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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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NON-PROF
(Business Entity Name)

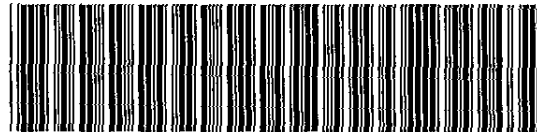
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CT CORPORATION

April 16, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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03 APR 16 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5823257 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Teach For America, Inc. (CT)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,
Katrina Forsman

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. Teach For America, Inc.
(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. Connecticut 3. 13-3541913
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 6, 1989 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 315 West 36th Street, Sixth Floor, New York, New York 10018
(Principal office address)
315 West 36th Street, Sixth Floor, New York, New York 10018
(Current mailing address)
8. Please see attached Exhibit A
(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 or Mail Drop Box **NOT** acceptable)
- Name: CT Corporation System
c/o CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.
- Connie Burr
(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.

12. Names and addresses of officers and/or directors: Please see attached Exhibit B

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

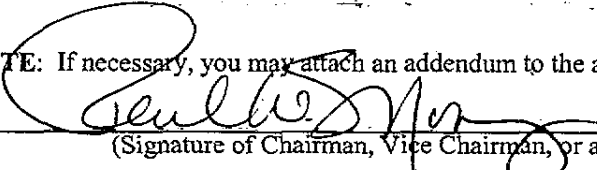
Secretary: _____

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. Paul W. Mourning, Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

The purposes of Teach For America, Inc. (the "Corporation") in the State of Florida will be consistent with the Corporation's objectives and purposes as set forth in Article Third of the Certificate of Incorporation, including the following objectives and purposes:

To endeavor to reduce teacher shortages in areas of the United States and its territories through measures which will focus attention on teachers and on the need for an increase in the quality and quantity of teachers. In this regard, the Corporation will take actions which may include but are not limited to the following: 1) recruit and prepare highly motivated individuals for teaching, and assist in placing these individuals in teaching positions in areas of the United States which are unable to attract qualified teachers; 2) facilitate entry into the teaching profession of those who do not have an undergraduate degree in education; 3) provide information to the general public about the needs of the education system, in particular the need for an increase in the quality and quantity of teachers, and about challenges and benefits of teaching; and 4) provide information and non-monetary support to recruits who have been prepared and placed by the Corporation who wish to continue to participate in measures which will increase the quality and quantity of teachers and better the schools in the United States.

EXHIBIT B

TEACH FOR AMERICA, INC.

DIRECTORS

Scott Hamilton

Managing Director
The Pisces Foundation
345 Spear Street, Suite 510
San Francisco, CA 94105-1657

Leo J. Hindery, Jr.

Chairman & CEO
YES Network
405 Lexington Avenue, 38th Floor
New York, NY 10174

John Hotchkis

Chairman & CEO
Ramajal LLC
800 West Sixth St., Suite 728
Los Angeles, CA 90017-2710

Walter Isaacson

Chairman & Chief Executive Officer
CNN
5 Penn Plaza
21st Floor
New York, NY 10001

David Kenny (Chair)

Chairman & CEO
Digitas
The Prudential Tower
800 Boylston Street, 18th floor
Boston, MA 02199

Wendy Kopp

President
Teach For America
315 West 36th Street, 6th Floor
New York, NY 10018

Mitch Kurz

Chairman
Kurz & Friends
176 E. 71st Street, Apt. 15F
New York, NY 10021 (home)

Sherry Lansing

Chairman, Motion Picture Group
Paramount Studios
5555 Melrose Avenue
Los Angeles, CA 90038-3197

Sue Lehmann

Management Consultant
101 Central Park West
New York, NY 10023

Michael Lomax

President
Dillard University
President's Office
2601 Gentilly Blvd.
New Orleans, LA 70122

Greg Wendt

Senior Vice President
Capital Research Company
One Market, Steuart Tower
Suite 1800
San Francisco, CA 94105-1409

Jide Zeitlin (Treasurer)

Managing Director
Goldman, Sachs & Co.
85 Broad Street
New York, NY 10004

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

OFFICERS

1. **Wendy Kopp, President**
Business address:
Teach For America, Inc.
315 West 36th Street, 6th Floor
New York, New York 10018
2. **David Kenny, Chairperson**
Business address:
Digitas
The Prudential Tower
800 Boylston Street
Boston, Massachusetts 02199
3. **Paul W. Mourning, Secretary**
Business address:
Cadwalader, Wickersham & Taft
100 Maiden Lane
New York, New York 10038
4. **Jide Zeitlin, Treasurer**
Business address:
Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004

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SEEDS
TALLAHASSEE, FLORIDA

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

TEACH AMERICA, INC.

a NONSTOCK corporation under the Connecticut General Statutes was
filed in this office on October 6, 1989. The following comprises a
list of amendments changing its name filed in this office as of the date
of this certificate:

AMENDMENTS CHANGING THE NAME TO

TEACH FOR AMERICA, INC.

File Date: January 4, 1990

Insofar as the records of this office reveal, the corporation is in
existence.



Secretary of the State.

Date Issued: April 15, 2003

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STATE
TALLAHASSEE FLORIDA