

CERTIFICATE OF INCORPORATION
OF
COUNCIL ON FOUNDATIONS, INC.

Pursuant to the Membership Corporations Law

We the undersigned, for the purpose of forming a membership corporation pursuant to the Membership Corporations Law of the State of New York, do hereby make, subscribe and acknowledge this certificate for that purpose, hereby certifying as follows:

FIRST: The name of the corporation is COUNCIL ON FOUNDATIONS, INC.

SECOND: The purposes for which the corporation is formed are:

The corporation shall not be conducted for profit. It shall promote, encourage, and enhance the contributions and responsiveness of foundations to society and the public good. The particular objects and purposes of the corporation are exclusively charitable and educational and shall be:

to encourage private giving for charitable, educational, scientific, or cultural purposes, and to promote the growth of community foundations and trusts throughout the United States and Canada;

to provide centralized services to foundations, including the publication of periodical material, the sponsorship of meetings for review and discussion of issues and topics related to foundations, the development of training programs and placement services for foundation personnel, and in general to promote and provide for the exchange of information and discussion by and among foundations;

to develop and assemble information and compile statistical data relating to foundation performance, administration, operation, investment policies and experience, financial condition, and contribution to the public welfare;

to engage in and sponsor research pertaining to the foundation field and, without limiting the foregoing, to analyze and study the history, kinds and number of foundations, their adherence to their purposes, and their performance;

to promote research by others within the field of foundations and philanthropy;
to publish, disseminate, and make available to the public such information, statistical data, and the results of such research and study, and to encourage and

promote public understanding of the operations, performance, and social contribution of foundations;

to develop, maintain, promote, publish, and encourage the adoption of standards of conduct for the various kinds of foundations and to collect, study, and publish information with respect to the adherence to and effects of such standards;

to establish and maintain continuing programs for the interchange of information concerning foundations between governmental bodies and the foundation field;

to engage in any other charitable or educational activity for the purpose of enhancing the contribution of foundations to the public welfare.

As a means of accomplishing the objects and purposes for which it is to be formed, the corporation shall have the power:

to receive gifts, devises and bequests of money or of property of whatsoever kind and wheresoever situated, and to maintain a fund or funds, and to apply the income and, if deemed advisable, the principal thereof, to the objects and purposes of the corporation;

to acquire by purchase, lease, devise, gift, or otherwise, and to hold, own, occupy, use, manage, improve, maintain, lease, sell, mortgage, transfer, or otherwise deal with real and/or personal property of whatsoever kind and description and wheresoever situated and any estate or interest therein, legal or equitable;

to borrow money and to make, accept, endorse, execute and issue promissory notes and other evidences of indebtedness and obligations in payment for property acquired or money borrowed, and to secure the payment thereof and interest thereon by mortgage upon or pledge of any part of the property of the corporation;

to do all acts and things necessary or proper for the accomplishment of the purposes of the corporation, subject, however, to the provisions of the Membership Corporations Law.

No part of the net income of the corporation shall inure to the benefit of any member, director, officer or employee of the corporation or any other person having a personal and private interest in the activities of the corporation, and no member, director, officer or employee of the corporation or any other person having a personal and private interest in the activities of the corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind

therefrom, except reasonable compensation for services in effecting one or more of its objects or purposes. As it is intended that the corporation shall qualify as an exempt organization under the Federal tax laws, the corporation shall not be authorized to carry on activities prohibited thereby. In case of the dissolution of the corporation, no dividends or other distribution of any of the property of the corporation shall be made to any member, director, officer or employee thereof or any other person having a personal and private interest in the activities of the corporation, but all such property and assets shall be applied to accomplish the general purposes for which the corporation is organized, subject to the approval of a Justice of the Supreme Court of the State of New York.

THIRD: The territory in which the operations of the corporation are to be conducted is the United States of America, its possessions and dependencies and the Dominion of Canada, but the operations of the corporation shall not be limited to such territory.

FOURTH: The office of the corporation is to be located in the City and County of New York.

FIFTH: The number of directors of the corporation shall be not less than three (3) and not more than thirty-five (35).

SIXTH: The names and places of residence of the persons who shall be the directors of the corporation until its first annual meeting are as follows:

<u>Names</u>	<u>Places of Residence</u>
Stanton Belfour	1002 Farmers Bank Building Pittsburgh 22, PA
Ralph Blanchard	345 East 46 Street New York 17, NY
J. M. K. Davis	P.O. Drawer 538 Hartford, CT
Robert A. Efroymsen	P.O. Box 956 Indianapolis, IN

Ellwood H. Fisher	1432 Union Commerce Bldg. Cleveland 14, OH
Louis S. Headley	E-1512 First National Bank Building St. Paul 1, MN
Walter S. Montgomery	P.O. Box 1656 Spartanburg, SC
Mrs. Henry Potter Russell	Balfour Building 351 California Street San Francisco 4, CA
Edward L. Ryerson	38 South Dearborn Street Chicago, IL
Harrison Sayre	264 North Drexel Avenue Columbus 9, OH
Carroll Starr	602 News Tower Rockford, IL

SEVENTH: All of the undersigned subscribers to this certificate are of full age, at least two-thirds of them are citizens of the United States, and at least one of them is a resident of the State of New York; and of the persons above named as directors at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 12 day of November, 1957.

<u>Edward L. Ryerson</u>	(L.S.)	<u>Louis S. Headley</u>	(L.S.)
<u>Ralph Blanchard</u>	(L.S.)	<u>Harrison M. Sayre</u>	(L.S.)
<u>Carroll H. Starr</u>	(L.S.)		

Certificate of change of name filed 1964; purpose clause amended 1970.