

Delaware

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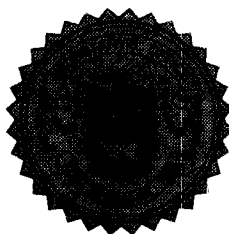
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ATLAS SERVICE CORPS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2006, AT 4:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4139544 8100

060330695



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4654793

DATE: 04-10-06

CERTIFICATE OF INCORPORATION
OF
ATLAS SERVICE CORPS, INC.

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware hereby certifies:

FIRST: The name of the corporation is Atlas Service Corps, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation is 112 Bent Lane, City of Newark, County of New Castle, Delaware 19711. The name of the Company's registered agent for service of process in the State of Delaware at such address is Mary Anne Beale.

THIRD: The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and more specifically to strengthen the programming and management practices of nonprofit organizations in developing countries and the United States through the provision of a nonprofit organization emerging leader fellowship program.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and 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, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the Delaware General Corporation Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The Corporation shall not have authority to issue capital stock.

FIFTH: The name and mailing address of the incorporator who is to serve as the initial director until the first annual meeting of the Board of Directors or until her successors are elected and qualify is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jamie Zembruski	Nixon Peabody LLP 100 Summer Street Boston, MA 02110

SIXTH: Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation.

SEVENTH: The duration of the existence of the Corporation is perpetual.

EIGHTH: The names and addresses of the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John Scott Beale	112 Bent Lane Newark, DE 19711
Courtney Allison Kramer	1325 18 th Street, NW Apt. 913 Washington, D.C. 20036-6513
Gared Jones	1709 Indian Valley Road Novato, CA 94947

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

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 permitted by Section 501(h) of the Code and in any corresponding laws of the State of Delaware), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of, or in opposition to, any candidate for public office.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

ELEVENTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 7th day of April, 2006.

/s/ 