

case may be, all the remaining property and assets of the Corporation shall be distributed only to such other organizations as shall then qualify under Section 501(c)(3) or Section 501(c)(4) of the Code or as the directors of the Corporation shall in their discretion determine.

ARTICLE IX


The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred herein are granted subject to this reservation, provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause it to lose its tax-exempt status under the provisions of the Internal Revenue Code.

ARTICLE X

The incorporator of the Corporation is Marc R. Paul, whose mailing address is 815 Connecticut Avenue, N.W., Suite 1200, Washington, DC 20006-4078.

IV. The amendment and restatement of the Certificate of Incorporation were authorized by a vote of a majority of the entire Board of Directors at a regular meeting at which a quorum was present.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate this 10th day of November, 2006, and affirms the statements contained herein as true under the penalties of perjury.



Walter Bender
President
One Laptop Per Child Association, Inc.