

F05000002050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

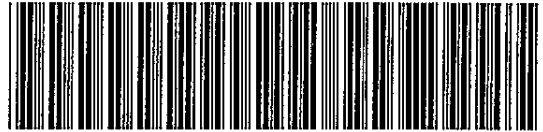
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

J. BROWN APR - 4 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The New Teacher Project, Inc.
(Name of Corporation -- must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Kara Higton
(Name of Person)

The New Teacher Project, Inc.
(Firm/Company)

304 Park Avenue South, 11th Floor
(Address)

New York, New York 10010
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Kara Higton at (212) 590-2484 ext 1034
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. The New Teacher Project, Incorporated

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Delaware 3. 13-8850158
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Perpetual 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 304 Park Avenue South, 11th Floor, New York, New York, 10010
(Principal office address)

304 Park Avenue South, 11th Floor, New York, New York, 10010
(Current mailing address)

8. Non-profit educational consulting firm assisting school districts recruit, hire, train and support new teachers.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Gregory Vincent

Office Address: 1500 Biscayne Blvd, Suite 129

Miami, Florida 33132
(City) (Zip Code)

10. Registered Agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered Agent's signature)

11. Attached is a Certificate of Existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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MARTIN LUTHER KING, JR. CORPORATION
STATE OF FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: (see attached)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS

President: (see attached)

Address:

Vice President:

Address:

Secretary:

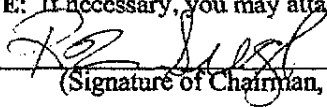
Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robin Siegel, CFO

(Typed or printed name and capacity of person signing application)



Officers

Michelle Rhee
President and Chief Executive Officer
20271 East Euclid Lane
Aurora, CO 80016
(303) 400-8681
ss# 293-78-7174
DOB 12/25/69

Robin Siegel
Chief Financial Officer
200 West 26th Street #PH-D
New York, NY 10001
(212) 706-7545
ss# 096-56-1623
DOB 8/3/75

Jessica Levin
Chief Knowledge Officer
15 West 72nd Street #4FG
New York, NY 10023
(212) 721-8104
ss# 126-42-9459
DOB 1/27/65

Tracy Spitzberg
Vice President of Programs
55 West 90th Street #4
New York, NY 10024
(212) 721-0522
ss# 565-31-1078
DOB 6/26/74

Scott Hamilton
Treasurer
2477 Vallego Street
San Francisco, CA 94123
SS# 522-35-4271
DOB 1/31/66

Steven Routh
Secretary
4362 Argyle Terrace, NW
Washington, DC 20011
SS# 290-62-1237
DOB 7/28/57

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Delaware

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The First State

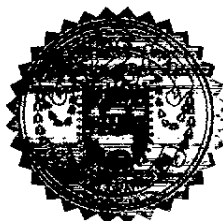
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "THE INSTITUTE FOR THE IMPROVEMENT OF TEACHING, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JULY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THE SAID "THE INSTITUTE FOR THE IMPROVEMENT OF TEACHING, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "THE NEW TEACHER PROJECT, INC.", ON THE TWELFTH DAY OF JANUARY, A.D. 2001, AT 1:45 O'CLOCK P.M.

AND I DO FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT AND NON-STOCK CORPORATION.

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3733139

DATE: 03-10-05