

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Scholastic Inc.
2. It is incorporated under the laws of New York
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 10/13/1955 and the period of its duration is perpetual

5. The address of its principal office is 557 Broadway, New York, NY 10023

6. The address of its proposed registered office in Rhode Island is CT Corporation System, 10 Weybosset Street (Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System (City/Town), (Zip Code)

(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: To distribute printed and other reading and educational materials and to perform any activity permitted by corporations under Rhode Island.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Row 1: Director, See attached. Rows 2-4: Director, blank.

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BY [Signature] DS 11:49

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See attached	
Vice President		
Treasurer		
Secretary		

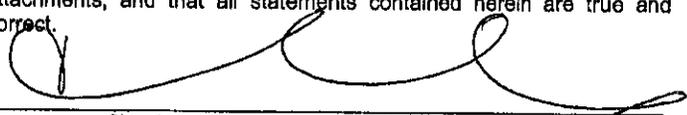
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100,000	Common		\$.25 par

10. (a) \$ 1,670,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*
11. (a) \$ 2,100,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 2,000,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) .10% = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*
12. This application is accompanied by a certificate of Good Standing Issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

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

Date: August 20, 2012



 Signature of Authorized Officer of the Corporation

Teresa M. Connelly, Assistant Secretary

 Type or Print Name of Authorized Officer

SCHOLASTIC INC.

DIRECTORS

Name	Address
Richard Robinson	557 Broadway, New York, NY 10012
Maureen O'Connell	557 Broadway, New York, NY 10012
Andrew S. Hedden	557 Broadway, New York, NY 10012

OFFICER INFORMATION

Name	Title	Address
Richard Robinson	President and Chief Executive Officer	557 Broadway, New York, NY 10012
Maureen O'Connell	Executive Vice President, Chief Financial Officer	557 Broadway, New York, NY 10012
Gil A. Dickoff	Vice President and Treasurer	557 Broadway, New York, NY 10012
Luis A. Segarra	Vice President, Tax	100 Plaza Drive, 4 th floor Secaucus, NJ 07094
Andrew S. Hedden	Secretary	557 Broadway, New York, NY 10012
Teresa M. Connelly	Assistant Secretary	557 Broadway, New York, NY 10012

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of SCHOLASTIC INC. was filed on 10/13/1955, under the name of SCHOLASTIC MAGAZINES, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment SCHOLASTIC MAGAZINES, INC., changing its name to SCHOLASTIC INC., was filed 08/29/1980.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of August
two thousand and twelve.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
First Deputy Secretary of State



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

