

**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  
September 30, 2008.

*Paul LaPointe*

Paul LaPointe  
Special Deputy Secretary of State

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

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

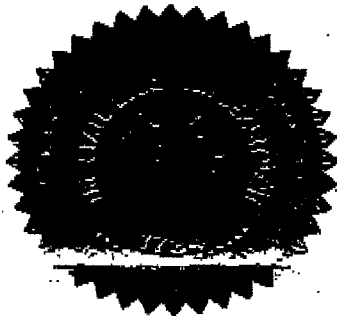
Consent is hereby given to the filing of the annexed certificate of incorporation

of Iraqi Student Project, 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.

RICHARD P. MILLS  
Commissioner of Education

By:

*Howard S. Beyer*  
Howard S. Beyer

Commissioner's authorized designee

Date

10/19/07

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

**CERTIFICATE OF INCORPORATION**

of

**IRAQI STUDENT PROJECT, Inc.**

Pursuant to Section 402 of the Not-for-Profit Corporation Law

The undersigned, a natural person of the age of eighteen years or over acting as the incorporator of a corporation pursuant to the New York Not-for-Profit Corporation Law, hereby adopts the following certificate for this corporation:

**FIRST:** The name of the corporation is Iraqi Student Project, Inc. (the "Corporation").

**SECOND:** The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

**THIRD:** The Corporation is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

**FOURTH:** The purpose for which the Corporation is formed is to arrange for existing U.S. colleges and universities to provide undergraduate and graduate education for Iraqi students currently unable to pursue their educations in Iraq. The Corporation will accomplish this purpose by coordinating the donor colleges and universities, on the one hand, and the students on the other. The corporation will identify and work with U.S. colleges and universities who are willing to provide tuition waivers and other financial support to qualified Iraqi students. The Corporation will also work in conjunction with a Non-Governmental Organization in Amman, Jordan that will assist in the tasks of identifying, screening, testing, and recommending Iraqi students (living in Iraq, Syria, or Jordan) who would be most likely to succeed in their studies in the U.S., yet have no means to finance their college educations. In addition, the Corporation will seek to identify and/or create support groups within each student's local community that can provide the student with additional financial and emotional support. Finally, the Corporation will provide guidance to qualified students in completing the required government forms, including the Form I-20, and other additional documentation necessary for their visa applications. Nothing herein shall authorize the corporation to operate or maintain a charter school, a nursery school, an elementary school, or a secondary school, nor will anything herein authorize the corporation to operate a college or university, or to advertise or offer credit-bearing courses or degrees in New York State.

**FIFTH:** Notwithstanding any other provision of this certificate of incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code") and shall not carry on any other activities not permitted to be carried on by (a) 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.

**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 distribution 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 as otherwise provided by Internal Revenue Code Section 501(h)), and the Corporation shall not participate or intervene in (including the publication or distributions 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 Internal Revenue Code 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 Internal Revenue Code, 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 Internal Revenue Code; and the Corporation shall not (a) engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**TENTH:** The office of the Corporation is to 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 no less than three.

**TWELFTH:** The names and mailing addresses of the initial directors of the Corporation are as follows:

1. Michele R. Pistone, 299 North Spring Mill Road, Villanova, PA 19085
2. Kevin Walsh, 291 Avon Road, Apartment G-222, Devon, PA 19333
3. Theresa Kubasak, 603 West 139 Street, Apartment 4A, New York, NY 10031
4. Gabe Huck, 603 West 139 Street, Apartment 4A, New York, NY 10031
5. Janice Kelsey, 973 Font Road, Glenmoore, PA 19343

**THIRTEENTH:** The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the

Secretary shall mail a copy of any process against the Corporation served upon the Secretary is:

Robert Quinn, 194 Mercer Street, Room 410, New York, NY 10012-1502

Michele Pistone

Name of Incorporator: Michele R. Pistone

Signature of Incorporator: Michele Pistone

Address of Incorporator: 299 North Spring Mill Road, Villanova, PA 19085

Date: September 27, 2007