

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

FIRST: The name of the Corporation is THE FRENCH-AMERICAN FOUNDATION.

SECOND: The address of its registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is THE CORPORATION TRUST COMPANY.

THIRD: The nature of the business or purposes to be conducted or promoted is the solicitation, receipt and the maintenance of a fund or funds, the principal and income of which will be applied exclusively for charitable, scientific, literary or educational purposes, all for the public welfare; and as a means to this end, without limiting the generality of the foregoing, such purposes are to be carried out:

(a) By fostering, encouraging and developing analysis and solution of social, scientific and academic problems in the public interest by scholars, educators and other intellectual leaders;

(b) By providing a forum where scholars, educators and other intellectual leaders may meet for the exchange and development of ideas;

(c) By fostering cultural interchange between the United States and other countries through the encouragement of significant projects which will increase mutual respect and appreciation for the other's cultural heritage and achievement;

(d) By sponsoring lectures, seminars, and other educational programs;

(e) By the preparation and distribution of publication and research materials which serve to disseminate information to the general public;

(f) By making grants to institutions, organizations, agencies and activities which are organized and operated exclusively for charitable, scientific, literary, or education and purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual;

(g) By making grants, scholarships, and fellowships available to scholars, researchers, students, writers, and others, but only in furtherance of charitable, scientific, literary or educational purposes; and

(h) Either directly or indirectly, either alone or in conjunction with others, whether such others be persons or organizations of any nature, such as firms, trusts, associations, syndicates, institutions, agencies, corporations or governmental bureaus, departments or agencies, by doing all such things and acts, and engaging in all such activities as are necessary, useful, suitable, desirable or proper to carry out the purposes set forth herein.

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

To purchase, receive by deed, devise or bequest, or otherwise acquire, either absolutely or jointly with any other person or persons or corporation, any property, real, personal or mixed, or interests therein; to own, hold, mortgage, lease, donate, convey, sell or otherwise put to use or dispose of such property and rights; to invest, reinvest, deal with and expend its funds as may be necessary and proper for the purposes of the

Corporation but without and free from restrictions applicable to trustees or trust funds; to borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired; and, in general, to exercise such powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or coincidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law; provided, however, that the Corporation may not exercise any power either expressly, by interpretation of this certificate, by operation of law, or by amendment of this certificate, which could cause the Corporation to lose its tax exempt status.

FOURTH: The Corporation is not organized for pecuniary profit and shall not have any capital stock; no part of its net earnings or of its capital shall inure to the benefit of, or be distributable to, any member, director (however styled) or officer of the Corporation, or any other individual, but reimbursement for expenditures or the payment of reasonable compensation for personal services rendered shall not be deemed to be a distribution of income or capital.

FIFTH: The conditions of membership shall be stated in the by-laws of the Corporation.

SIXTH: On dissolution, all property of the Corporation, from whatever source arising, shall be distributed to such organizations as are then described in Section 501 (c) (3) of the Internal Revenue Code and are exempt from tax by virtue of Section 501 (a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal laws, as the Board of Directors of the Corporation shall determine.

SEVENTH: The Corporation may carry out any and all of its purposes within and without the United States and in the territories and dependencies of the United States and in foreign countries.

EIGHTH: The Corporation shall have perpetual existence.

NINTH: In Limitation of the general powers conferred by the laws of the State of Delaware, it is expressly provided that the Corporation shall not have the power to do any other thing or to engage in any activity which would disqualify the Corporation from exemption under Section 501 (a) of the Internal Revenue Code of 1954 as an organization described in Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

TENTH: The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. The Directors need not be members of the Corporation unless so required by the by-laws. The Board of Directors shall be elected by those members entitled to vote at an election of Directors as specified in the by-laws at the annual meeting of the Corporation to be held on such date as the by-laws may provide, and shall hold office until their successors are respectively elected and

qualified. The by-laws shall specify the number of Directors necessary to constitute a quorum, which may be less than one-third of the members of the Board of Directors. The Board of Directors may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the by-laws of the Corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. The Directors of the Corporation may, if the by-laws so provide, be classified as to term of office. Notwithstanding any such classification, any Director or the entire Board of Directors may be removed, with or without cause, by a majority of the members then entitled to vote at an election of Directors. The Corporation may elect such officers as the by-laws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the by-laws may provide. The Board of Directors is expressly authorized to make, alter or repeal the by-laws of this Corporation.

The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to or different from the powers and authorities expressly conferred upon them by statutes.

ELEVENTH: Meetings of members may be held within or without the State of Delaware as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors. Elections of Directors need not be by ballot unless the by-laws of the Corporation shall so provide.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned have signed this Amended and Restated Certificate of Incorporation this [] day of [] 2002.

[name]
President

Attested to:

[name]
Secretary

STATE OF NEW YORK)

) SS.:

COUNTY OF NEW YORK)

On this _____ day of _____, 2002, before me personally came Edward H. Tuck, to me known and known to me to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

/s/ _____

Notary Public