JUNE 7, 2006

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

CAPABA EDUCATIONAL FOUNDATION, INC.

Work Order Number: 2006132471-001
Business Filing Number: 0003228417
Type of Request: CERTIFICATE OF INCORPORATION
File Date/Time: JUN 06 2006 01:00 PM
Effective Date/Time:
Work Order Payment Received: 40.00
Payment Received: 40.00
Credit on Account: 0.00
Customer Id: [Redacted]
Business Id: [Redacted]
CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION

Office of the Secretary of the State
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 05/07/2004

Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.

1. NAME OF CORPORATION:
CAPABA EDUCATIONAL FOUNDATION, INC.

The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:

__X__ A. The corporation shall not have members.
____ B. The corporation shall only have members, which are not entitled to vote.
____ C. The corporation shall have one class of members.
____ D. The corporation shall have multiple classes of members which classes are designated as follows:

Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the corporation's bylaws. Please see C.G.S.§ 33-1055 & -1056.

3. APPOINTMENT OF REGISTERED AGENT: (Please select only one A. or B.)

Name of agent:

A. Individual’s Name: [Redacted]

Business address: [Redacted]

Residence address: (P.O. box is unacceptable)

B. Business Entity:

Address: (P.O. box is unacceptable)

Acceptance of appointment

Signature of agent
4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

Please see attached.

(Please reference an 8 1/2 X 11 attachment if additional space is required)

5. OTHER INFORMATION:

Please see attached.

6. EXECUTION:

Dated this 6th day of June, 2006.

Certificate must be signed by each incorporator.
4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

The Corporation shall be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future U.S. internal revenue law (the "Code"). In furtherance of these purposes, the Corporation shall act, and shall take such actions to ensure compliance with its tax-exempt status under the Code.

The Corporation is not organized and shall not be operated for profit or organized to engage in any activity ordinarily carried on for profit. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any of its trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

5. OTHER INFORMATION:

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.