

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. *Country: United States of America*

This public document:

2. *has been signed by Jeffrey W. Bullock*

3. *acting in the capacity of Secretary Of State Of Delaware*

4. *bears the seal/stamp of Office Of Secretary Of State*

Certified

5. *at Dover, Delaware*

6. *sixteenth day of March, A.D. 2018*

7. *by Secretary of State, Delaware Department of State*

8. *No. 202331182*

9. *Seal/Stamp:*



10. *Signature:*

Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GLOBAL ENGAGEMENT AND ORGANIZING FUND", CHANGING ITS NAME FROM "GLOBAL ENGAGEMENT AND ORGANIZING FUND" TO "AVAAZ FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2007, AT 4:44 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20181936481

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202337235
Date: 03-16-18

**AMENDED AND RESTATED
CERTIFICATE of INCORPORATION
of GLOBAL ENGAGEMENT AND ORGANIZING FUND
a NON-STOCK CORPORATION**

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, Global Engagement and Organizing Fund, a non-stock corporation organized and existing under the laws of the State of Delaware, and originally incorporated under the name Global Education for Action Fund, on June 15, 2006, does hereby certify:

FIRST: That the Certificate of Incorporation of this Corporation is hereby Amended and Restated as set forth in the attached Amended and Restated Certificate of Incorporation.

SECOND: That the attached Amended and Restated Certificate of Incorporation was duly adopted by the Incorporator of this Corporation in accordance with the provisions of Section 242 and that no officers or directors have been elected or appointed and this Corporation has no members.

IN WITNESS WHEREOF, Global Engagement and Organizing Fund has caused this Certificate to be executed by Ricken Patel, its incorporator, this 22nd day of January, 2007.

By: 
Name: Ricken Patel
Title: Incorporator

**AMENDED AND RESTATED
CERTIFICATE *of* INCORPORATION
of AVAAZ FOUNDATION
a NON-STOCK CORPORATION**

First: The name of this Corporation is Avaaz Foundation.

Second: Its registered office in the State of Delaware is to be located at 3500 South DuPont Highway, City of Dover, County of Kent, Delaware, 19901. The name of this Corporation's registered agent at such address is Incorporating Services, Ltd.

Third: This Corporation is organized under the General Corporation Law of the State of Delaware. This Corporation shall be a nonprofit corporation. The specific purpose for which this Corporation is organized is to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article Third.

Fourth: Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code.

Fifth: This Corporation shall not have any capital stock, and the conditions of membership shall be stated in the Bylaws.

Sixth: Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code or corresponding section of any future federal tax code (or, at the option of the Board of Directors of this Corporation, for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

Seventh: Directors of this Corporation shall be elected or appointed as set forth in this Corporation's Bylaws.

Eighth: The personal liability of the directors of this Corporation is hereby eliminated or limited to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

Ninth: Any amendment to this Amended and Restated Certificate of Incorporation requires approval by all of the members of this Corporation.

Tenth: Only the members may adopt, amend or repeal the Bylaws of this Corporation.