

1060406001004

New York State
Department of State
Division of Corporations
Albany, NY 12231

CERTIFICATE OF INCORPORATION
OF
FOUNDATION FOR THE GLOBAL COMPACT

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is Foundation for the Global Compact.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The Foundation for the Global Compact is established for the charitable purpose of advancing responsible corporate citizenship by making businesses part of the solution to the challenges of globalization. Specifically, the Foundation for the Global Compact will assist and support (i) the advancement of the objectives of the United Nations Global Compact and its principles and the work of the United Nations Global Compact Office of making the Global Compact and its principles an integral part of business operations and activities everywhere, and encouraging and facilitating dialogue and partnerships among key stakeholders in support of the ten principles and broader UN goals, such as the Millennium Development Goals; and (ii) activities which support and increase public awareness of the goals and objectives of the United Nations Global Compact and the United Nations Global Compact Office. In furtherance of the foregoing, the corporation shall raise funds to support the work of the United Nations Global Compact Office at the United Nations and its activities and programs, and other activities in support of the United Nations Global Compact, and conduct any and all lawful activities which may assist or support in accomplishing the foregoing purposes.

FOURTH: The corporation shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of New York, State of New York.

SIXTH: The names and addresses of the initial directors, each of whom is of full age, are as follows:

Name	Address
Sir Mark Moody-Stuart	Chairman, Anglo American plc 20 Carlton House Terrace London, SW1Y 5AN, United Kingdom
Mr. James V. Kearney	Latham & Watkins LLP; 885 Third Avenue, Suite 1000, New York, New York 10022

/

Father Oliver Williams

P.O. Box 125
Notre Dame, Indiana 46556

SEVENTH: The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process served upon them is P.O. Box 4058, Grand Central Station, New York, NY 10163.

EIGHTH: Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No substantial part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of §501(c)(3) purposes.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC §501(h)), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), (b) retain any excess business holdings as defined in IRC §4943(c), (c) make any investments in such manner as to subject the corporation to tax under IRC §4944, or (d) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

Jon Sommer

Jon Sommer, Incorporator
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022

Dated: April 5, 2006

Signed to before me on this 5th day of April 2006.

Jenny Lee

Notary

JENNY LEE
NOTARY PUBLIC, State of New York
No. 41-4971377
Qualified in Queens County
Commission Expires September 4, 2006