

**Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056

If exempt status is
approved, this application
will be open for public
inspection.

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Part I Identification of Applicant



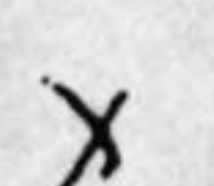
1a Full name of organization (as shown in organizing document) The Committee for South African Development, Inc.		2 Employer identification number (If none, see instructions.) applied for
1b c/o Name (if applicable) Mr. Peter C. Goldmark	3 Name and telephone number of person to be contacted if additional information is needed Antonia M. Grumbach (212) 698-2840	
1c Address (number and street) 1113 Avenue of the Americas, Suite 2100		
1d City or town, state, and ZIP code New York, New York 10036		4 Month the annual accounting period ends December
5 Date incorporated or formed	6 Activity codes (See instructions.) 603 602 562	7 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k)
8 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
9 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), years filed, and Internal Revenue office where filed.		

10 Check the box for your type of organization. BE SURE TO ATTACH A COMPLETE COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ **Corporation**— Attach a copy of your Articles of Incorporation, (including amendments and restatements) showing approval by the appropriate state official; also include a copy of your bylaws.
- b ☐ **Trust**— Attach a copy of your Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ **Association**— Attach a copy of your Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of your bylaws.

If you are a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here  (Signature)  (Title or authority of signer)  (Date)

For Paperwork Reduction Act Notice, see page 1 of the instructions.

Complete the Procedural Checklist (page 7 of the instructions) prior to filing.

Part II Activities and Operational Information (Continued)**4** Give the following information about the organization's governing body:**a** Names, addresses, and titles of officers, directors, trustees, etc.

See attached statement.

b Annual Compensation**c** Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials?☐ Yes ☒ No

If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See the Specific Instructions for line 4d.)☐ Yes ☒ No

If "Yes," explain.

5 Does the organization control or is it controlled by any other organization?☐ Yes ☒ No

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors?

☐ Yes ☒ No

If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than 501(c)(3) organizations): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees?☐ Yes ☒ No

If "Yes," explain fully and identify the other organization(s) involved.

7 Is the organization financially accountable to any other organization?☐ Yes ☒ No*

If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

*The Corporation will make reports to any donor who requests them.

Mr. Mafole,

This is a copy of the
application for tax
exemption, which you
may keep or return,
as you like.

Part III Technical Requirements

- 1 Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed? ☒ Yes ☐ No
If you answer "Yes," do not answer questions 2 through 6.

- 2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7. N/A

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- ☐ (a) Is a church, interchurch organization, local unit of a church, a convention or association of churches, or an integrated auxiliary of a church;
- ☐ (b) Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or,
- ☐ (c) Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

- 3 If you do not meet any of the exceptions in question 2, do you wish to request relief from the 15-month filing requirement? N/A ☐ Yes ☐ No

- 4 If you answer "Yes" to question 3, please give your reasons for not filing this application within 15 months from the end of the month in which your organization was created or formed. N/A

- 5 If you answer "No" to both questions 1 and 3 and do not meet any of the exceptions in question 2, your qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date you were formed? N/A ☐ Yes ☐ No

- 6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date you were formed and ending with the date your Form 1023 application was received (the effective date of your section 501(c)(3) status), check here ☐ and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

- 10 If you checked box (h), (i), or (j) in question 9, have you completed a tax year of at least 8 months?
- ☒ No—You must request an advance ruling by completing and signing 2 Forms 872-C and attaching them to your application.
- ☐ Yes—Indicate whether you are requesting:
- ☐ A definitive ruling (Answer question 11 through and including question 14.)
- ☐ An advance ruling (Answer questions 11 and 14 and attach 2 Forms 872-C completed and signed.)
- 11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of each such grant.

N/A

- 12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here ☐ and: N/A

- a Enter 2% of line 8, column (e) of Part IV-A _____
- b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount you entered on line 12a above.

- 13 If you are requesting a definitive ruling under section 509(a)(2), check here ☐ and:
- a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each person who is a "disqualified person."
- b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following, and if so, complete the required schedule. (Submit only those schedules, if any, that apply to your organization. Do not submit blank schedules.)	Yes	No	If "Yes," complete schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization an operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

The Committee for South African Development, Inc.
Form 1023
Part IV, Column (b)

FORM 1023

SCHEDULE OF EXPENSES

1990

22. Other

Research\$ 50,000
Travel.	24,200
Telephone	2,000
Mail/Postage.	800
Audit/Legal fees	<u>15,000</u>
OTHER TOTAL\$ 92,000

The Committee for South African Development, Inc.
Form 1023
Part IV, Column (a)

FORM 1023

SCHEDULE OF EXPENSES

1991

22. Other

Research	\$100,000
Travel	70,000
Employee Benefits	8,000
Telephone	8,000
Mail/Postage.	2,800
Legal fees.	<u>5,000</u>
OTHER TOTAL.	\$ 193,800

The Committee for South African Development, Inc.
Form 1023
Part IV, Column (c)

FORM 1023

SCHEDULE OF EXPENSES

1992

22. Other

Research	\$ 150,000
Travel	78,000
Employee Benefits	10,000
Telephone	9,000
Mail/Postage.	3,000
Audit/Legal fees.	<u>5,000</u>
OTHER TOTAL	\$ 255,000

Part IV**Financial Data (Continued)**

B.—Balance Sheet (at the end of the period shown)		Current tax year Date <u>12/31/90</u>
Assets		
1 Cash	1	8,000
2 Accounts receivable, net	2	
3 Inventories	3	
4 Bonds and notes receivable (attach schedule)	4	
5 Corporate stocks (attach schedule)	5	
6 Mortgage loans (attach schedule)	6	
7 Other investments (attach schedule)	7	
8 Depreciable and depletable assets (attach schedule)	8	
9 Land	9	
10 Other assets (attach schedule)	10	
11 Total assets	11	8,000
Liabilities		
12 Accounts payable	12	0
13 Contributions, gifts, grants, etc., payable	13	
14 Mortgages and notes payable (attach schedule)	14	
15 Other liabilities (attach schedule)	15	
16 Total liabilities	16	0
Fund Balances or Net Assets		
17 Total fund balances or net assets	17	8,000
18 Total liabilities and fund balances or net assets (add line 16 and line 17)	18	8,000

If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation ☐

Part IV**Financial Data (Continued)**

B.—Balance Sheet (at the end of the period shown)		Current tax year Date <u>12/31/91</u>
Assets		
1	Cash	116,200
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks (attach schedule)	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets	116,200
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule)	
16	Total liabilities	-0-
Fund Balances or Net Assets		
17	Total fund balances or net assets	116,200
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	116,200

If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation ☐

Part IV Financial Data (Continued)

B.—Balance Sheet (at the end of the period shown)		Current tax year Date <u>12/31/92</u>
Assets		
1	Cash	1 251,700
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach schedule)	4
5	Corporate stocks (attach schedule)	5
6	Mortgage loans (attach schedule)	6
7	Other investments (attach schedule)	7
8	Depreciable and depletable assets (attach schedule)	8
9	Land	9
10	Other assets (attach schedule)	10
11	Total assets	11 251,700
Liabilities		
12	Accounts payable	12
13	Contributions, gifts, grants, etc., payable	13
14	Mortgages and notes payable (attach schedule)	14
15	Other liabilities (attach schedule)	15
16	Total liabilities	16 -0-
Fund Balances or Net Assets		
17	Total fund balances or net assets	17 251,700
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	18 251,700

If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation ☐

The Committee for South African Development, Inc.
Form 1023
Part II, Question 1

The Committee for South African Development, Inc. (the "Corporation") will be dedicated to improving the living conditions of all South Africans in post-apartheid South Africa. In general, the Corporation will determine the means and promote the activities which will most effectively raise the standard of living and provide economic, educational and social opportunities to previously disadvantaged South Africans.

As a means of helping South Africa marshall the funds and economic tools necessary to confront its economic and social problems, the Corporation intends to investigate the feasibility of developing a South African development bank or similar financial vehicle. Such an institution could assist in the economic development of post-apartheid South Africa by generating international investment and channeling development loans to deserving South African programs and activities which are designed to improve the living conditions and economic well-being of South Africans. The Corporation also believes that such an institution would serve as a highly visible reminder to the international community that it should invest in the future of post-apartheid South Africa.

The Corporation believes that careful and thoughtful planning is essential for post-apartheid South Africa to successfully confront its difficult economic and social problems. Consequently, the Corporation will provide technical assistance and fund studies regarding the complex economic and social issues that a freely elected multiracial post-apartheid South African government can expect to face. Recognizing the link between research and policymaking, the Corporation will provide funding for policymakers and academics to join together on research teams to work on substantive issues requiring priority attention. Such issues will include protecting the environment while promoting industrial growth, creating improved and affordable housing for the poor, training and educating South African citizens, and creating and maintaining a healthy infrastructure. The Corporation will support conferences and publications which will enable researchers to share their research results with scholars and policymakers worldwide. In the future the Corporation may fund those activities which the research studies have determined to be best suited to effectively improving South African economic and social conditions.

Finally, the Corporation will identify South Africans likely to provide intellectual and moral leadership and will assist these individuals by providing them with forums where they can meet international experts in economics

and social issues. In addition, the Corporation will generally foster efforts to increase communication among South African economists, the business sector and government.

The Committee for South African Development, Inc.
Form 1023
Part II, Questions 2 and 3

The Corporation is not yet operational and, as of this date, has not conducted any formal fund-raising efforts nor received any assets. As explained more fully in the answer to Part II, Question 1, the Corporation will be dedicated to improving the social and economic situation of impoverished persons in post-apartheid South Africa. The Corporation will commence formal fund-raising efforts only upon receipt of a favorable determination from the Internal Revenue Service on this application for recognition of tax-exempt status. Such fund-raising efforts would include the solicitation of foundations, agencies, corporations and individuals that share the Corporation's commitment to improving the quality of life for impoverished South Africans. The Corporation expects to raise the funds needed to carry out its programs primarily through the efforts of the members of its Board of Directors, its officers and initial supporters, but may also at some time in the future retain the services of professional fund-raisers.

The Committee for South African Development, Inc.
Form 1023
Part II, Question 4

(a) Names and Addresses of Officers and <u>Directors</u>	<u>Titles</u>	(b) Annual <u>Compensation</u>
Peter C. Goldmark, Jr.	Director	None
Tebogo Mafole	Director, Chairman	None
Catherine Gwin	Secretary, Treasurer	None

REQUEST FOR DETERMINATION OF PUBLICLY SUPPORTED STATUS
OF

THE COMMITTEE FOR SOUTH AFRICAN DEVELOPMENT, INC.

Attachment to Form 1023

This request is made by The Committee for South African Development, Inc. (the "Corporation"), pursuant to Treas. Reg. §1.170A-9(e)(5)(iv), for an extended advance determination that the Corporation will be treated as an organization described in Section 170(b)(1)(A)(vi) of the Internal Revenue Code for its first five taxable years on the ground that the Corporation can reasonably be expected to meet the requirements for that status during that period.

FACTS

The Corporation is applying for a determination by the Internal Revenue Service that it is exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code. As more fully explained in the answer to Part II, question 1, the Corporation's general purpose will be to improve the social and economic situation of impoverished persons in post-apartheid South Africa through research, education and technical assistance programs.

DISCUSSION

Reg. §1.170A-9(e)(5)(i) provides that an organization may request a ruling or determination letter that it will be treated as a section 170(b)(1)(A)(vi) organization for the advance ruling period if the organization can reasonably be expected to meet the requirements of Reg. §§1.170A-9(e)(2) or 1.170A-9(e)(3) during that period. The tests of Reg. §§1.170A-9(e)(2) and 1.170A-9(e)(3) are alternative: an organization qualifies as publicly supported for purposes of Section 170(b)(1)(A)(vi) of the Internal Revenue Code if it meets either test. However, the Corporation can reasonably be expected to meet both tests. It can reasonably be expected to receive at least 33 1/3 percent of its total support from contributions made directly or indirectly by the general public. In addition, the Corporation can reasonably be expected to meet the "facts and circumstances" standards set forth in Reg §1.170A-9(e)(3) for determining whether an organization is "publicly supported."

I. The Test of Reg. §1.170A-9(e)(2)

It is expected that the Corporation will begin to conduct active fund raising activities as soon as practicable after a determination is made with respect to this application. The Corporation expects to receive contributions from private and public sources including foundations and corporations and it is reasonably likely that at least one-third of the Corporation's support will come from direct and indirect

contributions from the general public within the meaning of Reg. §1.170A-9(e).

II. The Test of Reg. §1.170A-9(e)(3)

A. Ten percent-of-support limitation.

Moreover, if the Corporation does not meet the "33 1/3 percent support test," it should certainly satisfy the requirement that at least 10 percent of its support will come from direct or indirect contributions from the general public.

B. Attraction of public support.

It is anticipated that the Corporation will maintain a continuous program for solicitation of grants from the general public, principally from organizations and individuals who are potential donors of substantial gifts.

C. Source of support.

It is expected that grants will be received from a representative number of sources, and that the Corporation will not receive its funds primarily from any single source. The Corporation's efforts to improve economic and social conditions for the citizens of South Africa can be expected to appeal to a broad range of persons.

D. Representative governing body.

The two initial members of the Board of Directors of the Corporation are each prominent individuals from varied geographical areas and cultural backgrounds. Mr. Tebogo Mafole, currently chief representative of the African

National Congress' Observer Mission to the United Nations, has a particular expertise in the economic, educational and social issues which will confront post-apartheid South Africa. The other initial director, Mr. Peter Goldmark, Jr., is currently the president of the Rockefeller Foundation. Mr. Goldmark is also a former member of a board of another internationally active foundation.

The size of the Board and the range of its expertise can be expected to increase in future years. The members of the Corporation are determined that the background of each additional director continue to represent a wide geographical and cultural diversity. Moreover, the Corporation may establish an advisory committee whose members shall likewise include international business leaders, educators and distinguished professionals.

E. Public availability of facilities and services.

The Corporation should also clearly meet the test outlined by Reg. §1.170A-9(e)(3)(vi). As stated previously, the Corporation will be dedicated to the improvement of economic and social conditions in South Africa.

CONCLUSION

In sum, the planned support, governance and activities of the Corporation demonstrate that it can reasonably be expected to qualify as a publicly supported organization within the meaning of Sections 170(b)(1)(A)(vi) and 509(a)(1) of the

Internal Revenue Code and the regulations under those sections. Accordingly, it is respectfully requested that an extended advance determination be issued that the Corporation will be so treated during its first five years of operation.



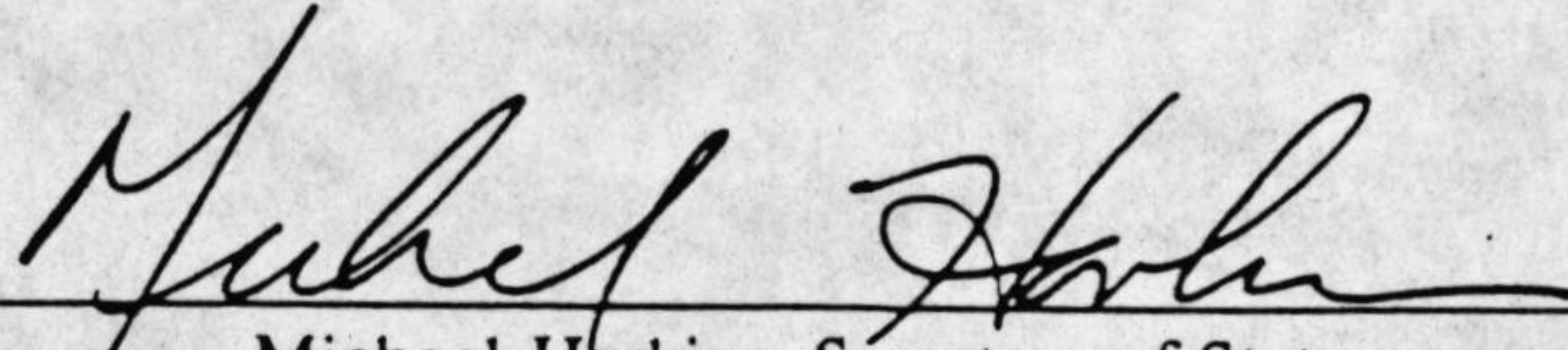
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF THE COMMITTEE FOR SOUTH AFRICAN DEVELOPMENT, INC. FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1990, AT 9 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1



902745017


Michael Harkins, Secretary of State

AUTHENTICATION: 12807497

DATE: 10/01/1990

CERTIFICATE OF INCORPORATION
OF

THE COMMITTEE FOR SOUTH AFRICAN DEVELOPMENT, INC.

We, the undersigned, in order to form a non-profit non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended, hereby certify as follows:

1. NAME.

The name of the corporation (the "Corporation") is:
The Committee for South African Development, Inc.

2. REGISTERED OFFICE AND AGENT.

The registered office of the Corporation in the State of Delaware is to be situated at 32 Loockerman Square, Suite L-100, City of Dover, County of Kent, and the name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

3. PURPOSES AND POWERS.

3.1 Notwithstanding any other provisions of this Certificate of Incorporation, the objects and purposes of the Corporation shall be exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. The objects and purposes of the Corporation shall include, but not be limited to:

(i) studying the feasibility, assisting in the design and facilitating the formation of a South African development bank or other appropriate vehicle to assist economic and human development in a post-apartheid South Africa;

(ii) researching and collecting data regarding the economic and social issues that will face any newly democratic government in a post-apartheid South Africa, including issues of economic policy, housing, health and safety, education and training, infrastructure and the environment;

(iii) determining means and promoting activities to raise the standard of living and provide economic, educational and social opportunities to the previously disadvantaged; and

(iv) such other charitable and educational goals as further or are consistent with the objects and purposes set forth in the preceding subdivisions.

3.2 As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever situated; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to

invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

3.3 It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code. Accordingly, notwithstanding any other provision of this Certificate of Incorporation:

A. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code;

B. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer, member, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this

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shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes;

C. In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, member, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the 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) of the Internal Revenue Code as the directors of the Corporation shall in their discretion determine;

D. Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

E. During any period when the Corporation is determined to be a "private foundation" as defined in Section

509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942; (b) not engage in any act which is subject to tax as self-dealing under Section 4941; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944; and (e) not make any taxable expenditures which are subject to tax under Section 4945.

4. INCORPORATORS.

4.1 The names and mailing addresses of the incorporators are as follows:

Thabo Mbeki
African National Congress
P.O. Box 31791
Lusaka, Zambia

Lynda Mullen
Rockefeller Foundation
1133 Avenue of the Americas, Suite 2100
New York, New York 10036

4.2 The powers of the incorporators are to terminate upon the filing of this Certificate of Incorporation in the manner required by the General Corporation Law of Delaware.

5. DIRECTORS.

5.1 The affairs of the Corporation shall be managed and all powers of the Corporation shall be exercised by the Board of Directors in accordance with and subject to the provisions of the Bylaws, except as otherwise provided by law, but the directors shall act only as a Board and the individual directors shall have no power as such.

5.2 The names and addresses of the persons who are to serve as the directors until the first meeting of the members are as follows:

Peter C. Goldmark, Jr.
1133 Avenue of the Americas
Suite 2100
New York, New York 10036

Tebogo Mafole
801 Second Avenue
Suite 405
New York, New York 10017

5.3 The number of directors which shall constitute the whole Board shall be fixed by the Bylaws.

5.4 The powers of the Board of Directors, unless otherwise specified by the members, shall include the power to borrow money and give security in the name of the Corporation without limit as to amount, but only in furtherance of the stated objects and purposes of the Corporation.

5.5 No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not limit the liability of a director (a) for

any breach of the director's duty of loyalty to the Corporation, (b) for misconduct or a knowing violation of law, or (c) for any transaction from which the director derived an improper personal benefit.

6. MEMBERS.

The members of the Corporation shall at all times be those persons serving as directors.

7. NO STOCK.

The Corporation shall not have authority to issue any capital stock.

8. BYLAWS.

The Corporation shall adopt Bylaws, which shall set forth the procedures for the election of members and directors of the Corporation, and may contain such other provisions for the regulation of the affairs of the Corporation as from time to time shall be deemed advisable. Such Bylaws are to be adopted in the first instance by the persons named in Section 5.2 hereof to serve as the initial directors, and thereafter the Board of Directors may from time to time make, amend or repeal Bylaws; provided that any Bylaw may be amended or repealed and any Bylaw may be made by the members.

9. MISCELLANEOUS.

9.1 The private property of the members, directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

9.2 No member, director or officer of the Corporation or any other person shall be liable on account of any investment or reinvestment of the Corporation's funds made pursuant to Section 3.2 hereof which such member, director, officer or other person intended in good faith to further the objects and purposes set forth in Section 3.1 hereof.

9.3 All references in this Certificate of Incorporation to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include any amendments adopted from time to time, or corresponding provisions of any future internal revenue law.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation, and I affirm the same as my act and deed and that the facts contained herein are true under penalties of perjury, this 26th day of September, 1990

Thabo Mbeki
Thabo Mbeki

Lynda Mullen
Lynda Mullen

BYLAWS
of
THE COMMITTEE FOR SOUTH AFRICAN DEVELOPMENT, INC.

ARTICLE I

MEMBERS

Section 1. Election and Qualification. The membership of the Corporation shall at all times consist of the directors of the Corporation. The election of a person as director shall likewise be an admission to membership in the Corporation. No person shall continue to be a member of the Corporation after ceasing to be a director.

Section 2. Meetings of Members. There shall be an annual meeting of members, for the election of directors and the conduct of such other business as may come before the meeting, to be held during the first six (6) months of the year on such date, and at such time and place, as are designated by the Chairman. Special meetings of members may be called at any time by the Chairman or the Board. A meeting of members shall be held at the time and place set forth in the notice of meeting.

Section 3. Notice of Meetings. Notice of each meeting of members shall be given to each member by the Secretary not less than ten (10) nor more than sixty (60) days before the meeting. Such notice shall set forth the place,

date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes of the meeting.

Section 4. Quorum and Vote. Except as otherwise required by applicable law or these Bylaws, one-third of the members (but not less than two members), present in person or by proxy, shall constitute a quorum for the transaction of all business at meetings of members, and the act of a majority of the members present at any meeting shall be the act of the members.

Section 5. Action without a Meeting. Any action required or permitted to be taken at a meeting of members may be taken without a meeting, without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the minimum number of members which would be required to take such action at a meeting at which all members were present and voted and shall be delivered within a period of sixty (60) days, by hand or by certified or registered mail, return receipt requested, to the Secretary of the Corporation. Prompt notice of such action shall be given to those members who have not signed the consent, and the written consent shall be filed with the minutes of the proceedings of the members.

ARTICLE II

Board of Directors

Section 1. Number and Qualification. The affairs of the Corporation shall be managed by a Board of Directors (the "Board"). The number of directors shall be not less than two (2) nor more than nine (9), as shall be set by resolution of the members. The initial directors shall be those persons whose names and addresses are set forth in the Certificate of Incorporation and they shall serve until the first meeting of members and until the election and qualification of their successors. Thereafter, directors shall be elected at the annual meeting of members or at any adjournment thereof. Each director shall continue in office until the annual meeting of members held next after the election of such director and until the election and qualification of a successor.

Section 2. Vacancies. Any vacancy or vacancies created by the death, resignation or incapacity to act of any director before the expiration of such director's term, or by the creation of one or more new directorships, may be filled at any meeting of the Board by a majority of the directors then in office. A director elected to fill a vacancy shall hold office until the next annual meeting of members and until the election and qualification of a successor.

Section 3. Resignation and Removal. Any director may resign by a notice in writing to the Chairman or the

Secretary.. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any director may be removed at any time for or without cause by the vote of a majority of the members.

Section 4. Committees. The Board may from time to time appoint committees and may assign to such committees such advisory or other functions as it may deem advisable.

Section 5. Meetings of the Board. An annual meeting of the Board shall be held immediately following the annual meeting of members. No notice need be given of the annual meeting. The Chairman or any member of the Board may call a special meeting of the Board on not less than three (3) days' notice, given by mail, telephone or other electronic means. All meetings of the Board shall be held at such place within or without the State of Delaware as shall be designated in the notice of the meeting.

Section 6. Quorum and Vote. One-third of the members of the Board (but not less than two directors), present in person, shall constitute a quorum for the transaction of business at meetings of the Board and, except as otherwise required by applicable law or these Bylaws, all matters shall be decided by the vote of a majority of the directors present; but in the absence of a quorum those present at the time

and place set for a meeting of the Board may take an adjournment from time to time, without further notice, until a quorum shall be present.

Section 7. Participation by Telephone. Any one or more members of the Board or of a committee thereof may participate in a meeting of the Board or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting, if all the members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

ARTICLE III

Officers

Section 1. Election and Qualification. At its annual meeting, or at any adjournment thereof, the Board of Directors shall elect the following officers: a Chairman, one or more Vice Chairmen, a Secretary and a Treasurer. Any

such office not filled at the annual meeting or adjournment thereof may be filled by the Board at any meeting. The Board may at any meeting by resolution elect and define the duties of such other officers as it may from time to time determine. No officer need be a director. The same person may be elected to more than one office, except that the offices of Chairman and Secretary shall not be held by the same person. A vacancy in any office may be filled by the Board at any meeting. All officers shall hold office at the pleasure of the Board or until their respective successors shall have been elected and shall have qualified. They shall receive such salaries or other compensation as may be authorized by the Board.

Section 2. Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the Chairman or the Secretary of the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any officer may be removed at any time for or without cause by the vote of the directors. "

Section 3. Chairman. The Chairman shall be the chief executive officer of the Corporation and shall have general supervision over the affairs of the Corporation and over its several officers, subject, however, to the control of the Board. Notwithstanding any other provision of these Bylaws and except as otherwise provided by resolution duly

adopted at any meeting of the Board, the Chairman shall have power to sign for the Corporation all deeds and other agreements and formal instruments and shall be a member ex officio of all committees. In the absence or disability of the Chairman, the Vice Chairman (or, if there be more than one, the Vice Chairmen, in the order of their appointment) shall have the powers and perform the duties of the Chairman. In the absence or disability of the Chairman and the Vice Chairman (or, if there be more than one, each Vice Chairman), a director of the Corporation may be appointed by the Board to discharge the Chairman's functions in whole or in part, as the Board may specify.

Section 4. Honorary Chairman. The Board may appoint an Honorary Chairman who shall have such duties as the Board shall define.

Section 5. Secretary. The Secretary shall cause true minutes to be taken and kept of all meetings of the Board and of committees of the Corporation, shall have custody of the corporate seal, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, to attest it. The Secretary shall notify directors of their election; shall, under the general direction of the Chairman, prepare and present the business to be acted upon at meetings of the Board and of committees; shall in general perform all duties incident to the office of Secretary; and shall perform such other duties as may be assigned by the

Board or the Chairman. In the absence or disability of the Secretary, any Assistant Secretary shall have the powers and perform the duties of the Secretary.

Section 6. Treasurer. The Treasurer shall in general perform all the duties incident to the office of Treasurer: the Treasurer shall have the custody of the funds and securities of the Corporation, shall be in charge of the disbursement of its money, and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation; shall cause such books of accounts and records to be exhibited at the office of the Corporation to any of the directors at any time upon request and shall render a detailed statement to the directors as often as they shall require it; shall cause the funds of the Corporation to be deposited in such banks or trust companies as may from time to time be designated by the Board, and shall deposit any securities of the Corporation with such banks or trust companies or in such vault or vaults as may from time to time be designated by the Board.

The Treasurer shall perform such other duties as from time to time may be assigned by the Board. The Treasurer, if required so to do by the Board, shall give a bond for the faithful discharge of the Treasurer's duties in such sum, and with such sureties, as the Board shall require. The expense of any such bond shall be paid by the Corporation.

In the absence or disability of the Treasurer, any Assistant Treasurer shall have the powers and perform the duties of the Treasurer.

ARTICLE IV

Executive Director

The Board of Directors shall appoint an Executive Director to serve at the pleasure of the Board of Directors. The Executive Director shall be the chief operating officer of the Corporation and shall be responsible for day-to-day affairs and programs, subject to the control of the Chairman and the Board. Notwithstanding any other provision of these Bylaws and except as otherwise provided by resolution duly adopted by the Board, the Executive Director shall have the power to sign for the Corporation all deeds and other agreements and formal instruments.

ARTICLE V

Investments

Section 1. Investments and Proxies. The Board of Directors shall have power to make investments of the funds of the Corporation and to change the same, and may from time to time sell any part of the securities of the Corporation or any rights or privileges that may accrue thereon. Any officer of the Corporation, or such other person or persons as the Board may designate, may execute and deliver on behalf of the

Corporation proxies on stock owned by the Corporation, appointing persons to represent and vote such stock at any meeting of stockholders, with full power of substitution, or rescinding such appointments.

Section 2. Transfer and Assignment. The Board may authorize any officer of the Corporation, director or any other person or persons to execute such form of transfer and assignment as may be customary or necessary to constitute a transfer of stocks, bonds or other securities standing in the name of or belonging to the Corporation. A corporation or person transferring any such stocks, bonds or other securities pursuant to a form of transfer or assignment so executed shall be fully protected, and shall be under no duty to inquire whether or not the Board has taken action in respect thereof.

Section 3. Delegation of Investment Management. Except as otherwise provided by the applicable gift instrument, the Board may (1) delegate to its committees, officers or employees of the Corporation, or agents, including investment counsel, the authority to act in place of the Board in investment and reinvestment of institutional funds, (2) contract with independent investment advisors, investment counsel or managers, banks, or trust companies, so to act, and (3) authorize the payment of compensation for investment advisory or management services, advisors, investment counsel

or managers, banks or trust companies, so to act. Each contract pursuant to which authority is so delegated shall provide that it may be terminated by the Board at any time, without penalty, upon not more than sixty (60) days' notice. The Board shall be relieved of all liability for the investment and reinvestment of institutional funds by, and for the other acts or omissions of, persons to whom authority is so delegated or with whom contracts are so made.

ARTICLE VI

Contracts, Checks and Other Instruments

Except as otherwise provided by these Bylaws or authorized by the Board of Directors, no director, officer, employee, agent or other person shall have power of authority to bind the Corporation by any contract, agreement or instrument or to render it pecuniarily liable for any purpose or for any amount. The Board may authorize any officer or officers or other person, in the name of or on behalf of the Corporation, to enter into any contract or to execute and to deliver any instrument, or to sign checks, drafts, endorsements, notes or other evidences of indebtedness of the Corporation, and such authority may be general or confined to specific instances. The withdrawal of funds or securities of the Corporation from banks or trust companies or vaults therein shall be made only on the signature or signatures of such one or more of the directors, officers or employees of

the Corporation as may be designated from time to time by the Board for such purpose.

ARTICLE VII

Grants

The Board of Directors shall have discretion to reject any grant, gift or bequest the conditions of which might conflict with or jeopardize the Corporation's charitable purposes. The Board shall have final authority over the making of all grants and other charitable expenditures, and nothing in this Article shall constitute any restriction or limitation of any powers of the Board conferred by applicable law or these Bylaws.

ARTICLE VIII

Loans

No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued on its behalf unless authorized by the vote of the Board of Directors. When so authorized by the Board any officer of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings,

or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial interest, except a loan to an organization described in Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE IX

Indemnification of Directors and Officers

To the full extent permitted by the General Corporation Law of Delaware, the Corporation shall indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member, director, officer, employee or agent of the Corporation (or of a constituent corporation, including any constituent of a constituent, absorbed in a consolidation or merger by the Corporation), or is or was serving at the request of the Corporation (or of such a constituent corporation), as a member, director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit

or proceeding, upon such determination having been made as to such person's good faith and conduct as is required by said General Corporation Law.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of applicable law, or under the provisions of the Certificate of Incorporation or Bylaws of this Corporation, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. Attendance by a person at a meeting of the Board in person, or at a meeting of members in person or by proxy, shall be deemed a waiver of notice of such meeting, unless such appearance is for the sole purpose of objecting to the meeting.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall be the calendar year.