

CERTIFICATE OF INCORPORATION
OF
SCHOLAR FUND, INC.
Under Section 402 of the
Not-for-Profit Corporation Law

As filed w/ NY state
personal board
street address
blacked out for
privacy.

1. The name of the Corporation is Scholar Fund, Inc.
2. The Corporation is a corporation as defined in subparagraph a(5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

The Corporation is formed for the charitable and educational purposes of a) helping educational scholarship donors easily set up and manage scholarships and helping students easily find and apply for scholarships, b) promoting the creation of new scholarship opportunities, and c) helping youth build self-esteem and pursue personal advancement through scholarship opportunities.

3. Nothing herein shall authorize the Corporation to engage in any of the activities mentioned in Section 404(a) through (c) and (e) through (v) of the Not-for Profit Corporation Law. Nothing herein shall authorize the Corporation to operate, maintain or manage a charter school, a nursery school, an elementary school, a secondary school, a college, university or to advertise or offer credit-bearing courses or degrees in New York State. Nothing herein shall authorize the Corporation to operate or maintain a library, museum, archive or historical society, or to own or hold collections. Except as authorized by Title VIII or other applicable statute, nothing herein shall authorize the Corporation to engage in the practice of any profession in New York, engage in the training of any profession in New York, or to use a professional title or term of any profession in New York in violation of Title VIII or the Education Law.

4. In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and any other powers now or hereafter permitted by law for a corporation organized for the foregoing purposes, including the power to solicit grants and contributions for any corporate purpose.

5. Notwithstanding any other provision of this certificate, the Corporation is organized exclusively for charitable and educational purposes and shall not carry on any 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, as it may be amended (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

6. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall inure to the benefit of, or be distributed to its

members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

7. 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 permitted by the Code pursuant to an election under Section 501(h) of the Code or otherwise, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

8. The office of the Corporation shall be located in New York County, State of New York.

9. The names and addresses of the initial directors are:

Name	Address
Uyen Canner	[REDACTED]
Van Tieu	[REDACTED]
Lisa Raggiri	[REDACTED]

10. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary shall mail a copy of any process accepted on behalf of the Corporation is:

Scholar Fund, Inc.
99 Madison Ave., Suite 515
New York, NY 10016

11. In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and satisfaction of all liabilities shall be distributed to organizations that qualify under Section 501(c)(3) of the Code or to the federal government or state or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.



Uyen Canner, Incorporator

[REDACTED]
[REDACTED]