

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:25 AM 05/14/2015  
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STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
TO THE CERTIFICATE OF INCORPORATION  
OF  
LOUDSPEAKER MEDIA INC.  
A NON-STOCK CORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the board of directors of Loudspeaker Media Inc. resolutions were duly adopted setting forth a proposed amendment of the certificate of incorporation of said corporation, declaring said amendment to be advisable. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that the certificate of incorporation be amended by changing Article First so that, as amended, such Article reads as follows: "First: The name of the corporation is The 74 Media, Inc."

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed this 14<sup>th</sup> day of May, 2015.

By: /s/Romy Drucker

Name: Romy Drucker

Title: CEO

State of Delaware  
Secretary of State  
Division of Corporations  
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**CERTIFICATE OF INCORPORATION  
OF  
LOUDSPEAKER MEDIA INC.  
A NON-STOCK CORPORATION**

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the provisions of the Delaware General Corporation Law ("GCL"), does hereby certify as follows:

FIRST: The name of the corporation is Loudspeaker Media Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 16192 Coastal Highway, in the City of Lewes, County of Sussex, Zip Code 19958. The name of the corporation's registered agent at such address is Harvard Business Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the GCL. The corporation shall be a nonprofit corporation. The corporation's purposes shall include engaging in activities to improve education in America. In furtherance of these charitable purposes, the corporation shall, without limitation: produce and distribute journalism in the field of education and in the public interest and conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes.

FOURTH: The corporation shall not have any capital stock.

FIFTH: The corporation shall have one or more classes of members which such designations, qualifications and rights set forth in the bylaws.

SIXTH: The name and mailing address of the incorporators are as follows:

Name	Address
Alma Dale Campbell Brown	222 Broadway, 19 <sup>th</sup> Floor, New York, NY 10038
Romy Alana Drucker	222 Broadway, 19 <sup>th</sup> Floor, New York, NY 10038

SEVENTH: The number of directors constituting the entire board of directors of the corporation ("Board") shall be fixed by the bylaws. The initial Board shall be appointed by the incorporators.

EIGHTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of section 102 of the GCL, as the same may be amended and supplemented.

NINTH: Election of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

TENTH: The duration of the corporation is to be perpetual.

ELEVENTH: In furtherance of its nonprofit corporate purposes, the corporation shall have all of the authority to exercise all of the general powers conferred upon corporations organized as nonprofit corporations and without authority to issue capital stock under the provisions of the GCL, and such

other powers as are hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes, provided that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the corporation.

**TWELFTH:** The corporation shall, to the fullest extent permitted by Section 145 of the GCL, as the same may be amended and supplemented from time to time, indemnify and advance expenses to, (i) its directors and officers and (ii) any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section as amended or supplemented (or any successor), provided, however, that except with respect to proceedings to enforce rights to indemnification, the bylaws of the corporation may provide that the corporation shall indemnify any director, officer or such person in connection with a proceeding (or part thereof) initiated by such director, officer or such person only if such proceeding (or part thereof) was authorized by the Board. The corporation, by action of its Board, may provide indemnification or advance expenses to employees and agents of the corporation or other persons only on such terms and conditions and to the extent determined by the Board in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**THIRTEENTH:** Notwithstanding any other provision of these articles, the corporation is organized exclusively for educational and charitable purposes, and intends to qualify and remain qualified at all times as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended, or the corresponding section of any future federal tax code (the "Code"), and in connection therewith:

- (1) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors or officers or any other private individual or entity; provided, however, that nothing herein shall prevent the corporation from making payments and distributions in furtherance of the purposes set forth in Article Third hereof, including payment of reasonable compensation to any person or entity for services rendered to or for the corporation.
- (2) 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 the Code, whether pursuant to an election under Section 501(h) or otherwise; and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- (3) Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

**FOURTEENTH:** No director of this corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the GCL as in effect at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability of alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the GCL is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

**FIFTEENTH:** From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the directors of the corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

**SIXTEENTH:** In the event of the dissolution of the corporation, all of the assets and property of the corporation remaining after the proper payment of expenses and satisfaction of all just liabilities shall be distributed to another organization exempt under Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

IN WITNESS WHEREOF, the undersigned, being the incorporators hereinabove named, do hereby execute this Certificate of Incorporation this 12<sup>th</sup> day of January, 2015.

By: /s/Alma Dale Campbell Brown  
Name: Alma Dale Campbell Brown  
Title: Incorporator

By: /s/Romy Alana Drucker  
Name: Romy Alana Drucker  
Title: Incorporator