

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

of

THE STATUE OF LIBERTY - ELLIS ISLAND FOUNDATION, INC.

The Statue of Liberty - Ellis Island Foundation, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. The present name of the Corporation is The Statue of Liberty - Ellis Island Foundation, Inc. The Corporation was originally incorporated under the name "The Statue of Liberty Foundation, Inc." and its original certificate of incorporation was filed with the office of the Secretary of State of the State of Delaware on November 19, 1981.

2. This Amended and Restated Certificate of Incorporation was duly proposed by the board of directors of the Corporation and submitted to and approved by the members of the Corporation in accordance with Sections 242 and 245 of the DGCL.

3. This Amended and Restated Certificate of Incorporation restates and integrated and further amends the certificate of incorporation of the Corporation, as heretofore amended, supplemented and/or restated (the "Certificate of Incorporation").

4. The text of the Certificate of Incorporation is amended and restated in its entirety as follows:

FIRST: The name of the Corporation is The Statue of Liberty - Ellis Island Foundation, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business to be conducted and the purposes to be promoted by the Corporation are exclusively charitable, scientific, educational, literary and non-profit.

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Delaware and the activities and purposes herein set forth, it is expressly provided that the Corporation shall also have the following purposes:

(a) to insure the permanence of the Statue of Liberty so that it may continue to serve as the symbol of freedom and hope for future generations of Americans;

(b) to restore, preserve and protect the Statue of Liberty National Monument, which includes, in addition to the Statue itself, the American Museum of Immigration and Ellis Island;

(c) to acquire, by purchase, gift, devise, or otherwise, the title to, or the custody and control of, records, relics and other things of historic interest related to the Statue of Liberty and the millions of immigrants who entered the United States via Ellis Island;

(d) to foster, promote and stimulate public knowledge of and interest in the history of the Statue of Liberty and Ellis Island;

(e) to accept, hold, invest, reinvest, and administer any gifts, contributions, bequests, donations, devises, benefits of trust (but not act as trustee of any trust), without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof exclusively for the charitable purposes set forth herein;

(f) to purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, to invest, reinvest, deal with and expend any principal or the income thereof as may be necessary for the purposes of the Corporation, without and free from restrictions applicable to trustees or trust funds; to borrow and loan money and to make, accept, endorse, execute and issue promissory notes, or other obligations of the Corporation, and to secure the payment of any such obligations by mortgage or other lien upon, assignment of, or agreement in regard to, all or any part of the property of the Corporation whether now owned or hereafter acquired; to enter into, make, perform or carry out contracts with any person, firm or association; and to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this certificate of the incorporation and not forbidden by the laws of the State of Delaware.

(g) to have offices and promote and carry on its activities and purposes, both within and without the State of Delaware;

(h) in general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited, or forbidden by the by-laws of the Corporation.

FOURTH: The corporation shall not have the authority to issue capital stock.

FIFTH: The members of the Corporation shall be selected and the voting rights and the conditions of membership shall be as provided in the by-laws.

SIXTH: No officer, director, member or employee of the Corporation may receive any pecuniary profit from the operations of the Corporation or upon the dissolution of the Corporation, except reasonable compensation for services rendered to the Corporation in effecting one or more of its purposes.

SEVENTH: Notwithstanding any other provisions of these articles, the Corporation shall not have power to carry on any activities not permitted to be carried on

(a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law);

(b) by a corporation to which contributions are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law).

EIGHTH: No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation or the participation or intervention in (including the publishing or distributing of statement) in any political campaign on behalf of any candidate for public office.

NINTH: In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law) the Corporation, so long as it shall be such a private foundation, shall distribute such income as may be necessary in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code, and shall be absolutely prohibited from and shall refrain from engaging in the following acts:

(a) any act of self-dealing as defined in Section 4941(d) of said Code;

(b) retaining any excess business holdings as defined in Section 4943(c) of said Code;

(c) making any investment in such manner as to subject the Corporation to tax under Section 4944 of said Code; and

(d) making any taxable expenditures as defined in Section 4945(d) of said Code.

TENTH: In the event of voluntary dissolution of the Corporation, or in the event of dissolution due to such other circumstances as are permitted or required by laws, the funds and assets of the Corporation then belonging to it shall, after proper payment of liabilities, be distributed in accordance with the law exclusively to the free and voluntary

aid and assistance of activities, agencies and institutions which are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ELEVENTH: The business, property and affairs of the Corporation shall be managed by a Board of Directors. The number of directors, which in no case shall be less than three, their qualifications, the manner of their election, their terms of office and removal therefrom, the number of directors necessary to constitute a quorum at meetings of the directors, the place and manner of conduct of their meetings, and the duties and powers of the directors shall, except as otherwise provided in this Certificate of Incorporation and subject to the applicable provisions of the laws of the State of Delaware, be as from time to time fixed by the by-laws of the Corporation. If the by-laws so provide, the directors may be classified as to term of office into two or more classes, each class to consist of one or more of the directors of the Corporation. Directors need not be members unless so required by the by-laws. Elections of directors need not be written ballot unless the by-laws so provide.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) to make, alter, amend and repeal the by-laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware and this certificate of incorporation, subject to the power of the members to alter, amend or repeal the by-laws made by the Board of Directors or to limit or restrict the power of the Board of Directors so to make, alter, amend or repeal the by-laws of the Corporation.

(b) to borrow money in the name of the Corporation and to authorize and cause to be executed mortgages and liens without limit as to amount upon real and personal property of the Corporation.

(c) to designate one or more committees, each committee to consist of two or more of the directors of the Corporation which, to the extent provided in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business, property and affairs of the Corporation.

(d) in addition to the powers and authority hereinbefore or by the laws of the State of Delaware expressly conferred upon it, to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the laws of the State of Delaware and this certificate of incorporation.

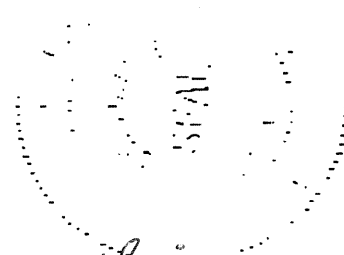
TWELFTH: Meetings of the members and of the Board of Directors may be held either within or without the State of Delaware and at such place or places, at such times and on such notice as shall be prescribed by the by-laws. Except as otherwise provided by the laws of the State of Delaware, the books and records of the Corporation may be kept either within or without the State of Delaware and at such place or places as may be from time to time designated by the Board of Directors.

THIRTEENTH: No Director shall have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director, provided that nothing contained in this Article shall eliminate or limit the liability of a Director (a) for any breach of the Director's duty of loyalty to the Corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of Title 8 of the Delaware Code, as amended, or (d) for any transaction from which the Director derived an improper personal benefit.

FOURTEENTH: 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; provided, however, that any such action shall be calculated exclusively to carry out the purposes for which the Corporation is formed and all rights herein granted to members are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned officer of the Corporation hereby declare and certify that the facts herein stated are true and accordingly have hereunto set my hands and seal this 14th day of May, 2001.

By: Gary E. Kelley
Name: Gary E. Kelley
Title: Secretary



Sworn to subscribed before me this
26th day of Nov. 2008 in person that this
document is accurate and true.

PHILIP M. CHENG
Notary Public, State of New York
No. 01CH4886265
Qualified in Suffolk County
Commission Expires 3/2/2011

Philip M. Cheng

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE STATUE OF LIBERTY - ELLIS ISLAND FOUNDATION, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2001, AT 9:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1135651

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DATE: 05-16-01