes of the State of New York* is hereby eliminated.

A new Paragraph *Fourteenth* relating to the *distribution of income in any year in which the Corporation is a private foundation, and the prohibition of any acts of self-dealing, or the retention of any excess business holdings, or the making of investments which would subject the Corporation to tax under Internal Revenue Code Section 4944, or the making of any taxable expenditures as defined under Internal Revenue Code Section 4945(d)* is added to read in its entirety as follows:

FOURTEENTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (c) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(4) The text of the Certificate of Incorporation is hereby restated, as amended, to read as herein set forth in the attached document.

(5) This Restatement of the Certificate of Incorporation of WOODLAWN FOUNDATION, INC. was authorized by a vote of a majority of the entire Board of Directors. The Corporation has no members.

CERTIFICATE OF INCORPORATION
OF
WOODLAWN FOUNDATION, INC.

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the Corporation is WOODLAWN FOUNDATION, INC.

SECOND: The purposes of the Corporation are exclusively religious, educational, charitable, scientific or literary within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in furtherance thereof the Corporation shall have the following specific purposes:

to obtain money or property by gift, bequest, or devise and to invest and reinvest the same and to apply the income and principal thereof as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations which receive pastoral care from the Catholic Prelature of the Holy Cross and Opus Dei, and to engage in any and all lawful activities incidental thereto except as restricted herein.

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for its corporate purposes.

THIRD: The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law of the State of New York.

FOURTH: The Corporation is a Type B corporation as defined in Section 201(b) of the Not-for-Profit Corporation Law of the State of New York.

FIFTH: The principal office of the Corporation is to be located in the County of Westchester, State of New York.

SIXTH: The territory in which the activities of the Corporation are principally conducted is the entire United States.

SEVENTH: The Corporation shall have no members.

EIGHTH: The overall management of the affairs of the Corporation shall be vested in a Board of Directors, consisting of not less than five Directors.

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

524 North Avenue, Suite 203
New Rochelle, New York 10801.

TENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, 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 Article Third hereof, and no member, trustee, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ELEVENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, or the corresponding section of any future federal tax code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

TWELFTH: Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.


THIRTHEENTH: 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 purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, educational, charitable, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), as the Board of Directors shall determine, subject to any necessary approval of a Justice of the Supreme Court of the county in which the principal office of the Corporation is then located, as provided by law. Any of such assets not so disposed of shall be disposed of by the Supreme Court of the county 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, which are organized and operated exclusively for such purposes.


FOURTEENTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (c) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FIFTEENTH: Nothing contained in this Restatement of the Certificate of Incorporation shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404 of the Not-for-Profit Corporation Law or Section 460-a of the Social Services Law of the State of New York.

IN WITNESS WHEREOF, we hereto sign our names this fourth day of September, 2003 and affirm that the statements herein are true under penalty of perjury.

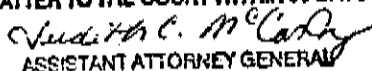


John B. Haley, President



Gregory G. Giebler, Secretary

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

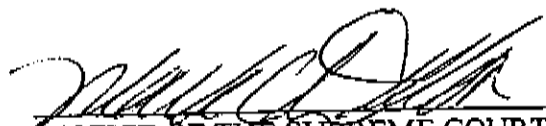
 11/29/03
ASSISTANT ATTORNEY GENERAL DATE

8

APPROVAL OF JUSTICE OF THE SUPREME COURT

The undersigned, a Justice of the Supreme Court of the State of New York, of the Ninth Judicial District, in which the office of the corporation is located, does hereby approve the foregoing Restated Certificate of Incorporation of Woodlawn Foundation, Inc., and consents that the same be filed.

Dated: White Plains, New York
November 19, 2003


JUSTICE OF THE SUPREME COURT
OF THE STATE OF NEW YORK
Ninth Judicial District

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

Quentin C. McAuliffe 10/29/03
ASSISTANT ATTORNEY GENERAL DATE

FILED
AND
ENTERED
ON *11/19/03* 19
WESTCHESTER
COUNTY CLERK

The
 University of the
 Education  State of New York
 Department

STATE OF NEW YORK :
 : ss.:
 COUNTY OF ALBANY :

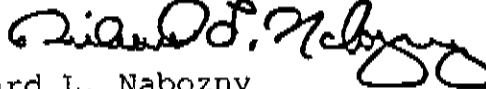
Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-for-Profit Corporation Law, consent is hereby given to the restatement and amendment of the certificate of incorporation of WOODLAWN FOUNDATION, INC., as set forth in the annexed restated and amended certificate of incorporation.

This consent to filing, however, 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 corporation, nor shall it be construed as giving the officers or agents of such corporation 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.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 2nd day of October, 2003.

Richard P. Mills
 Commissioner of Education

By: 
 Richard L. Nabozny
 Senior Attorney



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RESTATED CERTIFICATE OF INCORPORATION
OF
WOODLAWN FOUNDATION, INC.

Under Section 805 of the Not-for-Profit Corporation Law

FILED
2004 MAR 19 PM 2:32

Filed By:

Woodlawn Foundation, Inc.
524 North Avenue, Suite 203
New Rochelle, NY 10801

200
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 19 2004

TAX \$
BY:

New York / Westchester

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