

THE ASSOCIATION OF JUNIOR LEAGUES INTERNATIONAL INC.

CERTIFICATE OF INCORPORATION

We the undersigned, desiring to form a corporation pursuant to the provisions of the Membership Corporations Law, all being of full age, at least two-thirds being citizens of the United States, and one of us a resident of the State of New York, do hereby certify and state:

- First: The Association of Junior Leagues International, Inc. is an organization of women committed to promoting voluntarism, developing the potential of women, and improving communities through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable. (As amended August 2, 1995)
- Second: The name of the proposed corporation is THE ASSOCIATION OF JUNIOR LEAGUES INTERNATIONAL, INC. (As amended May 7, 1989)
- Third: The territory in which its operations are to be principally conducted is the United States of America.
- Fourth: The town, village or city in which its principal office is to be located is the Borough of Manhattan, City of New York, County of New York and State of New York.
- Fifth: The number of its directors shall be not less than 13 or more than 30. (As amended May 22, 1959)
- Sixth: The names and places of residence of the persons to be directors until its first annual meeting are:
- Dorothy Straight, 1190 Fifth Avenue, New York, NY
Sophy Sweet, 1706 Sixteenth Street, Washington, D.C.
Agnes Thompson, 106 Willow Street, Brooklyn, NY
Margaret Winslow, 164 Riverway, Boston, MA
Elise Hopkins Yarnall, Wynnewood, PA
Harryette Reynolds, 122 Academy Street, Poughkeepsie, NY
Cybel Lighthall, 14 Murray Avenue, Westmount, Montreal, P.Q.
Canada
Marion Stearns, 745 Peachtree Street, Atlanta, GA
Mary Jo Schieffelin, 5 East 66th Street, New York, NY
- Seventh: The time of the Annual Meeting of the said corporation shall be determined in the Bylaws. (As amended July 12, 1928)
- Eighth: All officers shall be elected by the members of the corporation. (As added May 5, 1971)

Certificate of Incorporation

- Ninth: The Board of Directors may adopt policies which set forth the standards for the conduct of the affairs of the Association, with the exception of the following policies which shall become effective when approved by the members of the corporation: a) policies on the External Resolutions Process; b) policies regarding the Minimum Standards of Charter, Constitution or Bylaws required of an individual Junior League; c) policies on the amount of dues payable to the Association by the Junior Leagues; d) policies on Privileges of Membership; e) policies on Membership in the Association; and f) policies on the Nominating Process. The percentage of votes required to approve such policies shall be set forth in the Bylaws of the Corporation. (As amended July 15, 1994)
- Tenth: The External Policies of the Association shall be adopted by the members of the corporation. (As amended May 18, 1997)
- Eleventh: The Certificate of Incorporation may be amended at the Annual Meeting or at any Special Meeting of the Association by two-thirds vote of the members. Any proposed amendment must be set forth in the notice of the meeting. (As added May 5, 1971)
- Twelfth: In the event the corporation is dissolved, its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to such corporations which are organized and operated exclusively for charitable purposes and which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. (As added May 17, 1973)

IN WITNESS WHEREOF we have made and acknowledged this certificate in duplicate this 18th day of October, 1921.

Caramai C. Mali
Julia D. Schanley
Louise Dixon
Grace R. Henry
Margaret Overton Olmstead

ACKNOWLEDGMENTS

I, the undersigned, Justice of the Supreme Court of the State of New York, do hereby approve of the within Certificate of Incorporation. Dated, New York, the 22nd day of October 1921.
(Sgd.) H.D. Hotchkiss
Justice of the Supreme
Court of New York

The original Certificate of Incorporation was filed in the office of the Secretary of State on May 29, 1922. The foregoing copy does not include the acknowledgments that are attached to the original but does incorporate the changes that have been made by subsequent certificates, which were filed in the Secretary of State's office on the dates stated in the parenthetical notes.