

RESTATED CERTIFICATE OF INCORPORATION

OF PLAN INTERNATIONAL, INC.

UNDER SECTION 805 OF THE NOT-FOR-PROFIT CORPORATION LAW

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I, THE UNDERSIGNED, Joshua Liswood Chair of the Board of Directors of Plan International, Inc. (the "Corporation"), hereby certify:

The name of the corporation is Plan International, Inc. The name under which the corporation was originally formed is Foster Parents Plan International, Inc. The corporation's original and restated certificates of incorporation were filed by the New York Department of State on December 3, 1973, July 1, 2003 and 20 November 2004.

Section 3 of the certificate of incorporation is amended to clarify the purposes of the corporation.

Section 4 of the certificate of incorporation is amended to clarify that the corporation is not engaging in activities which require New York regulatory approvals or consents. Section 5 of the certificate of incorporation is amended in accordance with the Nonprofit Revitalization Act ("NPRA"), specifically under Not-for-Profit Corporation Law s.402(a)(2), to state that: the corporation is a corporation as defined in s.102(a)(5) (Definitions) of such Law; and the corporation is a charitable corporation under s.201 (Purposes) of such Law.

Section 7 of the certificate of incorporation is amended to change the address at which the corporation's books and records of account shall be kept.

Section 8 of the certificate of incorporation is amended to change the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her; and

Section 10 of the certification of incorporation is added in accordance with the Nonprofit Revitalization Act ("NPRA"), specifically under Not-for-Profit Corporation Law s. 402(a)(4), to state the names and addresses of the initial directors.

As authorized under the Not-for-Profit Corporation Law by majority of the corporation's members, to effect the foregoing, the text of the certificate of incorporation is hereby restated as amended to read as set forth in full herein:

"CERTIFICATE OF INCORPORATION UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

1. *The name of the Corporation is PLAN INTERNATIONAL, INC.*

2. *The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Not-For-Profit Corporation Law ("N-PCL"). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.*

3. *The purposes for which the Corporation is to be formed are as follows:*

- (a) (1) to provide social, development and humanitarian services, and / or financial and material assistance to or for the benefit of children, young people and their families and communities in countries where such services and assistance will support them in the advancement of their rights;*
- (2) to empower children, young people and communities to tackle the root causes of discrimination against girls, exclusion and vulnerability;*
- (3) to interest people and partners in the necessity of such an undertaking, and to emphasise the value of the support that one human being can offer children, young people and their communities in the advancement of their rights;*
- (4) to drive change relating to children and young people at local, national and global levels and to promote adherence to and support for national laws and international conventions relating to the rights of children and young people to ensure that their rights are fulfilled;*
- (5) to provide means for the utilization, for the benefit of children, young people, families and communities, of funds, food, clothing and other goods, services and materials raised, received or procured;*

- (6) *to provide an organization purely humanitarian in character for the purposes herein stated, in accordance with the requirements of the New York Not-for-Profit Corporation Law, Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any corresponding or similar section as may from time to time be in force; and (7) to solicit and accept contributions of money and property and to accept devises and bequests and all other monies or property made available by virtue of grants, trusts, endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use and administer such monies or properties for the furtherance of these corporate purposes.*
- (b) *To direct, co-ordinate and assist Plan national organizations ("National Organizations") which have been established in defined geographical areas of the world for substantially the above purposes and to cause to be established additional National Organizations in defined geographical areas of the world having substantially the above purposes.*
- (c) *To establish field offices to administer the programs which provide such services as are the objectives of the Corporation, and to co-ordinate them with the National Organizations.*
- (d) *To co-ordinate and direct the allocation, distribution and use of funds received by the National Organizations.*
- (e) *To direct the allocation, distribution and use of funds received by the Corporation.*
- (f) *In general and subject to such limitations and conditions as are or may be prescribed by law, to exercise all powers which are now or hereafter may be conferred by law upon any corporation organized for the purposes hereinabove set forth, and to do any and all things proper, necessary or incidental to any power so conferred or conducive to the attainment of the purposes of the Corporation; provided, however, that only such powers shall be exercised and such activities conducted as are in furtherance of the tax*

exempt purposes of the Corporation and may be exercised or conducted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding or similar section as may from time to time be in force.

4. *The corporation is not formed to engage in any activity or for any purpose requiring consent or approval or any New York state official, department, board, agency or other body.*

5. *The Corporation is a corporation as defined in s 102 (a) (5) (Definitions) of the N-PCL and is a charitable corporation under s.201 (Purposes) of such Law.*

6. *The Corporation shall have members, which members shall be limited to National Organizations which have been admitted to membership in the Corporation in accordance with provisions prescribed in the By-laws of the Corporation.*

The following matters must be authorized by the members:

- (a) an amendment to the certificate of incorporation;*
- (b) an amendment to the By-laws;*
- (c) a change of the Corporation's name;*
- (d) a merger or other combination with another organization;*
- (e) the disposition of all or substantially all of the undertaking and property of the Corporation;*
- (f) the winding up or dissolution of the Corporation.*

7. *The territory in which the Corporation's operations are principally to be conducted is the entire world. The county within the state in which the office of the corporation is to be located is the county of New York. The books and records of account of the corporation shall be kept in New York.*

8. *The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom service against it may be served. The post-office*

address to which the Secretary of State shall mail a copy of any process is 2711 Centerville Road, Wilmington, DE 19808.

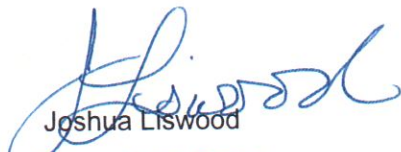
9. *In the event of dissolution, liquidation or winding up of the Corporation, the assets of the Corporation shall, after the payment of just debts and liabilities, be distributed, subject to the approval to the extent required of a Justice of the Supreme Court of the State of New York or any governmental authority, to one or more non-profit organizations of similar purpose as are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or of any corresponding or similar Section as may from time to time be in force."*

10. *The names of the initial directors are: Steinar Siversten and Anne Grant."*

The adoption and filing of the Amended and Restated Certificate of Incorporation have been duly authorized by vote of the Board of Directors and of the Members of the Corporation as required by law.

IN WITNESS WHEREOF, we have signed this certificate and we affirm the statements contained therein as true under penalties of perjury.

Dated: FEBRUARY 9, 2017


Joshua Liswood
Chair of the Board