

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on


OCT 10 2001



A handwritten signature in black ink, appearing to read "J. H. ...", is written over a horizontal line.

Special Deputy Secretary of State

← 011005000 645

The  State of New York
 University of the Education Department

STATE OF NEW YORK :
 : ss.:
 COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of **Friends of P.S. 166, Inc.**, a Not-for-Profit corporation.

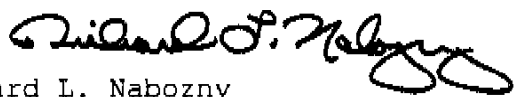
This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 18th day of September, 2001.

Richard P. Mills
 Commissioner of Education

By:



Richard L. Nabozny
 Senior Attorney

This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

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CERTIFICATE OF INCORPORATION
of
Friends of P.S. 166, Inc.

Under Section 402 of the
New York Not-For-Profit Corporation Law

The undersigned, desiring to form a corporation pursuant to the provisions of the New York Not-for-Profit Corporation Law, does hereby certify:

FIRST: The name of the corporation is Friends of P.S. 166, Inc. (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The Corporation shall be a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The Corporation is organized, and shall be operated, exclusively for literary, educational and charitable purposes in the United States and abroad within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Code. The purpose of the Corporation is to support P.S. 166 through a broad spectrum of fundraising to improve, support and promote the education and overall experience of the children in the school. The funds will be used to increase the staff, improve the physical infrastructure and augment education materials, as well as to provide for other student-centered purposes.

The Corporation is authorized to engage in any and all lawful activities in furtherance of the foregoing purposes, except as restricted herein or prohibited by law.

The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

Nothing herein shall be construed as authorizing the Corporation to operate a nursery school, an elementary school, a secondary school, an

institution of higher learning, a library, a museum, an historical society, a cable television facility, or educational television station; nor shall the Corporation engage in the practice of law or of any of the professions designated in Title VIII of the Education Law.

FIFTH: Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a) through (u) of the Not-for-Profit Corporation Law.

SIXTH: In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit and receive grants, bequests and contributions for the purposes of the Corporation and the power to maintain a fund or funds of real or personal property in furtherance of the Corporation's purposes. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers. Notwithstanding the foregoing, the Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Paragraph FOURTH hereof.

SEVENTH: Notwithstanding anything to the contrary in this Certificate, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would be prohibited by the General Business Laws, Section 340 or other anti-monopoly statute of the State of New York.

EIGHTH: Notwithstanding anything to the contrary in this Certificate, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (A) as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (B) as a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

NINTH: The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, net earnings, income or profit shall be distributed to or inure to the benefit of any member, trustee, director, or officer of the Corporation or other private person. Reasonable compensation, however, may be paid to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes. No member, trustee, director or officer

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of the Corporation or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

TENTH: In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after payment of or due provision for all necessary expenses and liabilities thereof, be distributed to organizations as are then in existence and qualifying under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or Local governments for a public purpose, subject to an order of a Justice of the Supreme Court of the State of New York.

ELEVENTH: No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

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

THIRTEENTH: The names and addresses of the initial directors until the first meeting, each of whom is at least eighteen (18) years of age, are as follows:

Karla Fittipaldi
510 West 157th Street
New York, New York 10032

John W. Davidge III
865 West End Avenue, 5A
New York, New York 10025

Mary Beth Walsh
125 West 86th Street #5F
New York, New York 10025

FOURTEENTH: In accordance with Section 508(e) of the Code, if in any taxable year the Corporation is a private foundation as defined in Section 509(a) of the Code, then in such year:

a. The Corporation shall distribute such amounts for each taxable year at such time and in such manner so as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

b. The Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941(d) of the Code;

c. The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943(c) of the Code;

d. The Corporation shall not make any investments in such manner so as to subject the Corporation to tax under Section 4944 of the Code;

e. The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code or corresponding provisions of any subsequent Federal tax laws.

FIFTEENTH: All references herein to the Code are to the Internal Revenue Code of 1986 and shall be deemed to include both amendments thereto and statutes which succeed the provisions thereof (i.e., the corresponding provisions of future United States Internal Revenue Laws).

SIXTEENTH: The Secretary of State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon him/her is:

John W. Davidge III
c/o P.S. 166
132 West 89th Street
New York, New York 10023


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SEVENTEENTH: The Incorporator is at least eighteen (18) years of age.
The name and address of the Sole Incorporator is as follows:

John W. Davidge III
865 West End Avenue, 5A
New York, New York 10025

EIGHTEENTH: The duration of the Corporation's existence shall be
perpetual.

IN WITNESS WHEREOF this certificate has been signed and the statements made herein affirmed as true under penalties of perjury this fifth day of June, 2001.



Sole Incorporator
John W. Davidge III
865 West End Avenue, 5A
New York, New York 10025

