

State of Delaware  
Secretary of State  
Division of Corporations  
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# CERTIFICATE OF INCORPORATION OF ORGANIZATION FOR TRANSFORMATIVE WORKS, INC.

**ARTICLE 1 - NAME.** The name of the Corporation is **ORGANIZATION FOR TRANSFORMATIVE WORKS, INC.**

**ARTICLE 2 - REGISTERED OFFICE AND REGISTERED AGENT.** The registered office in the State of Delaware is to be located at 9 East Loockerman Street, Suite 3A, in the City of Dover, County of Kent, Zip Code 19901. The registered agent in charge thereof is Spiegel & Utrera, P.A.

**ARTICLE 3 - PURPOSE.** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 4 - CAPITAL STOCK.** The corporation shall not have any capital stock.

**ARTICLE 5 - CONDITIONS.** The conditions of membership shall be set forth in and regulated by the By Laws of the Corporation.

**ARTICLE 6 - PROHIBITIONS.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the Fourth Article. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, 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. Notwithstanding any other provision of these articles, the Corporations 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.

**ARTICLE 7 - INCORPORATOR.** The name and mailing address of the incorporator is Elsie Sanchez, 9 East Loockerman Street, Suite 3A, Dover, Delaware 19901.

**ARTICLE 8 - DIRECTORS.** The initial Directors of the Corporation shall be Naomi Novik, Cathy Cupitt, and Rebecca Tushnet, whose mailing address shall be 301 East 62nd Street, New York City, New York 10021, which shall be the principal office of the Corporation.

**ARTICLE 9 - DISSOLUTION.** Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction 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.

I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 5 September 2007.

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Elsie Sanchez Incorporator

