

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 official seal of the
Department of State, at the City of Albany, on
October 3, 2008.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

081003000/44

**CERTIFICATE OF INCORPORATION
OF
ULB ALUMNI OF AMERICA, INC.**

Under the Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: ULB ALUMNI OF AMERICA, INC., hereinafter called the "Corporation".

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall be as follows:

- (a) be a presence for regional alumni and friends of ULB in the USA;
- (b) provide a networking opportunity for all ULB alumni in the USA, including but not limited to, organizing periodic reunions and by publishing a periodic newsletter;
- (c) provide a forum to discuss the ways in which members and contributors may promote the advancement of academic exchanges for students, graduate students, researchers and faculty of the ULB in the USA;
- (d) provide programs, including travel grants and scholarships, to assist ULB students, researchers and faculty in their academic and professional pursuits through direct contact and collaboration with their counterparts in the USA;
- (e) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, including the fundraising activities in relation thereto, but not for the pecuniary profit or financial gain of its members, Directors or officers, except as permitted under Article 5 of the Not-for-Profit Organizations Law.

FOURTH: The corporation is a Type A corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of New York, State of New York.

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

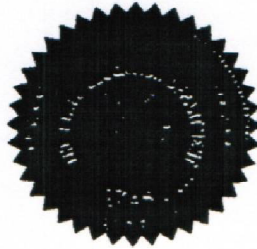
CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing of the annexed certificate of incorporation
of ULB ALUMNI OF AMERICA, INC.

(name of entity)
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law,
the Business Corporation Law, the Limited Liability Company Law or any other applicable
statute.

This consent is issued solely for purposes of filing the annexed document by the
Department of State and 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
entity, nor shall it be construed as giving the officers or agents of such entity 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.

IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.



RICHARD P. MILLS
Commissioner of Education

By: *Seth D. Gilboord*
Seth D. Gilboord

Commissioner's authorized designee

SEP 23 2008

Date

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.