

Filing Fee: \$50.00

ID Number: 138480



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

RECEIVED
MAR 11 2004
CORPORATIONS DIVISION

Pursuant to the provisions of Section 7-6-74 of the General Laws, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Save the Children Federation, Inc.
- It is incorporated under the laws of Connecticut
- The date of its incorporation is 08/14/1962
- The address of its principal office in the state or country under the laws of which it is incorporated is:
54 Wilton Road, Westport, CT 06880
- The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, *not* P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is C T Corporation System
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
International relief and development. Notwithstanding the foregoing, the purpose of the
corporation is to engage in any lawful act or activity for which corporations may be
organized to do business under the laws of its jurisdiction of incorporation.

FILED

MAR 09 2004
By Kuc
M231944

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	SEE ATTACHMENT	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

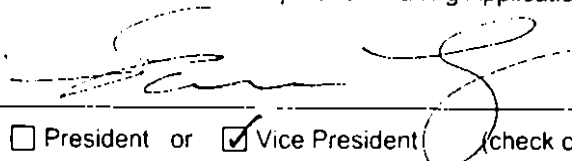
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 3/4/04

Save the Children Federation, INC.

Print Exact Name of Corporation Making Application

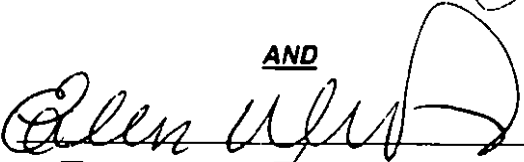
By



President or Vice President (check one)

AND

By



Secretary or Assistant Secretary (check one)

Save the Children Federation, Inc.

Officers of the Board of Trustees as of 2/12/04

Chair
Thomas S. Murphy
21 Club Road
Rye, NY 10580
Phone: 914-967-4492

Vice Chair:
Philip Geier
70 East 55th St., 15th Fl.
NY, NY 10022
Phone: 646-840-6721

Save the Children Federation, Inc.

Officers of the Corporation

Business address for all those below is: 54 Wilton Road, Westport, Connecticut 06880.

President	Charles F. MacCormack 95 North St. Easton, CT 06612 Day phone: 203-221-4100
General Counsel	Cynthia Carr 30 Hawley Road Hamden, CT 06517 Day phone: 203-221-4035
Vice President, Treasurer	Patricia Long 5 Normandy Road Bronxville, NY 10708 Day phone: 203-221-4104
Vice President and Managing Director	Rudolph von Bernuth 2 Fragrant Pines Court Westport, CT 06880 Day phone: 203-221-4200
Vice President and Managing Director	Nancy ElyRaphel 1304 30 th St. NW Washington, DC 20007 Day phone: 202-461-1441
Vice President and Managing Director	Carolyn Miles 790 Cedar Brook Lane Southport, CT 06490 Day phone: 203-221-3795
Vice President and Managing Director	Mark Shriver 10014 Carter Road Bethesda, MD 20817 202-530-4368
Vice President	Fiona Hodgson 11 Maplewood Avenue Westport, CT 06880 Day phone: 203-221-4004
Vice President	Mark Edington 3935 Military Road, NW Washington, D.C. 20015 Day phone: 202-530-4383
Secretary	Andrea Williamson-Hughes 203 Davenport Ridge Road New Canaan, CT 06840 Day phone: 203-221-4199

Assistant Secretary

Ellen Willmott
6 Riverfield Drive
Westport, CT 06880
Day Phone: 203-221-3714

2/12/04

Save the Children Federation, Inc.
Board Of Trustees
2/12/04
Business/Home Addresses
(Note if B or H as Preferred Mailing Address)

<u>Name, Trustee Since...</u>	<u>Business Address</u>	<u>Home Address</u>
Bob Arnot B, 5/98	NBC News 30 Rockefeller Plaza NY, NY 10112 Phone: 212-664-4444 or 212-664-3649 FAX: 212-664-7073 Email: bobbyburns@aol.com	544 E. 86th St., 3E NY, NY 10028 Phone: 212-744-5015 Cells: 917-318-7909 917-225-9400
Zoe Baird B, 9/99	The Markle Foundation. 10 Rockefeller Plaza, 16 th Fl. NY, NY 10020-1903 Phone: 212-489-6655 FAX: 212-765-9690 Email: zbaird@markle.org	360 Mansfield Ave. Darien, CT 06820 Phone: 203-655-7186
Oscar de la Renta B, 9/03	Oscar de la Renta 550 7 th Avenue NY, NY 10018 Phone: 212-354-0786 FAX: 212-768-0110 E-Mail: Lgonzalez@odlr.com	
Jeff Foran B, 2/02	Strategic Directions Group 2440 Sand Hill Road Menlo Park, CA 94025 Phone: 650-854-9000 Direct Phone Number at SDG : 650-233-6206 FAX: 650-854-6718 Email: jforan@sdg.com	2160 Santa Cruz Ave. Menlo Park, CA 94025

Philip H. Geier, Jr.
B, 5/01

Heron Tower
70 East 55th St., 15th Floor
NY, NY 10022

Wyden Down Road
New Canaan, CT 06840

Phone: 646-840-6721
FAX: 646-840-6720
Email: pgeier@interpublic.com

Tina Georgeou
H, 2/03

63 Cannon Road
Wilton, CT 06897

Phone: 203-762-8495
FAX: 203-834-1710
Cell: 917-428-5719
E-Mail: tgeorgcou@optonline.net

Tom Gerety
B, 2/03

Executive Director and Brennan Professor
The Brennan Center for Justice at NYU
161 Avenue of the Americas
NY, NY 10013

120 W. 15th St.
NY, NY 10011

Phone: 212-998-6731
Cell: 917-992-3503
E-Mail: tom.gerety@nyu.edu

Phone: 212-929-4423
E-Mail: tgerety@myaetherbb.com

Ron Goldsberry
II, 2/00

Carstation.com
185 Berry St.
Suite 2000
San Francisco, CA 94105

3290 Chestnut Run Drive
Bloomfield Hills, MI 48302-1113

Phone: 415-348-4113
FAX: 415-704-3225
Email: Rgoldsbe@onstation.com

Phone : 248-338-2224 (unpublished)
FAX: 313-396-2956
Cell : 415-652-8388
Car: 415-793-3318

Bill Haber
B, 2/04

54 Wilton Road
Westport, CT 06880

10 West Branch Road
Westport, CT 06880

Phone: 203-221-4040
FAX: 203-221-3750
E-Mail: tp@savechildren.org

Phone: 203-226-8960

Austin Hearst
B, 5/98

888 7th Ave
NY, NY 10019

490 Bleeker Avenue, 5-G
Mamaroneck, NY 10543

Phone: 212-455-4466
FAX: 212-455-4321

Phone: 914-381-7229
FAX: 914-670-0797
Office : 914-834-0550
Cell : 917-915-2423
E-Mail: ahearst@earthlink.net or

rhirsch@hearst.com

Catherine Herman
H, 5/00

295 Saugatuck Ave.
Westport, CT 06880

Phone : 203-222-9229
FAX : 203-226-6876
E-Mail: cherman369@aol.com

Irv Hockaday
B, 2/02

Ret. President and CEO
Hallmark
2600 Grand Avenue, Suite 450
Kansas City, MO 64108

2626 Verona Road
Shawnee Mission, KS 66208

Phone: 816-274-8005
FAX: 816-545-3075
E-Mail: dhacke@hallmark.com

Eric H. Holder, Jr.
B, 2/04

Covington & Burling
1201 Pennsylvania Avenue, NW
Washington, D.C. 20004

Phone: 662-6021
E-Mail: ABradley@cov.com

Alice Ilchman
H, 9/98

The Jeannette K. Watson Fellowship
810 7th Avenue
NY, NY 10019
Tel: 212-655-0201
FAX: 212-843-0370
E-Mail: ailchman@jkwatson.org

18 Highland Circle
Bronxville, NY 10708-5908
Phone: 914-337-6292
FAX: 914-961-6212

Brad Irwin
B, 2/02

Cadbury Adams USA, President
400 Interpace Parkway, Bldg. B
Parsippany, NJ 07054

209 Brushy Ridge Road
New Canaan, CT 06840

Phone: 973-385-7700
FAX: 973-385-6774
E-Mail: Brad.Irwin@am.cspic.com

Don Keough
B, 9/98

Allen & Company
711 5th Avenue
NY, NY 10022

1700 Heritage Court, NW
Atlanta, GA 30327

Tel: 212-339-2264
FAX: 212-832-8075
E-Mail: Donnyke@aol.com

Phone: N/A

(DO NOT MAIL TO HOME)

GA Business:
DMK International
200 Galleria Parkway, Suite 970
Atlanta, GA 30339

Tel: 770-852-5050
FAX: 770-852-5023

Walter Leonard
H, 5/03

3505 Glenmoor Drive
Chevy Chase, MD 20815
Phone: 301-986-8524
FAX: 301-951-8995
E-Mail: WJBSlend@bellatlantic.net

MacCormack, Charles
B

54 Wilton Road
Westport, CT 06880

95 North St.
Easton, CT 06612

Phone: 203-221-4100
FAX: 203-227-5667
Email: cmaccorm@savechildren.org

Phone: 203-268-8308

Joseph Mandato
H, 2/00

82 Monte Vista Avenue
Atherton, CA 94027

Phone: 650-322-4813
Cell: 650-888-1187
FAX: 650-562-0467
E-Mail: Jmandato@msn.com

Terry Meersman
B, 5/01

Talaris Research Institute
PO Box 45040
Seattle, WA 98145
or
4000 NE 41st St. Bldg A
Seattle, WA 98105

4017 NE 45th St.
Seattle, WA 98105
Phone : 206-522-1567
E-Mail : tmeersman@aol.com

Phone : 206-529-6898
Ext. 306 or 308
Cell : 206-571-5539
FAX : 206-529-6899
E-Mail : tmeersman@talaris.org

Henry Miller
B, 2/01

Miller, Buckfire, Lewis, Ying & Co.
250 Park Avenue, 19th Fl.
NY, NY 10177

85 Round Hill Road
Greenwich, CT 06831

Phone: 212-895-1801
212-895-1802 (assistant)
FAX: 212-895-1850
Email: Henry.miller@mbly.com

Phone: 203-629-2526
FAX: 203-629-1127

Thomas S. Murphy
B, 5/97

Capital Cities/ABC, Inc.
77 W. 66th St., 10th Fl.
NY, NY 10023

21 Club Road
Rye, NY 10580

Phone: 212-456-7200
FAX: 212-456-6384
Email : Enni.L.Kapp@ABC.com

Phone: 914-967-4492
FAX: 914-967-2948
FL Home: 561-627-2030
FL Home Fax: 561-799-9014
FL Home address:
11080 Turtle Beach Road
Apt. 208A
No. Palm Beach, FL 33408

Frank Olson
B, 5/01

The Hertz Corporation
210 Summit Avenue-C4
Montvale, NJ 07645

674 Island Drive
Palm Beach, FL 33480

Phone: 201-307-2222
FAX: 201-307-1704
E-Mail: mawetzel@hertz.com
Folson@hertz.com

Phone: 561-835-1502
FAX : 561-799-9014

Judith Reichman
B, 2/02

10921 Wilshire Blvd.
Suite 700
Los Angeles, CA 90024

Phone: 310-659-9690
FAX: 310-824-3530
E-Mail: Judyrmd@aol.com

Ann Richards
B, 9/01

Public Strategies
98 San Jacinto, Suite 900
Austin, TX 78701

NY Office:
712 5th Avenue, 28th Floor
NY, NY 10019

Phone: 512-432-1948
FAX: 512-432-1947
Email: bchapman@pstrategies.com

Phone : 212-424-1760

Cokie Roberts
B, 9/03

Cokie Roberts
ABC News
1717 Desales St., NW
Washington, DC 20036

Phone: 202-222-7259
FAX: 202-222-7915
E-Mail: cokie.b.roberts@abc.com

Hattie Ruttenberg
H, 5/00

2424 Wyoming Ave., NW
Washington, D.C. 20008
Phone: 202-667-6373
FAX: 202-667-6370
Cell : 202-669-0209
Hruttenberg@mindspring.com

Helene Sullivan
H, 5/00

281 Westport Road
Wilton, CT 06897
Phone: 203-834-7639
FAX: 203-834-2206
Cell : 203-231-3115
E-Mail: jdemon@optonline.net

Brandon W. Sweitzer
H, 9/01

26 Ponus Ridge Rd.
New Canaan, CT 06840

Phone: 203-966-8479
Cell: 917-415-8906
FAX: 203-966-8732
E-Mail: Bswitzer@uschamber.com

Tan, Millie
B, 2/01

VP Core Marketing
Monster
2 Clocktower Place, Suite 500
Maynard, MA 01754

83 Stearns Road
Marlborough, MA 01752

Phone: 508-303-3634

Phone : 978-201-9705
Cell : 978-461-8968
E-Mail : Millie.tan@monster.com

Yates, Mick
H, 2/01

Same as Home

Woodlands Farmhouse
Watery Lane, Doynton
BS30 5TB, England

Phone: 011-44-117-937-3374
FAX: 011-44-117-303-9116
Mobile: 011-44-7799-641337
E-Mail: afm85@dial.pipex.com
Or mick@yatesweb.com

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SAVE THE CHILDREN FEDERATION, INC.

(A Connecticut Nonstock Corporation)

FIRST: The name of the corporation is Save the Children Federation, Inc. (the "Corporation").

SECOND: The nature of the activities to be conducted and the purpose to be promoted or carried out by the Corporation is to work within the United States and throughout the world to make lasting, positive differences in the lives of disadvantaged children, their families, and their communities, to engage in charitable, scientific, literary, or educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and to engage in any lawful act or activity for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act except for any express limitations contained herein.

THIRD: The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Connecticut upon corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Certificate of Incorporation, whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the Corporation's nonprofit purposes or are 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; and provided that no substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and that the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

FOURTH: The Corporation shall be nonprofit. It shall not have or issue shares of stock or make distributions. No part of the income or net earnings of the Corporation is distributable to, or shall inure to the benefit of any Trustee or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Trustee or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon its dissolution.

FIFTH: The Corporation shall have no members.

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 20th day of February A.D. 2004

Susan Bysiewicz
SECRETARY OF THE STATE NOCC