

CERTIFICATE OF INCORPORATION

-of-

FOUNDATION FOR ACCOUNTING EDUCATION, INC.

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

WE, the undersigned, desiring to form a not-for-profit corporation pursuant to the Not-For-Profit Corporation Law, DO HEREBY CERTIFY as follows:

(1) The name of the proposed corporation is "FOUNDATION FOR ACCOUNTING EDUCATION, INC."

(2) The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law. The corporation is to be formed exclusively for the purposes for which a corporation may be formed under the Not-For-Profit Corporation Law and not for pecuniary profit or gain. No part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of, its members, directors or officers except to the extent permitted under the Not-For-Profit Corporation Law.

(3) The purposes for which the corporation is to be formed are:

— *g*

To engage in education and research in the field of accountancy, to develop and improve accountancy education, and to expand knowledge in the accounting science, including, without limitation, retaining and employing teachers and staff for the implementation of continuing education programs and research projects, developing joint programs with other institutions and disciplines, establishing beneficial relations with educators and educational institutions, organizing accountants' study-groups around specific topics in accountancy, encouraging and publishing books and pamphlets on accountancy, and obtaining grants and funding for educational and research projects.

No substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

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Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution or winding up of the corporation, after paying or adequately providing for the debts and obligations thereof, any remaining assets shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, subject to the approval of the Supreme Court.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities

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mention in Not-For-Profit Corporation Law, Section 404(b), (c), (e) - (p), Executive Law, Section 747, or Education Law Sections 224 and 7401.

The corporation shall be subject to all of the restrictions which pertain by law to not-for-profit corporations so far as the same shall be applicable to it. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law.

(4) The corporation shall be a Type B corporation. ✓

(5) The office of the corporation shall be located in the City, County and State of New York. ✓

(6) The territory in which the operations of the corporation are principally to be conducted is the State of New York.

(7) The names and residence addresses of the persons constituting the Board of Directors (Trustees) until the organizational meeting provided for in Section ~~405~~ of the Not-For-Profit Corporation Law are:

~~4~~ 5

<u>Name</u>	<u>Address</u>
W. D. Sprague	91 Old Hollow Road Short Hills, New Jersey 07078
Eli Mason	2 Peter Cooper Road New York, New York 10010
Robert L. Gray	12 Meadowlark Drive West Nyack, New York 10994

(8) The post office address to which the secretary of state shall mail a copy of any notice required by law is:

355 Lexington Avenue
New York, New York 10017

(9) Prior to the delivery of this Certificate to the secretary of state, the approval of a Justice of the Supreme Court of the First Judicial District and of the commissioner of education will be endorsed upon or annexed to the Certificate.

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate this 8th day of March, 1972.

W. D. Sprague

W. D. Sprague
91 Old Hollow Road
Short Hills, New Jersey 07078

Eli Mason

Eli Mason
2 Peter Cooper Road
New York, New York 10010

Robert L. Gray

Robert L. Gray
12 Meadowlark Drive
West Nyack, New York 10994

56

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

On this 8th day of March, 1972, before me personally came W. D. SPRAGUE, to me known and known to me to be one of the individuals described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Margaret Collins

Notary Public

MARGARET COLLINS
NOTARY PUBLIC, State of New York
No. 100412075
Qualified in Westchester County
Cert. filed in N. Y. County Clerk
Commission Expires March 30, 1973

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

On this 7 day of March, 1972, before me personally came ELI MASON, to me known and known to me to be one of the individuals described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

David Gopher
Notary Public

DAVID GOPHER
NOTARY PUBLIC, State of New York
Qualified in Westchester County
Commission Expires March 30, 1973

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

On this 8th day of March, 1972, before me personally came ROBERT L. GRAY, to me known and known to me to be one of the individuals described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Margaret Collins

Notary Public

M. Collins
NOTARY PUBLIC
No. 210712
Cert. filed in N. Y. County Clerk
Commission Expires March 30, ~~1972~~
1973

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I, HON. **GEORGE STARKE**, a Justice of the Supreme Court of the State of New York, First Judicial District, do hereby approve the foregoing Certificate of Incorporation of FOUNDATION FOR ACCOUNTING EDUCATION, INC. and consent that the same be filed.

Dated: New York, New York
MAR 29 1972, 1972

George Starke
Justice of the Supreme Court
in the State of New York
First Judicial District

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Dated: New York, New York
, 1972

LOUIS J. LEFKOWITZ
Attorney General
State of New York

By _____

Notice of Waiver
(Section 1302) of the
D. of the
State of New York
March 27, 1972

Dated: March 27, 1972

By *Robert J. Bush*
Attorney General

CERTIFICATE OF RESERVATION

1314

STATE OF NEW YORK

DEPARTMENT OF STATE

I DO HEREBY CERTIFY TO THE

RESERVATION OF NAME

OF (corporation name)	ON (date filed)
FOUNDATION FOR ACCOUNTING EDUCATION, INC.	March 3, 1972
TO BE FILMED AS MICROFILM FRAME NUMBER 971147-1	

THE ABOVE CORPORATE NAME HAS BEEN RESERVED FOR A PERIOD OF SIXTY DAYS FROM THE ABOVE DATE FOR THE USE OF

THE NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

355 Lexington Avenue, New York, N.Y. 10017

FOR

(NOT-FOR-PROFIT)

creation of a domestic corporation

John P. Lomenzo
Secretary of State

NAME AND ADDRESS OF FILER	Cahill, Gordon, Bennett, Reingel, & Ohl 80 Pine St. New York, N.Y. 10005
---------------------------	--

CHK M.O. CASH \$ 10.00

\$10.00 CERTIFICATE

TOTAL \$10.00

REFUND OF \$ TO FOLLOW

CERTIFICATE OF RESERVATION MUST ACCOMPANY CERTIFICATE OF INCORPORATION OR APPLICATION OF AUTHORITY WHEN PRESENTED FOR FILING.

CD-516R (10 69)

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F060361000975

**CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION**

OF

FOUNDATION FOR ACCOUNTING EDUCATION, INC.

Under Section 803 of the Not-for-Profit Corporation Law.

Certified pursuant to
22 NYCRR §130-1.1a

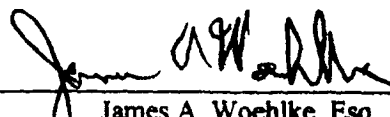
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 01 2006

TAXES to

Y: paid

New York



James A. Woehlke, Esq.
Foundation for Accounting Education, Inc.
3 Park Avenue, 18th Floor
New York, NY 10016
(212) 719-8347

11/14/05

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F060301000975

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
FOUNDATION FOR ACCOUNTING EDUCATION, INC.
Under Section 803 of the Not-For-Profit Corporation Law**

The undersigned, being the President of the Foundation for Accounting Education, Inc., does hereby state:

1. The name of the corporation is Foundation for Accounting Education, Inc. ("FAE").
2. The Certificate of Incorporation of FAE was filed with the Department of State on April 5, 1972. FAE was formed under the Not-For-Profit Corporation Law ("N-PCL") of the State of New York.
3. FAE is a corporation as defined in N-PCL § 102(a) (5) and is a Type B corporation under N-PCL § 201. Following amendment of the Certificate of Incorporation of FAE, it will continue to be a Type B corporation under N-PCL § 201.
4. The Certificate of Incorporation of FAE is hereby amended to effect a change in the corporate purposes, pursuant to N-PCL § 801. Paragraph (3) of the Certificate of Incorporation is hereby amended, to read as follows:

(3) The purposes for which the corporation is to be formed are:

- (a) To engage in education and research in the field of accountancy, to provide scholarships for the pursuit of higher-education degrees in accounting, to conduct educational programs emphasizing career opportunities in the accounting profession, to develop and improve education in the field of accountancy and other professional areas, and to expand knowledge in the accounting science, including, without limitation, retaining and employing teachers and staff for the implementation of continuing education programs and research projects, developing joint programs with other institutions and disciplines, establishing beneficial relations with educators and educational institutions, organizing accountants' study-groups around specific topics in accountancy, encouraging and publishing books and pamphlets on accountancy, and obtaining grants and funding for educational and research projects.
- (b) No substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; it shall not participate in, or intervene in (including the publishing or

distributing of statements), any political campaign on behalf of any candidate for public office.

- (c) Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(e)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- (d) Upon the dissolution or winding up of the corporation, after paying or adequately providing for the debts and obligations thereof, any remaining assets shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, subject to the approval of the Supreme Court.
- (e) Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404 (a) - (v), Executive Law, Section 747, or Education Law Sections 224 and 7401.
- (f) The corporation shall be subject to all of the restrictions which pertain by law to not-for-profit corporations so far as the same shall be applicable to it. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law.

5. This Amendment to the Certificate of Incorporation of FAE was authorized by the unanimous vote of the entire Board of Directors of FAE at a meeting duly held on May 17, 2005.

6. FAE has no members.

7. The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary is:

Foundation for Accounting Education, Inc.
3 Park Avenue, 18th Floor
New York, NY 10016

IN WITNESS WHEREOF, the undersigned has signed this certificate and affirms the statements herein as true under the penalties of perjury, this 21st day of September 2005.



Arthur Bloom, CPA
President
Foundation for Accounting Education, Inc.
3 Park Avenue, 18th Floor
New York, NY 10016

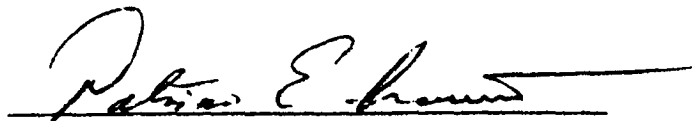
STATE OF NEW YORK)
) SS.:
COUNTY OF)

James A. Woehlke, being duly sworn, deposes and says that he is an attorney and counselor at law and is the attorney for the corporation submitting the foregoing Certificate of Amendment of the Certificate of Incorporation of Foundation for Accounting Education, Inc., and that no previous application for the approval of said Certificate of Amendment by any Justice of the Supreme Court has ever been made.



James A. Woehlke
Counsel
Foundation for Accounting Education, Inc.
3 Park Avenue, 18th Floor
New York, NY 10016
Att. Reg. No. 3043098

Subscribed and sworn to
Before me on 12/12/ , 2005.



Notary Public

PATRICIA E. LAWRENCE
Notary Public, State of New York
No. 41-4945642
Qualified in New York County
Commission Expires January 27, 2007

MARTIN SCHOENFELD

a Justice of the Supreme Court of the State of New York, Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of the Foundation for Accounting Education, Inc. and consent that the same be filed.

Dated: DEC 16 2005, 2005.

Justice of the Supreme Court of the State of New York, Judicial District

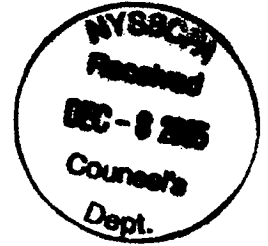
THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

by Laura Weiner
ASSISTANT ATTORNEY GENERAL DATE

October 12, 2005

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT

Albany, New York



James A. Woehlke, Esq. CAE
FAE
The Trusted Professional's Perpetual Classroom
3 Park Avenue
New York, NY 10016-5991

Re: **Foundation for Accounting Education, Inc.**

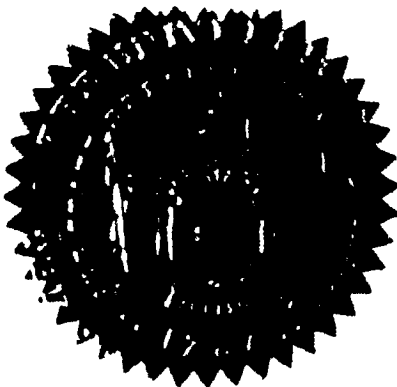
Dear Mr. Woehlke:

Consent is hereby given to the filing of the annexed Certificate of Amendment of the Certificate of Incorporation of **Foundation for Accounting Education, Inc.**, pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.


This consent is issued solely for purposes of filing the annexed document by the Department of State and 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 entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State or New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

RICHARD P. MILLS
Commissioner of Education



By:


Richard L. Nabozny
or Susan A. Naccarato
(Commissioner's designee)

12-9-05
Date

979231 -11

CERTIFICATE OF INCORPORATION

-of-

FOUNDATION FOR ACCOUNTING EDUCATION, INC.

Pursuant to Section 402 of the Not-For-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 5 - 1972

TAX \$ None
FILING FEE \$ 30

John P. Tompkins

Secretary of State

P 31 May

T ype B

Cahill, Gordon, Sonnett, Reindel & Ohl
80 Pine Street
New York, New York 10005

091130000 482

CERTIFICATE OF MERGER

OF

FOUNDATION FOR ACCOUNTING EDUCATION, INC.

AND

NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS BENEVOLENT FUND, INC.

INTO

FOUNDATION FOR ACCOUNTING EDUCATION, INC.

(UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW)

JAC
**STATE OF NEW YORK
DEPARTMENT OF STATE**

FILED NOV 30 2009

TAX \$

BY:

Filed by: **James A. Woehlke, Esq.
Foundation for Accounting Education, Inc.
3 Park Avenue, 18th Floor
New York, NY 10016**

MJ

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091130000482

CERTIFICATE OF MERGER OF
FOUNDATION FOR ACCOUNTING EDUCATION, INC.
AND
NEW YORK STATE SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS BENEVOLENT FUND, INC.
INTO
FOUNDATION FOR ACCOUNTING EDUCATION, INC.

UNDER SECTION 904 OF THE NOT-FOR-PROFIT CORPORATION LAW

The Undersigned, James F. Passikoff and David J. Moynihan, being the presidents, respectively, of the Foundation for Accounting Education, Inc., and the New York State Society of Certified Public Accountants Benevolent Fund, Inc., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

- (1) The names of the constituent corporations are Foundation for Accounting Education, Inc. (hereinafter, "FAE") and New York State Society of Certified Public Accountants Benevolent Fund, Inc. (hereinafter, "Benevolent Fund"). The name of the surviving corporation is Foundation for Accounting Education, Inc.
- (2) The membership and holders of certificates evidencing capital contributions and subventions, including their number classification, and voting rights are described as follows:
 - (a) FAE is a type B New York not-for-profit corporation organized without members. It has no holders of any certificates evidencing capital contributions or subventions.
 - (b) The Benevolent Fund is a type B New York not-for-profit corporation. It has five (5) members: the sitting president and four immediate past presidents of the New York State Society of Certified Public Accountants (hereinafter, "NYSSCPA"). Each year as a new person assumes the NYSSCPA presidency the Benevolent Fund adds a member (the new NYSSCPA president) and loses a member (the person who served as NYSSCPA president the fifth preceding year). Nothing is paid by Benevolent Fund members to receive their membership interests; there are no dues to maintain Benevolent Fund memberships. The Benevolent Fund has no holders of any certificates evidencing capital contributions or subventions.
- (3) The amendments or changes in the certificate of incorporation of the surviving corporation to be effected by the merger are:

Paragraph (3), which relates to the purposes for which FAE was formed, is amended to read as follows:

091130000482

The purposes for which the corporation is to be formed are:

- (a) To engage in education and research in the field of accountancy, to provide scholarships for the pursuit of higher-education degrees in accounting, to conduct educational programs emphasizing career opportunities in the accounting profession, to develop and improve education in the field of accountancy and other professional areas, and to expand knowledge in the accounting science, including, without limitation, retaining and employing teachers and staff for the implementation of continuing education programs and research projects, developing joint programs with other institutions and disciplines, establishing beneficial relations with educators and educational institutions, organizing accountants' study-groups around specific topics in accountancy, encouraging and publishing books and pamphlets on accountancy, and obtaining grants and funding for educational and research projects.
- (b) To provide voluntary financial aid and other voluntary assistance to such members or former members of the New York State Society of Certified Public Accountants and their families, who, in the judgment of the Foundation for Accounting Education, Inc.'s board of directors, or its designees, shall be deemed in need and deserving of such aid and assistance because of ill health, physical disability, or misfortune.
- (c) No substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- (d) Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- (e) Upon the dissolution or winding up of the corporation, after paying or adequately providing for the debts and obligations thereof, any remaining assets shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, subject to the approval of the Supreme Court.

- (f) Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404 (a)-(c) and (e) - (v), Executive Law, Section 747, or Education Law Sections 224 and 7401.
- (g) The corporation shall be subject to all of the restrictions which pertain by law to not-for-profit corporations so far as the same shall be applicable to it. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law.
- (4) The effective date of the merger shall be the date of filing of the certificate of merger by the Department of State, unless, prior to delivery of such certificate to the Department of State for filing, it is agreed between the boards of directors of the constituent corporations that a later effective date is advisable, in which event the certificate of merger shall contain a provision specifying such later effective date as is agreed upon between such boards, but which date under section 905(a) of the Not-for-Profit Corporation Law may not exceed thirty days subsequent to the filing of the certificate of merger by the Secretary of state.

Notwithstanding approval of the plan of merger by the constituent corporations, if at any time prior to the filing of the certificate of merger by the Department of State it becomes the opinion of the board of directors of either of the constituent corporations that events or circumstances have occurred which render it inadvisable to consummate the merger, this plan of merger shall be deemed abandoned. The filing of the certificate of merger by the Department of State shall conclusively establish that the plan of merger has not been abandoned.

- (5) The certificate of incorporation of FAE was filed by the Secretary of State on April 5, 1972, and amended March 1, 2006. The certificate of incorporation of the Benevolent Fund was filed by the Secretary of State on March 5, 1954.
- (6) The merger was authorized with respect to FAE in the following manner:
- Since FAE has no members, the merger was deemed approved when a plan of merger was adopted by the board of FAE at a meeting on December 18, 2007, by vote of a majority of the directors present at the time of the vote, a quorum being present at such time.

The merger was authorized with respect to the Benevolent Fund in the following manner:

Since the Board of the Benevolent Fund is comprised of all of the members of the Benevolent Fund, the plan of merger was adopted when approved at a special joint meeting of the board and membership of the Benevolent

Fund on March 28, 2008, during which all board members and all members participated.

IN WITNESS WHEREOF, the undersigned have signed this certificate and affirm the statements herein as true under the penalties of perjury, on the dates indicated beneath their signatures.

Foundation for Accounting Education, Inc.
("FAE", herein)
3 Park Avenue, 18th Floor
New York, NY 10016

New York State Society of Certified Public Accountants Benevolent Fund, Inc.
("Benevolent Fund", herein)
3 Park Avenue, 18th Floor
New York, NY 10016

SIGNATURE PURPOSEFULLY REMOVED

SIGNATURE PURPOSEFULLY REMOVED

By:

James F. Passikoff
President

By:

David J. ~~Moyathan~~
President

10/29/2009
Date

10/27/09
Date

STATE OF NEW YORK)
) SS.:
COUNTY OF)

James A. Woehlke (Att. Reg. No. 3043098) being duly sworn, deposes and says that he is an attorney and counselor at law and is the attorney for the corporation submitting the foregoing Certificate of Merger of New York State Society of Certified Public Accountants Benevolent Fund, Inc. into Foundation for Accounting Education, Inc., and that no previous application for the approval of said Certificate of Merger by any Justice of the Supreme Court has ever been made.

SIGNATURE PURPOSEFULLY REMOVED

Subscribed and sworn to
Before me on October 26, 2009.

SIGNATURE PURPOSEFULLY REMOVED

Notary Public

PATRICIA A. AGARD
NOTARY PUBLIC, State of New York
No. 01AG5083214
Qualified in Queens County
Commission Expires Nov. 9, 2011

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(Consolidation or Merger)

Consent is hereby given to the filing of the annexed

**CERTIFICATE OF MERGER OF NEW YORK STATE SOCIETY OF CERTIFIED
PUBLIC ACCOUNTANTS BENEVOLENT FUND, INC. INTO FOUNDATION FOR
ACCOUNTING EDUCATION, INC.**

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and 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 entity, nor shall it be construed as giving the officers or agents of such entity 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.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

RICHARD P. MILLS
Commissioner of Education

By:


Kathleen Marinelli

Commissioner's authorized designee

5/27/09

Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

