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 November 16, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07
Certificate of Amendment of the Certificate of Incorporation
of
DONORSCHOOSE, INC.
Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the Corporation is DonorsChoose, Inc.

SECOND: The certificate of incorporation of the Corporation was filed with the
Department of State on July 10, 2000 and the certificate of incorporation was filed under
Section 402 of the Not-For-Profit Corporation Law. The date of the filing of the restated
certificate of incorporation was August 22, 2002.

THIRD: The Corporation was formed under Section 402 of the Not-for-Profit
Corporation Law. The Corporation is a corporation as defined in subparagraph (a)(5) of Section
102 of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under
Section 201 of the Not-for-Profit Corporation Law.

FOURTH: Article FIRST of the certificate of incorporation of the Corporation,
which sets forth the name of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is DonorsChoose.org."

FIFTH: The amendment to the certificate of incorporation of the Corporation
herein provided for was authorized by vote of a majority of the entire Board of Directors at a
duly called meeting of the Board of Directors held on October 2, 2007, at which a quorum was
present throughout, the Corporation having no members entitled to vote on said amendment.

SIXTH: The secretary of state is designated as agent of the Corporation upon
whom process against it may be served and the post office address of the Corporation within
the State of New York to which the Secretary of State shall mail a copy of any notice required
by law is DonorsChoose.org, 347 West 36th Street, Suite 503, New York, NY 10018,
attention: Charles Best.
IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury.

Dated: October 9, 2007

Charles Best, President
STATE OF NEW YORK

COUNTY OF NEW YORK

Alice M. Stuart, being duly sworn, deposes and says that she is an attorney for the Corporation submitting the foregoing Amendment to the Certificate of Incorporation, and that no previous application for the approval of said Amendment to the Certificate of Incorporation by any Justice of the Supreme Court has ever been made.

Subscribed and sworn to before me on October 12, 2007.

Alice M. Stuart

Notary Public

NYB673450.1
Certificate of Amendment
Of the
Certificate of Incorporation
Of
DONORSCHOOSE, INC.

Under Section 803 of the Not-For-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
OCT 3 1 2007

Filed by: Nathan C. Dee
Dewey & LeBoeuf LLP
125 West 55th Street
New York, NY 10019