

CERTIFICATE OF INCORPORATION
OF

Educators Institute for Human Rights, Inc.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

THE UNDERSIGNED, a natural person of the age of eighteen years or over acting as the incorporator of a corporation pursuant to the New York Not-for-Profit Corporation Law, hereby adopts the following certificate for this corporation:

FIRST: The name of the corporation is "Educators Institute for Human Rights, Inc." (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 is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The purpose for which the Corporation is formed is to organize and administer local, national, and international conferences for teachers and students on the topics of the Holocaust, genocide prevention, and human rights.

FIFTH: Notwithstanding any other provision of this certificate of incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code") and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the Corporation or any other private person or entity, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

SEVENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), and the Corporation shall not participate or intervene in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

EIGHTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of

New York to another organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the Federal government, or state or local government for a public purpose.

NINTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

TENTH: The office of the Corporation is to be located in the County of Erie, State of New York.

ELEVENTH: The Corporation shall be operated by a board of directors, the number of which is to be no less than three.

TWELFTH: The names and post office addresses of the initial directors of the Corporation are as follows:

Andrew Beiter
29 Hunt Avenue
Hamburg, New York 14075

Mark Gudgel
2901 A Street #215
Lincoln, Nebraska 68510

Nicole Morris-McLaughlin
1989 Davis Rd.
West Falls, New York 14170

THIRTEENTH: 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 the Secretary is:

Andrew Beiter
29 Hunt Avenue
Hamburg, New York 14075

FOURTEENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury this 30 day of May, 2011.

Andrew Beiter
Andrew Beiter
29 Hunt Avenue
Hamburg, New York 14075

Name of Incorporator Andrew T. Beiter
Signature of Incorporator Andrew T. Beiter
Address of Incorporator 29 Hunt Hamburg NY 14075
Date 5-3-11

VERIFICATION

STATE OF NEW YORK)
COUNTY OF ERIE) ss:

ANDREW BEITER being duly sworn, deposes and says:

That deponent is the Incorporator in the above-entitled matter, and has read the foregoing Certificate of Incorporation and knows the contents thereof, and that the same is true to deponent's own knowledge, except as to the matters therein stated to be alleged upon information and belief, and that as to those, deponent believes same to be true.

Andrew Beiter
ANDREW BEITER

Sworn to before me this
30 day of May, 2011.

Barbara A. Grafton
Notary Public

BARBARA A. GRAFTON
Notary Public, State of New York
Qualified in Erie County
My Commission Expires Nov 30, 2014

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 Educators Institute for Human Rights, Inc.

[name of entity]

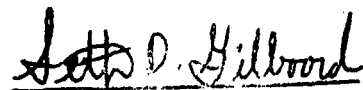
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

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.

DAVID M. STEINER
Commissioner of Education

By:

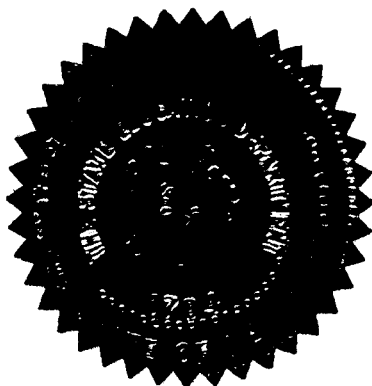

Seth D. Gilboord

Commissioner's authorized designee

MAY 17 2011

Date

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



110608000211

Certificate of Incorporation

Of

Educators Institute for Human Rights, Inc.

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

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

JUN -8 2011

TAX \$

BY: 

Filed by: Andrew Beiter, 29 Hunt Avenue, Hamburg, NY 14075

*Eric
Tyson B*