

State of Idaho

Department of State

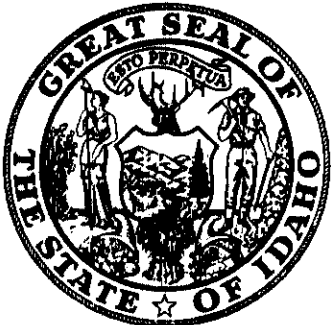
CERTIFICATE OF AUTHORITY OF

PLAN INTERNATIONAL USA, INC.
dba CHILDREACH

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PLAN INTERNATIONAL USA, 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 PLAN INTERNATIONAL USA, INC. to transact business in this State under the name CHILDREACH and attach hereto a duplicate original of the Application for such Certificate.

Dated: April 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

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:

1. The name of the corporation is Plan International USA, Inc., dba Childreach
2. The name which it shall use in Idaho is _____
(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 State
4. The date of its incorporation is July 13, 1939 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 155 Plan Way, Warwick, Rhode Island 02886
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is 350 North 9th St., Suite 3041, Boise, ID. 83702, and the name of its proposed registered agent in Idaho at that address is Barbara Leinberger

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
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8. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list.		

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

10. 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: March 21, 1994

Plan International USA, Inc., dba Childreach
(Corporation name)
By Virginia L. Mason President and National Executive Director
its President/Vice President (please specify)
and Samuel A. Worthington Deputy National Executive Director
its Secretary/Assistant Secretary (please specify)

STATE OF Rhode Island)
COUNTY OF Kent) ss:

I, Shane Maynib, a notary public, do hereby certify that on this 21 day of March, 19 94, personally appeared before me Virginia L. Mason and Samuel A. Worthington, who being by me first duly sworn, declared that ~~she~~ they are the President & National Exec. Director and Deputy Nat'l Exec. Director of Plan International USA, Inc., dba Childreach

they President & Nat'l Exec. Director and
that ~~she~~ signed the foregoing documents as Deputy Nat'l Exec. Director of the corporation and that the statements therein contained are true.

Shane Maynib

Notary Public

Comm exp 10/2/95



BOARD OF DIRECTORS

(as of October 2, 1993)

OFFICERS:

Ms. Virginia L. Mason
President & National Executive Director
Childreach
155 Plan Way
Warwick, RI 02886-1099
401-737-5770 x210
Home: c/o Childreach

Dr. Eugene B. Mihaly [10/94]
Chairman
Mihaly International Corp.
637 East Blithedale Avenue
Mill Valley, CA 94941
Home: 18 Mansanita Place
Mill Valley, CA 94941
415 383-1360

Mr. David H. M. Matheson [10/95]
Vice Chair
The Boston Consulting Group, Inc.
Exchange Place, 31st Floor
Boston, MA 02109
Home: 313 Thoreau Street
Concord, MA 01742
608-369-7019

Dr. John Osgood Field [10/96]
Secretary
School of Nutrition
Tufts University
Medford, MA 02155
Home: 28 Glenoe Road
Chestnut Hill, MA 02167
617-731-0579

Mr. Petros K. Sabatacakis [10/94]
Treasurer
American International Group, Inc.
70 Pine Street, 20th Floor
New York, NY 10270
Home: 404 Riverside Drive, #3C
New York, NY 10025
212 749-2831

Mr. John A. Fiedler [10/95]
Executive Committee
POPULUS, Inc.
Wilderness Way, HC33 Box 3270
Boise, ID 83706
Home: HC33 Box 3262
Boise, ID 83706
208-344-9979

Ms. Jill S. Gabbe [10/96]
Executive Committee
Gabbe & Gabbe
Communications Consulting & Management
101 Fifth Avenue, Suite 10E
New York, NY 10003-1008
Home: Same as business

DIRECTORS:

Ms. Hildy Parks Cohen [10/96]
25 West 54th Street
New York, NY 10019

Mr. Roby Harrington [10/96]
Young & Rubicam Inc., Retired
Darien, CT 06820 (Residence)

Dr. A. Frederick Hartman [10/94]
N.E. Family Health Assoc., P.A.
85 Spring Street
Laconia, NH 03246

Dr. Morris David Morris [10/94]
Center for the Comparative
Study of Development
Brown University, Box 1916
Providence, RI 02912

Paula J. Mueller, Esq. [10/94]
Rockefeller Financial Services
30 Rockefeller Plaza, Room 5600
New York, NY 10112

Founded in 1937 as Foster Parents Plan

155 Plan Way • Warwick, RI 02886-1099, USA • Telephone 401-738-5600 • 800-444-7918 • Sponsor Services 800-556-7918
FAX 401-738-5608

**CHILDREACH
BOARD OF DIRECTORS**

(As of October 2, 1993)

Mr. Stan Rapp [10/93]
CCR Consulting Group
333 East 30th Street, #2A
New York, NY 10016

Dr. Robert C. Sorensen [10/93]
Sorensen Marketing/Management Corp.
210 East 72nd Street
New York, NY 10021

Ms. Kathy Sreedhar [10/94]
UUA Holdeen India Fund
1616 P St., NW - Suite 100
Washington, DC 20036

Mr. Milton G. Wright [10/95]
Texas Guaranteed Student Loan Corporation
PO Box 15996
Austin, TX 78761-5996

[term expires]

srs
10/2/93
boardlis

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of PLAN INTERNATIONAL USA, INC. was filed 07/13/1939, under the name of FOSTER PARENTS' PLAN FOR SPANISH CHILDREN, INC., as a Not-for-Profit corporation and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and 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.

A Certificate of Amendment of FOSTER PARENTS' PLAN FOR SPANISH CHILDREN, INC., changing name to FOSTER PARENTS' PLAN FOR WAR CHILDREN, INC., was filed 10/25/1939.

A Certificate of Amendment of FOSTER PARENTS' PLAN FOR WAR CHILDREN, INC., changing name to FOSTER PARENTS' PLAN, INC., was filed 04/04/1956.

A Certificate of Amendment of FOSTER PARENTS' PLAN, INC., changing name to PLAN INTERNATIONAL USA, INC., was filed 05/18/1990.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of February
one thousand nine hundred and
ninety-four.*



Secretary of State

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Board Resolution for Change in Corporate Identity

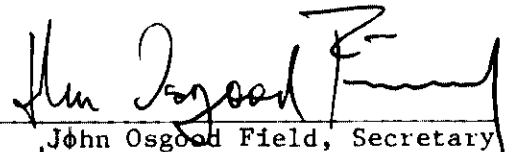
Voted: "That this organization, in all communications and with all publics, identify itself as Childreach."

Approved: Board of Directors
February 1, 1992

Corporate Identity Bylaws Amendment

Voted: That Article I, Section 1 of the bylaws, Objectives of the Corporation, be amended to read as follows: "PLAN International USA, Inc., also doing business as Childreach, is organized for and dedicated to the following purposes: (i) to provide for the sponsorship, care, maintenance, education, training and well-being of needy children wherever they may be; (ii) to provide guidance and practical assistance in strengthening and reinforcing the families of said children to provide said children with the opportunities to develop within their own families and communities; (iii) to interest persons of good will in the necessity of such an undertaking and to obtain their support and assistance; (iv) to enhance our publics' abilities to understand the causes and conditions of global poverty; (v) to provide means for the transmission, distribution and expenditure of funds raised for these purposes to the beneficiaries thereof; (vi) to provide a non-sectarian organization purely humanitarian in character which shall be free from control by or allegiance to any group having any partisan or religious interest of any kind; (vii) to cooperate and exchange information with similar groups in the United States and other countries interested in the same objectives; and (viii) to affiliate with Foster Parents Plan International, Inc."

Approved: Board of Directors
May 2, 1992


John Osgood Field, Secretary

srs
June 2, 1992
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Sponsor Services 800-556-7918 • In RI 401-738-5600 • All other business 800-444-7918 • FAX 401-738-5608



U. S. MEMBER OF  PLAN INTERNATIONAL

Honorary Board

Senator Bill Bradley
Urie Bronfenbrenner
Philip Caldwell
Joan Ganz Cooney
Alan G. Hassenfeld
Senator Claiborne
Harold S. Prince
Neil Simon
Peter Tarnoff
Lester C. Thurow

BOARD RESOLUTION

Changes to Finance Policies

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FINANCE POLICIES (excerpts from 10/93)

II. Administrative

2. The Board of Directors hereby appoints and authorizes Virginia L. Mason, President & National Executive Director of PLAN International USA, Inc., d/b/a Childreach, to make application for Certificates of Registration and file annual reports as may be required under the Charitable Solicitations Acts of those states and the District of Columbia which require such reporting.
3. The Board of Directors hereby authorizes Virginia L. Mason, President & National Executive Director, and Cynthia E. Hilbert, Managing Director of Financial and Planned Giving Services, as bank signatory on the "Certification of Designation of Corporate Depository and of Corporate Officers' Authority" with all banks with which the corporation conducts business.

**ACCOUNTING PROCEDURES/
CASH DISBURSEMENTS (excerpts from 10/93)**

D. Specific Procedures to Follow:

Accounts Payable Checks

The bank requires co-signature on checks \geq \$25,000. The President and Managing Director of Financial and Planned Giving Services will co-sign checks greater than \$25,000.

CORPORATE SEAL



John Osgood Field
Secretary

IDAHO SECRETARY OF STATE

19940411 0900 71054 2 Approved:
CK #: 5229 CUST# 34899-14, 1993
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Executive Committee

12/15/93
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