



Department of State.

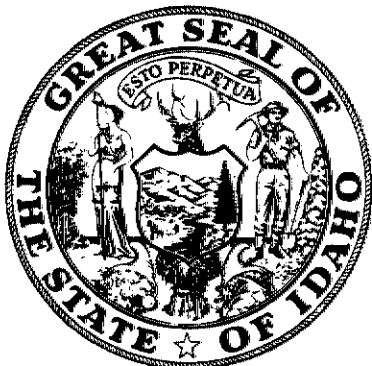
**CERTIFICATE OF AUTHORITY
OF**

UNITED NEGRO COLLEGE FUND, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UNITED NEGRO COLLEGE FUND, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to UNITED NEGRO COLLEGE FUND, INC. to transact business in this State under the name UNITED NEGRO COLLEGE FUND, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 11, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabal

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Nonprofit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

RECEIVED

SECRETARY OF STATE

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1. The name of the corporation is UNITED NEGRO COLLEGE FUND, INC.

2. The name which it shall use in Idaho is UNITED NEGRO COLLEGE FUND, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of New York

4. The date of its incorporation is April 25, 1944 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 500 East 62nd Street, New York, NY 10021

6. The address to which correspondence should be addressed, if different from that in item 5. Same

7. The street address of its proposed registered office in Idaho is 1544 11th Avenue E. Twin Falls, ID. 83381, and the name of its proposed registered agent in Idaho at that address is John W. Roper

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To raise monies for 42 predominately black colleges in the U.S.

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

Name	Office	Address
<u>Christopher F. Edley</u>	<u>President</u>	<u>500 East 62nd Street, New York, NY 10021</u>
<u>Turner C. Battle, III</u>	<u>Secretary</u>	<u>500 East 62nd Street, New York, NY 10021</u>
<u>Willard C. Butcher</u>	<u>Treasurer</u>	<u>1 Chase Manhattan Plaza, NY, NY, 10081</u>
<u>Joseph D. Williams</u>	<u>Chairman</u>	<u>201 Tabor Road, Morris Plains, N.J. 07950</u>
<u>Robert Lazarus</u>	<u>V. Chairman</u>	<u>175 South 3rd Street, Ste 1010</u> <u>Columbus OH 43215</u>

(continued on reverse)

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 4-25-89

UNITED NEGRO COLLEGE FUND, INC.

(Corporation Name)

By

Joe P. Allen

~~Its President~~ / Vice President (please specify)

and

Turner C. Battle, III

Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF New York)

) ss:

COUNTY OF New York)

I, Elizabeth L. Stubbs, a notary public, do hereby certify that on this 25th day of April, 19 89, personally appeared before me Turner C. Battle, III, who being by me first duly sworn, declared that he is the Secretary of UNITED NEGRO COLLEGE FUND, INC.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Elizabeth L. Stubbs

Notary Public
ELIZABETH L. STUBBS
Notary Public, State of New York
No. 24-4668223
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Jan. 31, 1990
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UNITED NEGRO COLLEGE FUND, INC.
500 East 62nd Street
New York, New York 10021
(212) 326-1118

March 10, 1989

BOARD OF DIRECTORS
(Alphabetized)

21
+ MORRIS B. ABRAM
Paul, Weiss, Rifkind, Wharton
& Garrison
1285 Avenue of the Americas
New York NY 10022

ROBERT L. ALBRIGHT
President
Johnson C. Smith University
Charlotte NC 28216

MRS. JANET JONES BALLARD
Supreme Basileus
Alpha Kappa Alpha Sorority
1726 Forest Glen Road
Richmond VA 23228

MICHAEL BOZIC
Chairman and CEO
Sears Merchandise Group
Sears, Roebuck and Co.
Sears Tower
Chicago IL 60684

* EDGAR BRONFMAN, JR.
President
The House of Seagram
375 Park Avenue
New York NY 10152

* OSWALD P. BRONSON, SR.
President
Bethune-Cookman College
Daytona Beach FL 32015

JAMES E. BURKE
Chairman and CEO
Johnson and Johnson
1 Johnson and Johnson Plaza
New Brunswick NJ 08933

JONATHAN BUSH
Chairman
J. Bush & Company
641 Lexington Avenue
New York NY 10022

WILLARD C. BUTCHER
Chairman and CEO
The Chase Manhattan Bank, N.A.
One Chase Manhattan Plaza
New York NY 10081

COLBY H. CHANDLER
CEO and Chairman of the Board
Eastman Kodak Company
343 State Street
Rochester NY 14650

* LEO C. CLANCY
Senior Vice President
Booz, Allen & Hamilton, Inc.
101 Park Avenue
New York NY 10178

* SAMUEL DuBOIS COOK
President
Dillard University
2601 Gentilly Blvd
New Orleans LA 70122

JAMES H. COSTEN
President
Interdenominational Theological
Center
671 Beckwith Street, SW
Atlanta GA 30314

* HUGH CULLMAN
Retired Vice Chairman
Philip Morris Companies Inc.
100 Park Avenue
New York NY 10017

(continued)

- LEONARD E. DAWSON
President
Voorhees College
Voorhees Road
Denmark SC 29042
- * DR. LUTHER H. FOSTER
309 Yoakum Parkway, #1507
Alexandria VA 22304
- NORMAN C. FRANCIS
President
Xavier University
New Orleans LA 70125
- MRS. REGINA JOLLIVETTE FRAZIER
National President
The Links, Inc.
1320 NW 88th Street
Miami FL 33147
- LOUIS V. GERSTNER, JR.
President
American Express Company
American Express Tower
World Financial Center
New York NY 10285-5102
- + WILLIAM T. GOSSETT
505 North Woodward Avenue
Suite 3000
Bloomfield Hill MI 48013
- BRYANT C. GUMBEL
Host of Today Show
NBC - Room 314
30 Rockefeller Center
New York NY 10020
- * MRS. DONALD J. HALL
6320 Aberdeen
Shawnee Mission KS 66208
- HILARY H. HOLLOWAY, ESQ.
Senior Vice President and
General Counsel
Federal Reserve Bank of
Philadelphia
10 Independence Mall
Philadelphia PA 19106
- JOHN H. JOHNSON
Chairman, CEO and Publisher
Johnson Publishing Company, Inc.
820 South Michigan Avenue
Chicago IL 60605
- * MICHAEL H. JORDAN
President and CEO
PepsiCo Worldwide Foods
Frito-Lay Inc.
7701 Legacy Drive
Plano TX 75024
- * GEORGE F. KEANE
President
The Common Fund
Post Office Box 940
363 Reef Road
Fairfield CT 06430
- DAVID A. LAVENTHOL
President
The Times Mirror Company
Times Mirror Square
Los Angeles CA 90053
- * ROBERT LAZARUS, JR.
Executive Vice President
F & R Lazarus Company
175 South 3rd St., Ste 1010
Columbus OH 43215
- * WILLIAM A. McMILLAN
President
Rust College
1 Rust Avenue
Holly Springs MS 38635
- * WARREN W. MORGAN
President
Paul Quinn College
1020 Elm Avenue
Waco TX 76704
- * J. RICHARD MUNRO
Chairman and CEO
Time Incorporated
Time & Life Building
Rockefeller Center
New York NY 10020

(continued)

March 10, 1989

= THOMAS A. MURPHY
Former Chairman
General Motors Corporation
General Motors Building
Detroit MI 48202

* MRS. EDWARD N. NEY
River House
435 East 52nd Street
New York NY 10022

ALFRED C. PARTOLL
Senior Vice President
External Affairs
AT&T - Room 4349L1
2295 North Maple Avenue
Basking Ridge NJ 07920

BENJAMIN F. PAYTON
President
Tuskegee University
Kresge Center, 3rd Fl.
Tuskegee AL 36088

HENRY PONDER
President
Fisk University
1000 17th Avenue North
Nashville TN 37203

MS. LEONTYNE PRICE
1133 Broadway
New York NY 10010

LUNS C. RICHARDSON
President
Morris College
College and N. Main Street
Sumter SC 29150

PREZELL ROBINSON
President
Saint Augustine's College
1315 Oakwood Avenue
Raleigh NC 27611

* WILLIE C. ROBINSON
President
Florida Memorial College
Northwest 42nd Avenue
Miami FL 33054

= DAVID ROCKEFELLER
One Chase Manhattan Plaza
New York NY 10081

GLORIA D. R. SCOTT
President
Bennett College
900 East Washington
Greensboro NC 27401

* JOHN G. SMALE
Chairman of the Board
and Chief Executive
The Procter & Gamble Company
Post Office Box 599
Cincinnati OH 45201

CALVERT H. SMITH
President
Morris Brown College
Atlanta GA 30314

+ MRS. EDWARD M. M. WARBURG
39 East 79th Street, #3B
New York NY 10021

MRS. C. DELMAR WILLIAMS
2160 Madison Avenue
New York NY 10037

* JOSEPH D. WILLIAMS
Chairman and Chief Executive Officer
Warner-Lambert Company
201 Tabor Road
Morris Plains NJ 07950

CORDELL WYNN
President
Stillman College
3600 15th Street
Tuscaloosa AL 35403

* Executive Committee
' Do not use title on correspondence
= Honorary Directors
+ Directors Emeriti

State of New York)
 Department of State) ss:

I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

UNITED NEGRO COLLEGE FUND, INC.

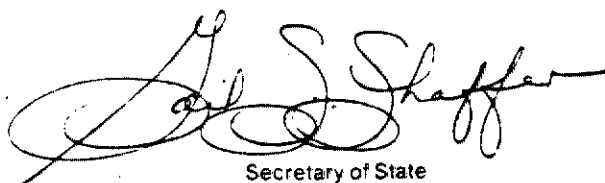
the certificate of incorporation of which corporation was filed April 25, 1944, as a Not-For-Profit corporation.

JUN 19 10 19 AM '89
 SECRETARY OF STATE
 STATE OF IDAHO

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness

my hand and the official seal of the Department of State at the City of Albany, this 19th day of May one thousand nine hundred and eighty-nine


 Secretary of State