

Delaware

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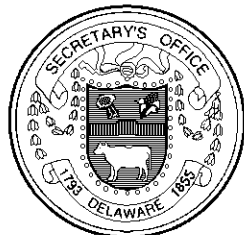
The First State

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 "INDEPENDENCE COMMUNITY FOUNDATION", CHANGING ITS NAME FROM "INDEPENDENCE COMMUNITY FOUNDATION" TO "BROOKLYN COMMUNITY FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2008, AT 1:15 O'CLOCK P.M.

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

2861062 8100

081232940



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7051481

DATE: 12-29-08

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INDEPENDENCE COMMUNITY FOUNDATION

(Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware)

The undersigned, being the Chairman and President of Independence Community Foundation (the "Corporation"), a non-stock, not-for-profit corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Independence Community Foundation. The name under which the Corporation was incorporated is Independence Community Foundation.

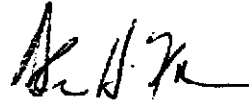
2. The original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on February 19, 1998.

3. This Amended and Restated Certificate of Incorporation of the Corporation was duly proposed by the Board of Directors of the Corporation and duly adopted by the Corporation's members, in each case, in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

4. This Amended and Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented.

5. The text of the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented, is hereby amended and restated in its entirety to read as set forth in Attachment A hereto.

IN WITNESS WHEREOF, the undersigned has subscribed this document on the date set forth below and does hereby affirm, under penalties of perjury, that the statements contained herein have been examined by him and are true and correct to the best of his knowledge.



By: Alan H. Fishman
Title: Chairman and President

Dated: 12/28, 2008

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INDEPENDENCE COMMUNITY FOUNDATION**

ARTICLE I

NAME

The name of the corporation is Brooklyn Community Foundation (the "Corporation").

ARTICLE II

REGISTERED OFFICE AND AGENT

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware at that address is The Corporation Trust Company.

ARTICLE III

PURPOSES

The purposes for which the Corporation is formed are exclusively charitable, educational, scientific, religious and literary within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and will include but will not be limited to:

(a) making grants to support charitable, educational, scientific, religious and literary organizations described in Code Section 501(c)(3) located in or that serve the community of Brooklyn, New York ("Brooklyn Organizations"), or that further the charitable interests of Brooklynites;

(b) educating the public about (i) the work of Brooklyn Organizations, (ii) social issues important to Brooklyn, such as improving literacy, education, public healthcare, housing, human services and community and workforce development, protecting the environment and supporting the arts (the "Social Issues") and (iii) philanthropy generally;

- (c) planning, coordinating and implementing programs, events and committees that facilitate interaction, communication and education among donors, grantees, issue-area experts, other charitable organizations and the general public regarding Brooklyn Organizations, the Social Issues and philanthropy generally;
- (d) providing services to increase charitable giving;
- (e) educating charities in areas such as management, administration and fundraising to improve governance and operations;
- (f) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and
- (g) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

The designation of Brooklyn as the focus of the Corporation's exempt activities has been made in recognition of Brooklyn as the primary source of the Corporation's initial funding through its establishment as part of the conversion of Independence Community Bank (which operated principally in Brooklyn throughout its long history until the cessation of its existence by merger on September 11, 2006) from mutual to stock ownership, creating an understanding by the Corporation for the benefit of the residents and philanthropic institutions in Brooklyn.

ARTICLE IV

POWERS

The Corporation will have the authority to exercise all of the powers conferred upon corporations organized not-for-profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware together with the power to solicit grants and contributions for any corporate purpose. Notwithstanding any other provision of these articles, the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE V

DURATION

The duration of the Corporation is to be perpetual.

ARTICLE VI**NO CAPITAL STOCK**

The Corporation will not have authority to issue capital stock.

ARTICLE VII**MEMBERS**

The Corporation will have one class of members. The members may remove directors with or without cause. All other rights and conditions of membership will be stated in the By-Laws of the Corporation.

ARTICLE VIII**MANAGEMENT**

Except as otherwise provided by law, or in any By-Laws of the Corporation, the activities and affairs of the Corporation will be managed and all the powers of the Corporation will be exercised by the Board of Directors.

ARTICLE IX**DIRECTORS' LIABILITY**

The personal liability of the directors and of any persons performing any of the duties of directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

ARTICLE X**NO PRIVATE INUREMENT**

The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit will be distributed to, or inure to the benefit of, any private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE XI

LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS

No substantial part of the activities of the Corporation will be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation will not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XII

FEDERAL EXCISE TAXES

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it will distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation will not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XIII

DISSOLUTION

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities will be distributed as determined by the Board of Directors to charitable organizations then described in Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of will be disposed of by the Court of Common Pleas (or a Court of equivalent or comparable jurisdiction) of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court will determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
AMENDMENTS

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, 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 those laws.

Pursuant to Section 109 of the General Corporation Law, the Board of Directors may adopt, amend or repeal the By-Laws of the Corporation at any meeting of the Board of Directors at which a quorum is present or by unanimous written consent of the Board of Directors.