Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we

Letter 1045 (DO/CG)
THE AFTER SCHOOL CORPORATION

will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of $100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally $25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally $25,000 or less, and sign the return. Because you will be treated as a public charity for return filing purposes during your entire advance ruling period, you should file Form 990 for each year in your advance ruling period that you exceed the $25,000 filing threshold even if your sources of support do not satisfy the public support test specified in the heading of this letter.

Letter 1045 (DO/CG)
If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of $20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed $10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding $1,000,000 in any year, the penalty is $100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding $1,000,000 shall not exceed $50,000. This penalty may also be charged if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of $20 per day for each day there is a failure to comply (up to a maximum of $10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.
THE AFTER SCHOOL CORPORATION

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

[Signature]
District Director

Enclosure(s):
Form 872-C

Letter 1045 (DO/CG)
THE AFTER SCHOOL CORPORATION

If you decide to use a professional fundraiser in the future, you need to notify us in writing in order for us to determine its effect on your exempt status under section 501(c)(3) of the Code.
Form 1023

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Read the instructions carefully. A User Fee must be attached to this application. If the required information and appropriate documents are not submitted along with Form 1023 (with payment of the appropriate user fee), the application may be returned to you. Complete the Procedural Checklist on page 7 of the instructions.

Part I: Identification of Applicant

<table>
<thead>
<tr>
<th>Identification of Applicant</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Full name of organization (as shown in organizing document)</td>
<td>The After-School Corporation</td>
</tr>
<tr>
<td>1b c/o Name (if applicable)</td>
<td></td>
</tr>
<tr>
<td>1c Address (number and street) Room/Suite</td>
<td>400 West 59th Street</td>
</tr>
<tr>
<td>New York, New York</td>
<td>10019</td>
</tr>
<tr>
<td>1d City or town, state, and ZIP code</td>
<td></td>
</tr>
<tr>
<td>5 Date incorporated or formed</td>
<td>4/2/98</td>
</tr>
<tr>
<td>6 Activity codes (See page 3 of the instructions)</td>
<td>059 149 602</td>
</tr>
<tr>
<td>8 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code?</td>
<td>Yes ☑ No ☐</td>
</tr>
<tr>
<td>9 Is the organization required to file Form 990 (or Form 990-EZ)?</td>
<td>Yes ☐ No ☑</td>
</tr>
<tr>
<td>10 Has the organization filed Federal Income tax returns or exempt organization information returns?</td>
<td>Yes ☑ No ☐</td>
</tr>
<tr>
<td>7 Check here if applying under section:</td>
<td>a ☑ 501(e) b ☑ 501(f) c ☐ 501(h)</td>
</tr>
</tbody>
</table>

Date Received: MAY 15 '98

Date Processed: MAY 19 '98

File Mark: Rejected

Category: 17133K

11 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See Specific Instructions for Part I, Line 11, on page 3.) Get Pub. 557, Tax-Exempt Status for Your Organization, for examples of organizing documents.

a ☑ Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws. Attachment 1

b ☐ Trust—Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.

c ☐ Association—Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here: Signature: (Date: 5/12/98)

For Paperwork Reduction Act Notice, see page 1 of the instructions.
PART II
Activities and Operational Information

1. Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. Identify each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

See Attachment 2

2. What are or will be the organization's sources of financial support? List in order of size.

See Attachment 3

3. Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

See Attachment 4
Part B  Activities and Operational Information (Continued)

4  Give the following information about the organization's governing:
   a  Names, addresses, and titles of officers, directors, trustees, etc.
   b  Annual compensation

   See Attachment 5

   c  Do any of the above persons serve as members of the governing body by reason of being public officials
      or being appointed by public officials?  
      If "Yes," name those persons and explain the basis of their selection or appointment.
      □ Yes  □ No

   d  Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for
      Part II, Line 4d, on page 3.)  
      If "Yes," explain.
      □ Yes  □ No

5  Does the organization control or is it controlled by any other organization?  
    Is the organization the outgrowth of (or successor to) another organization, or does it have a special
    relationship with another organization by reason of interlocking directorates or other factors?  
    If either of these questions is answered "Yes," explain.
    □ Yes  □ No

6  Does or will the organization directly or indirectly engage in any of the following transactions with any
    political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants;
    (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees;
    (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations;
    or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees?  
    If "Yes," explain fully and identify the other organizations involved.
    □ Yes  □ No

7  Is the organization financially accountable to any other organization?  
    If "Yes," explain and identify the other organization. Include details concerning accountability or attach
    copies of reports if any have been submitted.
    □ Yes  □ No
**Activities and Operational Information (Continued)**

8. What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully or completely explained in the EIN return, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If "None," indicate "N/A."  

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>8. What assets does the organization have that are used in the</td>
<td></td>
<td></td>
</tr>
<tr>
<td>performance of its exempt function? (Do not include property producing</td>
<td></td>
<td></td>
</tr>
<tr>
<td>investment income.) If any assets are not fully or completely</td>
<td></td>
<td></td>
</tr>
<tr>
<td>explained in the EIN return, explain their status, what additional steps</td>
<td></td>
<td></td>
</tr>
<tr>
<td>remain to be completed, and when such final steps will be taken. If &quot;None,</td>
<td></td>
<td></td>
</tr>
<tr>
<td>indicate &quot;N/A.&quot;</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

9. Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years?  

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>9. Will the organization be the beneficiary of tax-exempt bond financing</td>
<td></td>
<td></td>
</tr>
<tr>
<td>within the next 2 years?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

10. Is the organization a party to any leases?  

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>10. Is the organization a party to any leases?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

11. Is the organization a membership organization?  

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>11. Is the organization a membership organization?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

12. If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them?  

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>12a. If the organization provides benefits, services, or products,</td>
<td></td>
<td></td>
</tr>
<tr>
<td>are the recipients required, or will they be required, to pay for them?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

13. Does or will the organization attempt to influence legislation?  

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>13. Does or will the organization attempt to influence legislation?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

14. Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements?  

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>14. Does or will the organization intervene in any way in political</td>
<td></td>
<td></td>
</tr>
<tr>
<td>campaigns, including the publication or distribution of statements?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

See Attachment 6
Technical Requirements

1. Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? □ Yes □ No
   If you answer "Yes," do not answer questions on lines 2 through 7 below.

2. If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 8. Exceptions—You are not required to file an exemption application within 15 months if the organization:
   □ a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See Specific Instructions, Line 2a, on page 4;
   □ b Is not a private foundation and normally has gross receipts of not more than $5,000 in each tax year; or
   □ c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3. If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? □ Yes □ No
   If "No," answer question 4.

4. If you answer "No" to question 3, has the organization been contacted by the IRS regarding its failure to file Form 1023 within 27 months from the end of the month in which the organization was created or formed? □ Yes □ No
   If "No," your organization is requesting an extension of time to apply under the "reasonable action and good faith" requirements of section 5.01 of Rev. Proc. 92-85. Do not answer questions 5 through 7.
   If "Yes," answer question 5.

5. If you answer "Yes" to question 4, does the organization wish to request relief from the 15-month filing requirement? □ Yes □ No
   If "Yes," give the reasons for not filing this application prior to being contacted by the IRS. See Specific Instructions, Line 5, on page 4 before completing this item. Do not answer questions 6 and 7.
   If "No," answer question 6.

6. If you answer "No" to question 5, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? □ Yes □ No

7. If you answer "Yes" to question 6 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here □ and attach a completed page 1 of Form 1024 to this application.
Part III  Technical Requirements (Continued)

8 Is the organization a private foundation?
☐ Yes (Answer question 9.)
☒ No (Answer question 10 and proceed as instructed.)

9 If you answer "Yes" to question 8, does the organization claim to be a private operating foundation?
☐ Yes (Complete Schedule E.)
☐ No

After answering question 9 on this line, go to line 15 on page 7.

10 If you answer "No" to question 8, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

☐ a  As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.)

☐ b  As a school (MUST COMPLETE SCHEDULE B.)

☐ c  As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (MUST COMPLETE SCHEDULE C.)

☐ d  As a governmental unit described in section 170(c)(4).

☐ e  As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE B.)

☐ f  As being organized and operated exclusively for testing for public safety.

☐ g  As being operated for the benefit of a college or university that is owned or operated by a governmental unit.

☐ h  As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.

☐ i  As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).

☐ j  The organization is a publicly supported organization but is not sure whether it meets the public support test of block h or block i. The organization would like the IRS to decide the proper classification.

If you checked one of the boxes a through f in question 10, go to question 15. If you checked box g in question 10, go to questions 12 and 13. If you checked box h, i, or j in question 10, go to question 11.
11 If you checked box h, i, or j in question 10, has the organization operated a tax year of at least 8 months?
   ☐ Yes—indicate whether you are requesting:
      ☐ A definitive ruling (Answer questions 12 through 15.)
      ☐ An advance ruling (Answer questions 12 and 15 and attach two Forms 873-C completed and signed.)
   ☑ No—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the
      application.

12 If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year
   showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

13 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (v), check here ☑ and:
   a Enter 2% of line 8, column (e), Total, of Part IV-A.
   b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly
      supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 13a
      above.

14 If you are requesting a definitive ruling under section 509(a)(2), check here ☑ and:
   a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received
      from each "disqualified person." (For a definition of "disqualified person," see Specific Instructions, Part II, Line 4d, on
      page 3.)
   b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each
      payer (other than a "disqualified person") whose payments to the organization were more than $5,000. For this purpose,
      "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (v) and any
      governmental agency or bureau.

15 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
<th>If &quot;Yes,&quot; complete Schedule:</th>
</tr>
</thead>
<tbody>
<tr>
<td>☑</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>A</td>
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<tr>
<td>☑</td>
<td></td>
<td>B</td>
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<tr>
<td>☑</td>
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<td>C</td>
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<td>☑</td>
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<td>D</td>
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<tr>
<td>☑</td>
<td></td>
<td>E</td>
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<td></td>
<td></td>
<td>F</td>
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<td>☑</td>
<td></td>
<td>G</td>
</tr>
<tr>
<td>☑</td>
<td></td>
<td>H</td>
</tr>
<tr>
<td>☑</td>
<td></td>
<td>I</td>
</tr>
</tbody>
</table>

Has the organization taken over, or will it take over, the facilities of a "for profit" institution?
<table>
<thead>
<tr>
<th>Expenses</th>
<th>Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>24. Excess of revenue over expenses</td>
<td>10. Gain or loss from sale of capital assets (attach schedule)</td>
</tr>
<tr>
<td>22. Other income (attach schedule)</td>
<td>11. Total revenue (add lines 8 and 9)</td>
</tr>
<tr>
<td>23. Total expenses (add lines 14 through 21)</td>
<td>12. Total revenue (add lines 10 through 13)</td>
</tr>
<tr>
<td>14. Fundraising expenses</td>
<td>13. Gross investment income (see instructions for definition)</td>
</tr>
<tr>
<td>10. Income from operations (attach schedule)</td>
<td>3. Membership fees received</td>
</tr>
<tr>
<td>11. Gain or loss from sale of capital assets (attach schedule)</td>
<td>4. Gross investment income (see instructions for definition)</td>
</tr>
<tr>
<td>12. Unusual gains</td>
<td>5. Other revenue, included on line 3 of Schedule A, not included on line 3 of Schedule B</td>
</tr>
<tr>
<td>Assets</td>
<td>Current tax year</td>
</tr>
<tr>
<td>----------------------------------------------------------------------</td>
<td>-----------------</td>
</tr>
<tr>
<td>1 Cash</td>
<td>1</td>
</tr>
<tr>
<td>2 Accounts receivable, net</td>
<td>2</td>
</tr>
<tr>
<td>3 Inventories</td>
<td>3</td>
</tr>
<tr>
<td>4 Bonds and notes receivable (attach schedule)</td>
<td>4</td>
</tr>
<tr>
<td>5 Corporate stocks (attach schedule)</td>
<td>5</td>
</tr>
<tr>
<td>6 Mortgage loans (attach schedule)</td>
<td>6</td>
</tr>
<tr>
<td>7 Other investments (attach schedule)</td>
<td>7</td>
</tr>
<tr>
<td>8 Depreciable and depletable assets (attach schedule)</td>
<td>8</td>
</tr>
<tr>
<td>9 Land</td>
<td>9</td>
</tr>
<tr>
<td>10 Other assets (attach schedule)</td>
<td>10</td>
</tr>
<tr>
<td><strong>Total assets (add lines 1 through 10)</strong></td>
<td><strong>11</strong></td>
</tr>
<tr>
<td>Liabilities</td>
<td></td>
</tr>
<tr>
<td>12 Accounts payable</td>
<td>12</td>
</tr>
<tr>
<td>13 Contributions, gifts, grants, etc., payable</td>
<td>13</td>
</tr>
<tr>
<td>14 Mortgages and notes payable (attach schedule)</td>
<td>14</td>
</tr>
<tr>
<td>15 Other liabilities (attach schedule)</td>
<td>15</td>
</tr>
<tr>
<td><strong>Total liabilities (add lines 12 through 15)</strong></td>
<td><strong>16</strong></td>
</tr>
<tr>
<td>Fund Balances or Net Assets</td>
<td></td>
</tr>
<tr>
<td>17 Total fund balances or net assets</td>
<td>17</td>
</tr>
<tr>
<td><strong>Total liabilities and fund balances or net assets (add line 16 and line 17)</strong></td>
<td><strong>18</strong></td>
</tr>
</tbody>
</table>

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.
CERTIFICATION

I hereby certify that I am the President of The After-School Corporation and that the attached is a complete and accurate copy of the Certificate of Incorporation of such corporation, filed with the State of New York on April 2, 1998.

Lucy N. Friedman
President
VISION OF CORPORATIONS AND STATE RECORDS

ENTITY NAME: THE AFTER-SCHOOL CORPORATION

DOCUMENT TYPE: NAME RESERVATION (NEW) (DOM. NFP)

SERVICE COMPANY: CT CORPORATION SYSTEM

APPLICANT NAME: CHRISTINA NOONEY

ILED: 02/25/1999 DURATION: 04/27/1999

FILE #: 9802250000647 FILM #: 980225000062

ADDRESS FOR PROCESS:

REGISTERED AGENT

SUBMIT RECEIPT WHEN FILING CERTIFICATE

FILER

CHRISTINA NOONEY

425 LEXINGTON AVENUE

NEW YORK, NY 10017

FILING: 10.00 CASH: 0.0
TAX: 0.00 CHECK: 35.00
CERT: 0.00 BILLED: 0.0
COPIES: 0.00
HANDLING: 25.00

FEES: 35.00 PAYMENTS: 35.0

US-1025 (11/89)
CERTIFICATE OF INCORPORATION
OF
THE AFTER-SCHOOL CORPORATION
(Under Section 402 of the New York Not-for-Profit Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 02 1998
TAXES
BY:

SIMPSON THACHER & BARTLETT
425 Lexington Avenue
New York, New York 10017

10

980 402 000 264
CERTIFICATE OF INCORPORATION
OF
THE AFTER-SCHOOL CORPORATION
(Under Section 402 of the New York Not-for-Profit Corporation Law)

I, the undersigned, acting as the incorporator of a corporation under the New York Not-for-Profit Corporation Law, do hereby adopt the following certificate for this corporation:

ARTICLE I
NAME
The name of the corporation is The After-School Corporation (the "Corporation").

ARTICLE II
CLASSIFICATION
The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

ARTICLE III
PURPOSE
The purposes for which the Corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include:

(a) conducting activities and making grants to support the development and implementation of in-school after-school educational and enrichment programs serving students from pre-school through the twelfth grade;

(b) evaluating, improving the quality of, and expanding the availability of new and existing after-school programs;
(c) developing or supporting the development of a replicable model for after-school educational and enrichment programs;

(d) conducting programs and making grants for professional development and training in connection with after-school educational and enrichment programs;

(e) working to transform the concept of a school day from 8:30 a.m. to 3:00 p.m. to 8:30 a.m. to 6:00 p.m. to meet the demands of a changing economy and family structure;

(f) analyzing legislation involving issues related to after-school programs;

(g) cooperating with, and promoting the interaction of, corporations, individuals, charitable organizations, including governmental organizations, whether local, national, or international, for any of the foregoing purposes; and

(h) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

Nothing herein shall be construed as authorizing the Corporation to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, or an institution of any of the professions designated in Title VIII of the Education Law, or any other operation described in Section 404(b) - (v) of the Not-for-Profit Corporation Law or in Section 460-a of the Social Services Law.

ARTICLE IV

POWERS

In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred.
ARTICLE VII

FEDERAL INCOME EXEMPTION

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable and educational purposes, as specified in Code section 501(c)(3), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Code section 501(c)(3).

ARTICLE VI

NO PRIVATE INUREMENT

The Corporation is not formed for pecuniary profit or for financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE VII

LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Code section 501(h)), during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision, and the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VIII

FEDERAL EXCISE TAXES

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of
the Code), make any investments in such manner as to subject the Corporation to tax under Section 4945 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IX

OFFICES

The office of the Corporation shall be located in the County of New York, State of New York.

ARTICLE X

INITIAL DIRECTORS

The names and addresses of the initial directors of the Corporation are:

<table>
<thead>
<tr>
<th>Names</th>
<th>Addresses</th>
</tr>
</thead>
<tbody>
<tr>
<td>Herbert Sturz</td>
<td>President Trotwood Corporation</td>
</tr>
<tr>
<td></td>
<td>200 Park Avenue</td>
</tr>
<tr>
<td></td>
<td>56th Floor</td>
</tr>
<tr>
<td></td>
<td>New York, N.Y. 10166</td>
</tr>
<tr>
<td>Aryeh Neier</td>
<td>The Open Society Institute</td>
</tr>
<tr>
<td></td>
<td>400 West 59th Street</td>
</tr>
<tr>
<td></td>
<td>4th Floor</td>
</tr>
<tr>
<td></td>
<td>New York, N.Y. 10019</td>
</tr>
<tr>
<td>Mimi Clarke Corcoran</td>
<td>The Open Society Institute</td>
</tr>
<tr>
<td></td>
<td>400 West 59th Street</td>
</tr>
<tr>
<td></td>
<td>4th Floor</td>
</tr>
<tr>
<td></td>
<td>New York, N.Y. 10019</td>
</tr>
</tbody>
</table>

ARTICLE XI

NO MEMBERS

The Corporation shall have no members.

ARTICLE XII

DESIGNATED AGENT

The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall
mail a copy of any process against the Corporation served upon him or her is:

The After-School Corporation
c/o The Open Society Institute
400 West 59th Street
4th Floor
New York, N.Y. 10019
Attn: Office of the General Counsel

ARTICLE XIII.

DISSOLUTION

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors and as approved by a court of competent jurisdiction, to charitable organizations then qualified under Code section 501(c)(3). Any of the Corporation's assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and affirmed as true the statements made herein this 13th day of March, 1998.

Christina L. Nooney, Incorporator
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
STATE OF NEW YORK   
COUNTY OF NEW YORK   

On the date hereinafter set forth, before me came Christina L. Nooney, to me known to be the individual who is described in, and who signed the foregoing Certificate of Incorporation, and she acknowledged to me that she signed the same.

Signed on MARCH 13, 1994.

[Signature]

Notary Public

MARIE HUGHES
NOTARY PUBLIC STATE OF NEW YORK
No. 24-391978
Oaths in Kings County
Certificate held in Kings County
Commission Expires December 1997

9
State of New York
Department of State

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on APR 06 1998

Special Deputy Secretary of State
STATE OF NEW YORK
COUNTY OF ALBANY

Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-for-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of THE AFTER-SCHOOL CORPORATION, as a not-for-profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 24th day of March, 1998.

Richard P. Mills
Commissioner of Education

By:

Richard L. Nabozny
Senior Attorney
BY-LAWS

OF

THE AFTER-SCHOOL CORPORATION

ARTICLE I

OFFICES

The principal office of The After-School Corporation (the "Corporation") shall be located at a place in the City of New York, State of New York as the Board of Directors may from time to time determine. The Corporation may also have other offices at other places both within and without the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

NO MEMBERS

In accordance with the provisions of Section 601(a) of the Not-for-Profit Corporation Law of the State of New York, the Corporation has no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Number. The Board of Directors (the "Board") shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of directors that shall constitute the Board shall be not less than three nor more than twenty-four. Within these specified limits, the number of directors shall be determined by resolution adopted by a majority of the entire Board. For purposes of these By-Laws, the term "entire Board" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies. No decrease in the number of directors shall shorten the term of any incumbent director. The Board of Directors shall also include the President of the Corporation as an ex-officio Board member. The ex-officio member of the Board shall have full voting rights.
Section 2. **Election and Term.** The directors shall be elected at the annual meeting of the Board of Directors by a majority of the directors then in office, and each director shall hold office until the next annual meeting and the earliest of the election or appointment and qualification of the director’s successor or until the director’s death, resignation, or removal.

Section 3. **Vacancies and Newly Created Directorships.** Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any director from office, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until the earliest of the director’s successor being elected or appointed and qualified or until the director’s death, resignation, or removal.

Section 4. **Ex-Officio Board Member.** The President of the Corporation shall serve as an ex-officio member of the Board. The ex-officio member shall be counted in determining the presence of a quorum and shall be entitled to vote.

Section 5. **Removal.** Provided there is a quorum of not less than a majority of all directors present, a director may be removed for cause by the vote of a majority of the Board present at the meeting at which the action is taken.

Section 6. **Resignations.** Any director may resign at any time by giving written notice to the Chairman. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 7. **Meetings.** Regular or special meetings of the Board shall be held at times and places as may from time to time be fixed by the Board or as may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the Chairman or any director upon written demand of not less than one-fifth of the entire Board.

Section 8. **Notice of Meetings.** Notice need not be given of regular meetings of the Board if the time and place of the regular meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each director not less than two days before the special meeting. Notice may be in writing and sent by mail, addressed to each director at his or her address as it appears on the records of the Corporation. Notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be by telephone or sent by facsimile transmission, e-mail, telegraph, telex, courier
meeting of the Board of Directors. In the absence of the Secretary, the president of the meeting shall appoint a secretary of the meeting.

Section 14. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more standing or special committees, including without limitation an executive committee, to have and exercise the power and authority specified by the Board of Directors and permitted by law. Each committee shall consist of three or more directors. The members of special committees shall be appointed by the Chairman with the consent of the Board of Directors. In the absence or disqualification of a member of a standing committee, the member or members of that committee present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director to act at the meeting in place of any absent or disqualified member. At each meeting of a committee, a majority of the members of the committee shall be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 15: Meeting by Conference Telephone. Any one or more members of the Board of Directors or any committee of the Board of Directors may participate in a meeting of the Board of Directors or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by the means described above shall constitute presence in person at a meeting.

Section 16. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents by the members of the Board or the committee shall be filed with the minutes of the proceedings of the Board or the committee.

Section 17. Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE IV

ADVISORY BOARD

The Board, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. The Advisory
Board shall consist of persons who are interested in the purposes and principles of the Corporation. Each member shall serve at the pleasure of the Board of Directors. Any vacancy in the Advisory Board may be filled and any member of the Advisory Board may be removed, either with or without cause, by the Board of Directors. The Advisory Board shall advise the Board of Directors as to any matters that are put before it by the Board of Directors concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board of Directors nor shall it have the power to authorize the seal of the Corporation to be affixed to any papers that may require it.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation may consist of a Chairman, a President, a Secretary, a Treasurer, and other officers with titles as the Board of Directors shall determine, all of whom shall be chosen by and shall serve at the pleasure of the Board of Directors.

Section 2. Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board and each officer shall hold office until the earlier of the officer's successor being chosen and qualified or until the officer's death, resignation, or removal. One person may hold, and perform the duties of, more than one office, provided that the offices of President and Secretary may not be held by the same person. All officers shall be subject to the supervision and direction of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause, at any meeting of the Board at which a majority of the directors is present.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Chairman or the President. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to the office.

Section 6. Chairman. The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall have
and exercise general charge and supervision of the affairs of the Corporation and shall do and perform other duties as the Board of Directors may assign to the Chair.

Section 7. President. The President shall be charged with the administrative and executive management of the affairs of the Corporation. At the request of the Chairman, or in the event of the Chairman's absence or disability, the President shall preside at meetings of the Board of Directors, and the President shall have other powers and perform other duties as the Board of Directors may assign to the President.

Section 8. Secretary. The Secretary shall:

(a) record and keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose;

(b) see that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law;

(c) be custodian of the records (other than financial) and have charge of the seal of the Corporation and see that it is used upon all papers or documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these By-Laws; and

(d) in general, perform all duties incident to the office of Secretary and perform other duties as the Chairman, the President, or the Board of Directors may from time to time assign to the Secretary.

Section 9. Treasurer. The Treasurer shall:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all funds in the name of the Corporation in depositories as designated by the Board of Directors;

(b) exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation where those books are kept;

(c) render a statement of the condition of the finances of the Corporation at the annual meeting of the Board of Directors as provided in Section 519 of the Not-for-Profit Corporation Law;

(d) make an annual report to the Board concerning assets held for a specific purpose, the use made of those assets and the income of those assets as provided in Section 513(b) of the Not-for-Profit Corporation Law;
Section 2. Election and Term. The directors shall be elected at the annual meeting of the Board of Directors by a majority of the directors then in office, and each director shall hold office until the next annual meeting and the earliest of the election or appointment and qualification of the director's successor or until the director's death, resignation, or removal.

Section 3. Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any director from office, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until the earliest of the director's successor being elected or appointed and qualified or until the director's death, resignation, or removal.

Section 4. Ex Officio Board Member. The President of the Corporation shall serve as an ex-officio member of the Board. The ex-officio member shall be counted in determining the presence of a quorum and shall be entitled to vote.

Section 5. Removal. Provided there is a quorum of not less than a majority of all directors present, a director may be removed for cause by the vote of a majority of the Board present at the meeting at which the action is taken.

Section 6. Resignations. Any director may resign at any time by giving written notice to the Chairman. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 7. Meetings. Regular or special meetings of the Board shall be held at times and places as may from time to time be fixed by the Board or as may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the Chairman or any director upon written demand of not less than one-fifth of the entire Board.

Section 8. Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of the regular meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each director not less than two days before the special meeting. Notice may be in writing and sent by mail, addressed to each director at his or her address as it appears on the records of the Corporation. Notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be by telephone or sent by facsimile transmission, e-mail, telegraph, telex, courier
service, or hand delivery. Notice of a special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement.

Section 9. Place and Time of Meetings. Meetings of the Board shall be held at the location, within or without the State of New York, which is fixed by the Board or, in the case of a special meeting, by the person or persons calling the special meeting.

Section 10. Quorum. At each meeting of the Board one-third of the number of directors then in office shall constitute a quorum for the transaction of business, provided that if the number of directors then in office is greater than fifteen, the quorum shall be five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 11. Manner of Acting. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 12. Conflicts Policy. In connection with all actions taken by the Board of Directors with respect to any contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of the directors or officers of the Corporation are directors or officers or have a substantial financial interest, affiliation, or other significant relationship, each interested director or officer of the Corporation shall:

(a) disclose to the Board of Directors the material facts as to the director's or officer's interest in the contract or transaction and as to any common directorships, offices, or substantial financial interest, affiliation, or other significant relationship, which disclosure shall be duly recorded in the minutes or resolutions relating to the Board of Directors' actions, and

(b) abstain from voting on the contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes the contract or transaction.

Section 13. Organization. At each meeting of the Board of Directors, the Chairman or, in the Chairman's absence, the President or a person chosen by the directors present, shall act as president. The Secretary shall act as secretary of each
meeting of the Board of Directors. In the absence of the Secretary, the president of the Board shall appoint a secretary of the meeting.

Section 14. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more standing or special committees, including without limitation an executive committee, to have and exercise the power and authority specified by the Board of Directors and permitted by law. Each committee shall consist of three or more directors. The members of special committees shall be appointed by the Chairman with the consent of the Board of Directors. In the absence or disqualification of a member of a standing committee, the member or members of that committee present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director to act at the meeting in place of any absent or disqualified member. At each meeting of a committee, a majority of the members of the committee shall be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 15. Meeting by Conference Telephone. Any one or more members of the Board of Directors or any committee of the Board of Directors may participate in a meeting of the Board of Directors or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by the means described above shall constitute presence in person at a meeting.

Section 16. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents by the members of the Board or the committee shall be filed with the minutes of the proceedings of the Board or the committee.

Section 17. Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE IV

ADVISORY BOARD

The Board, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. The Advisory
Board shall consist of persons who are interested in the purposes and principles of the Corporation. Any member shall serve at the pleasure of the Board of Directors. Any vacancy in the Advisory Board may be filled and any member of the Advisory Board may be removed, either with or without cause, by the Board of Directors. The Advisory Board shall advise the Board of Directors as to any matters that are put before it by the Board of Directors concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board of Directors nor shall it have the power to authorize the seal of the Corporation to be affixed to any papers that may require it.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation may consist of a Chairman, a President, a Secretary, a Treasurer, and other officers with titles as the Board of Directors shall determine, all of whom shall be chosen by and shall serve at the pleasure of the Board of Directors.

Section 2. Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board and each officer shall hold office until the earlier of the officer's successor being chosen and qualified or until the officer's death, resignation, or removal. One person may hold, and perform the duties of, more than one office, provided that the offices of President and Secretary may not be held by the same person. All officers shall be subject to the supervision and direction of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause, at any meeting of the Board at which a majority of the directors is present.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Chairman or the President. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to the office.

Section 6. Chairman. The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall have
and exercise general charge and supervision of the affairs of the Corporation and shall do and perform other duties as the Board of Directors may assign to the Chair.

Section 7. **President.** The President shall be charged with the administrative and executive management of the affairs of the Corporation. At the request of the Chairman, or in the event of the Chairman's absence or disability, the President shall preside at meetings of the Board of Directors, and the President shall have other powers and perform other duties as the Board of Directors may assign to the President.

Section 8. **Secretary.** The Secretary shall:

(a) record and keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose;

(b) see that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law;

(c) be custodian of the records (other than financial) and have charge of the seal of the Corporation and see that it is used upon all papers or documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these By-Laws; and

(d) in general, perform all duties incident to the office of Secretary and perform other duties as the Chairman, the President, or the Board of Directors may from time to time assign to the Secretary.

Section 9. **Treasurer.** The Treasurer shall:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all funds in the name of the Corporation in depositories as designated by the Board of Directors;

(b) exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation where those books are kept;

(c) render a statement of the condition of the finances of the Corporation at the annual meeting of the Board of Directors as provided in Section 519 of the Not-for-Profit Corporation Law;

(d) make an annual report to the Board concerning assets held for a specific purpose, the use made of those assets and the income of those assets as provided in Section 513(b) of the Not-for-Profit Corporation Law;
(e) receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever, and, subject to the direction of the Board of Directors, authorize the disbursement of funds of the Corporation;

(f) in general, perform all the duties incident to the office of Treasurer, and perform other duties as the Chairman, the President, or the Board of Directors may from time to time assign to the Treasurer; and

(g) if required by the Board of Directors, give security for the faithful performance of the Treasurer's duties as required by the Board of Directors.

ARTICLE VI

STAFF

From time to time, the President or Board of Directors may employ staff personnel with titles and at rates of compensation as the President or Board of Directors shall determine according to available administrative funds and needs of the Corporation, and subject to approval by the Board of Directors.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board of Directors, subject to the provisions of Article III, Section 1, may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Authority granted by the Board of Directors may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board of Directors.

Section 3. Orders for the Payment of Money and Endorsements for Deposit. (a) All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation shall be signed by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

(b) Endorsements for deposit to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be made by hand-stamped impression in the name of the
Corporation, unless otherwise provided by resolution of the Board of Directors.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds, or other securities held or owned by the Corporation may be sold, transferred, or otherwise disposed of when endorsed for transfer by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

ARTICLE VIII
INDEMNIFICATION

The Corporation may in appropriate cases indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

ARTICLE IX
GRANTS AND OTHER EXPENDITURES FOR THE ADVANCEMENT OF CHARITABLE PURPOSES

Section 1. Authorization. Grants, gifts, contributions, or other distributions for the advancement of the charitable purposes of the Corporation shall be made only if specifically authorized by the Board of Directors.

Section 2. Discretion Retained by Board of Directors. The Board of Directors shall at all times maintain complete control and discretion over the distribution of funds received by the Corporation, and shall not enter into any agreement with any person or organization that would in any way limit the control or discretion of the Board. The Board of Directors shall not represent to any person from whom it solicits or receives gifts, grants, bequests, or contributions that any funds received will be distributed other than at the discretion of the Board. The Board of Directors may solicit or receive gifts, grants, bequests, or contributions for a specific project that it has reviewed and approved as in furtherance of the purposes of the Corporation as stated in the Certificate of Incorporation. The Board of Directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest, or contribution and return to the donor any conditional or restricted contribution actually received.

Section 3. Procedures for Distributions. The Board of Directors shall adopt procedures from time to time for grants, gifts, contributions, or other distributions by the Corporation. The procedures so adopted shall not be inconsistent with Federal
tax law or the Not-for-Profit Corporation Law and shall further the charitable purposes of the Corporation.

ARTICLE X

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 2. Seal. The corporate seal shall be inscribed with the name of the corporation, the year of its organization and the words "Corporate Seal, Not-for-Profit, New York." The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors and committees of the Board of Directors.

ARTICLE XI

AMENDMENTS

Section 1. Certificate. The Board of Directors may amend the Certificate of Incorporation at any meeting of the Board of Directors, at which a quorum of the Corporation is present, by a vote of a majority of the directors present or by unanimous written consent of the Board of Directors.

Section 2. By-Laws. The Board of Directors may amend or repeal these By-Laws at any meeting of the Board of Directors, at which a quorum is present, by a vote of a majority of the directors present or by unanimous written consent of the Board of Directors.

CERTIFICATION

I hereby certify that I am the President of The After-School Corporation and that the attached is a complete and accurate copy of the By-Laws of such corporation.

[Signature]
Lucy Friedman
President
THE AFTER-SCHOOL CORPORATION

c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
Attention: Victoria B. Bjorklund

May, 1998

Response to Form 1023
Part IVA, Question 15

15 Contributions, gifts, grants and similar amounts paid

1998

<table>
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<tr>
<th>Recipient</th>
<th>Purpose</th>
<th>Amount</th>
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<tr>
<td>New or existing after-school programs</td>
<td>Grants to start, enhance or expand programs</td>
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<tr>
<td>Training institutes or educational orgs</td>
<td>Training for after-school personnel</td>
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<td>Research and evaluation organizations</td>
<td>Grants to collect data on, analyze, and evaluate after-school programs</td>
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<tr>
<td>Recipient</td>
<td>Purpose</td>
<td>Amount</td>
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<tr>
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<tr>
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<td>Research and evaluation organizations</td>
<td>Grants to collect data on, analyze, and evaluate after-school programs</td>
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2000

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<td>Research and evaluation organizations</td>
<td>Grants to collect data on, analyze, and evaluate after-school programs</td>
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THE AFTER-SCHOOL CORPORATION

c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
Attention: Victoria B. Bjorklund

May, 1998

Response to Form 1023
Part IVA, Question 17

17 Compensation of officers, directors and trustees

<table>
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<tr>
<th>Description</th>
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</table>
THE AFTER-SCHOOL CORPORATION

c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
Attention: Victoria B. Bjorklund

May, 1998

Response to Form 1023
Part II, Question 2

2 What are or will be the organization's sources of financial support?

The Corporation's major sources of financial support will be gifts from private foundations; corporations; state, city and local government; and private individuals.

As a result of personal meetings between representatives of the Corporation and of a private foundation, the Corporation has a major grant pending. However, the private foundation has required the Corporation to provide a copy of its favorable IRS determination letter before the grant can be paid.
THE AFTER-SCHOOL CORPORATION

c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
Attention: Victoria B. Bjorklund

May, 1998

Response to Form 1023
Part II, Question 3

3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect.

To date, the only fundraising activities of the Corporation have been personal meetings between officers or directors of the organization and potential contributors. As a result, the Corporation has not yet developed any materials to be used in connection with its solicitation of funds.

In the future, the Corporation may conduct a variety of fundraising activities, including special events (e.g., benefit dinners, concerts or other functions), foundation and corporate grant proposals, mail appeals and phonathons. If the Corporation decides to use professional fundraisers to conduct any fundraising activities on its behalf, only professional fundraisers registered under appropriate state laws will be hired.
**THE AFTER-SCHOOL CORPORATION**

c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
Attention: Victoria B. Bjorklund

May, 1998

**Response to Form 1023**
**Part II, Question 4**

4  Give the following information about the organization's governing body:
   a  Names, addresses, and titles of officers, directors, trustees, etc.
   b  Annual compensation

- The members of the Board of Directors and the officers of the Corporation are listed below. Directors serve without compensation but may be reimbursed for reasonable expenses incurred in connection with the performance of their duties as Directors.

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Title</th>
<th>Compensation</th>
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<tbody>
<tr>
<td>Mr. Herbert Sturz</td>
<td>Director</td>
<td>none</td>
</tr>
<tr>
<td>Open Society Institute</td>
<td>Chairman</td>
<td></td>
</tr>
<tr>
<td>400 West 59th Street, 4th Floor</td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York, New York 10019</td>
<td></td>
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<tr>
<td>Ms. Lucy Friedman</td>
<td>Director</td>
<td>$98,729</td>
</tr>
<tr>
<td>The After-School Corporation</td>
<td>President</td>
<td></td>
</tr>
<tr>
<td>400 West 59th Street, 4th Floor</td>
<td></td>
<td></td>
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<tr>
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<tr>
<td>Richard I. Beattie, Esq.</td>
<td>Director</td>
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<tr>
<td>Simpson Thacher &amp; Bartlett</td>
<td></td>
<td></td>
</tr>
<tr>
<td>425 Lexington Avenue</td>
<td></td>
<td></td>
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<tr>
<td>New York, New York 10017</td>
<td></td>
<td></td>
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<tr>
<td>Ms. Esther Dyson</td>
<td>Director</td>
<td>none</td>
</tr>
<tr>
<td>Edventure Holdings</td>
<td></td>
<td></td>
</tr>
<tr>
<td>104 Fifth Avenue, 20th Floor</td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York, New York 10011</td>
<td></td>
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</tr>
</tbody>
</table>
Ms. Hildy J. Simmons
Managing Director
Community Relations & Public Affairs
J.P. Morgan & Co., Inc.
60 Wall Street, 46th Floor
New York, New York 10260

Mr. Geoffrey Canada
President and Chief Executive Officer
Rheedlan Centers for Children and Families
2770 Broadway
New York, New York 10025

Mr. Hugh Price
President and Chief Executive Officer
National Urban League
120 Wall Street, 8th Floor
New York, New York 10005

Mr. Charles V. Raymond
President
The Travelers Foundation
388 Greenwich Street, 38th Floor
New York, New York 10013

Mr. Stanley S. Litow
President, IBM Int'l. Foundation
Vice President, Corporate Community Relations
New Orchard Road
Armonk, New York 10504

Ms. Amalia V. Balianzos
President
Wildcat Services Corporation
161 Hudson Street
New York, New York 10013

Mr. Victor Gotbaum
Director
211 Central Park West
New York, New York 10024
Ms. Michelle Cahill
Director
Fund for the City of New York
121 Sixth Avenue
New York, New York 10013

Ms. Mimi Corcoran
Director
Open Society Institute
400 West 59th Street, 4th Floor
New York, New York 10019
THE AFTER-SCHOOL CORPORATION

c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
Attention: Victoria B. Bjorklund

May, 1998

Response to Form 1023
Part II, Question 13

13 Does or will the organization attempt to influence legislation

In furtherance of its exempt purposes, the Corporation may at some point in the future seek federal, state, or local government funding for after-school programs. These activities may or may not include attempts to influence legislation. At this time there is no estimate of the amount of time or funds that the Corporation might devote to this activity; however, any time or funds that the Corporation may devote to this activity are expected to be within the limits set forth in Code section 501(h). If the Corporation decides to pursue such activities, the Corporation expects that it will make the election under Code section 501(h) at that time.
THE AFTER-SCHOOL CORPORATION

c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
Attention: Victoria B. Bjorklund

May, 1998

Response to Form 1023

Part II, Question 1

1. Provide a detailed narrative description of all the activities of the organization — past, present, and planned.

The After-School Corporation (the "Corporation") is a newly-incorporated New York, not-for-profit corporation organized for purposes which are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation plans to enhance the availability and content of in-school, after-school programs serving students from pre-school through the twelfth grade in New York City and, eventually, throughout the United States. The Corporation seeks to improve the quality and accountability of existing after-school programs as well as expand access by encouraging the establishment of new after-school programs, and to promote best practices among all after-school programs.

The Corporation seeks to achieve its goals by conducting activities directly and by making grants to support other organizations whose activities will further its goals. The specific activities the Corporation plans to conduct at the time of this Application are as follows:
1. Development and Implementation of After-School Programs

(a) Description of Activity: The Corporation plans to support the development and implementation of in-school, after-school educational and enrichment programs. The Corporation plans to provide added support for existing programs and to encourage the development of new programs. The Corporation itself does not intend to operate and staff the after-school programs. Instead, the Corporation intends to make grants to new or existing programs to enable their expansion to include additional children and/or locations. The employees of the Corporation will identify for funding programs which accord with the Corporation’s goal of offering educational and enriching after-school programs.

Initially, the Corporation plans to promote the development and initiation of after-school programs from 3 p.m. to 6 p.m. for children from kindergarten through the fifth grade throughout New York City’s public school system. The programs supported by the Corporation will take place in public schools, on a 180-day schedule which follows the school calendar, and will be academically oriented. Although in its initial phase the Corporation plans to support a limited number of programs for children in middle schools and high schools, support for programs for middle-school and high-school children will increase in later years. In addition, although its initial focus will be New York City schools, the Corporation plans to expand its activities to include schools throughout the nation.

(b) Initiation of Activity: The Corporation will initiate this activity upon hiring staff, which is expected to occur in May or June 1998.

(c) Where and by Whom Activity will be Conducted: This activity will be conducted by primarily by the Corporation’s employees, with some assistance from the Corporation’s Board of Directors.
2. **Best Practices and Developing Model Programs**

(a) **Description of Activity:** A significant activity of the Corporation will be to evaluate, improve the quality of, and promote best practices among new and existing after-school programs. The Corporation will accomplish this goal by collecting data and evaluating existing programs to identify which programs and practices achieve desirable results, such as improved test scores and decreased pregnancy, violence and crime for children who participate. After obtaining this information, the Corporation will work with experts in a variety of fields, such as education, arts and technology, to develop minimum standards and best practices for after-school programs, and will promote the adoption of these standards by new and existing after-school programs.

(b) **Initiation of Activity:** The Corporation will initiate this activity upon hiring staff, which is expected to occur in May or June 1998.

(c) **Where and by Whom Activity will be Conducted:** This activity will be conducted by primarily by the Corporation’s employees, with some assistance from the Corporation’s Board of Directors. In addition, the Corporation may hire consultants to assist in information-gathering and evaluation of after-school programs.

3. **Quality Control**

(a) **Description of Activity:** The Corporation intends to work with specific after-school programs to assist in the coordination of activities and to ensure the quality of each program. The Corporation will help program personnel to tailor each program to reflect community composition, history, school and parent/caregiver needs. The Corporation will assist the programs in drawing on local resources to improve their effectiveness, and will
promote strong, effective relationships between after-school coordinators and school administrators.

(b) Initiation of Activity: The Corporation will initiate this activity upon hiring staff, which is expected to occur in May or June 1998.

(c) Where and by Whom Activity will be Conducted: This activity will be conducted by primarily by the Corporation's employees, with some assistance from the Corporation's Board of Directors. In addition, the Corporation may engage community-based experts to participate in after-school programs.

4. Training

(a) Description of Activity: The Corporation plans to conduct programs and make grants for professional development and training in connection with after-school educational and enrichment programs. Specifically, the Corporation seeks to improve the quality and availability of instruction for after-school personnel in an effort to raise the level and qualifications of those in the field. The Corporation will assess the current availability of training and professional development, identify areas which are lacking, and seek to enhance the availability of training opportunities in those areas by sponsoring conferences or making grants to support additional programs in those areas.

(b) Initiation of Activity: The Corporation plans to initiate this activity within the next year.

(c) Where and by Whom Activity will be Conducted: The Corporation currently plans to contract with third-parties to provide training, with the Corporation responsible for oversight. Employees of the Corporation will be responsible for identifying specific areas where additional training may be necessary or desirable.
5. Increase Public Awareness of After-School Programs

(a) Description of Activity: One of the Corporation's activities will be to increase public awareness of the benefits to be obtained by in-school, after-school programs. The Corporation may publish studies and reports demonstrating the effectiveness of after-school programs and promoting the nation-wide adoption of a school day that runs from 8:30 a.m. to 6:00 p.m. rather than from 8:30 a.m. to 3:00 p.m. to meet the demands of a changing economy and family structure.

(b) Initiation of Activity: The Corporation will initiate this activity upon hiring staff, which is expected to occur in May or June 1998.

(c) Where and by Whom Activity will be Conducted: This activity will be conducted by primarily by the Corporation's employees, with some assistance from the Corporation's Board of Directors. In addition, the Corporation may hire researchers, educators or others to write reports, studies or papers.

6. Analysis of Relevant Legislation

(a) Description of Activity: The Corporation will analyze and assist in the preparation of legislation on a state and national level involving issues related to after-school programs. Specifically, the Corporation intends to analyze legislation in an effort to increase the resources available to after-school programs, as well as to increase the accountability and promote the professionalism of after-school programs, and to mobilize resources to make after-school programs available on a national level.

(b) Initiation of Activity: The Corporation will initiate this activity upon hiring staff, which is expected to occur in May or June 1998.
(c) Where and by Whom Activities Will be Conducted: This activity will be conducted by primarily by the Corporation's employees, with some assistance from the Corporation's Board of Directors. In addition, the Corporation may hire consultants to analyze or write reports on relevant legislation.