From:	Curtis, Christopher
To:	Save Marlboro College
Subject:	Your Recent PRA Request
Date:	Friday, August 14, 2020 11:49:00 AM
Attachments:	Heck PRA Response August 2020.pdf Heck PRA Response August.zip

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Dear Mr. Heck,

Please find a response to your August 1 public records request attached. Thank you.

Best, Christopher

Christopher J. Curtis
Chief, Public Protection Division
Office of the Attorney General
State of Vermont
109 State Street
Montpelier, VT 05609
802-828-5586

THOMAS J. DONOVAN, JR.
ATTORNEY GENERAL

JOSHUA R. DIAMOND
DEPUTY ATTORNEY GENERAL

SARAH E.B. LONDON
CHIEF ASST. ATTORNEY GENERAL

TEL: (802) 828-3171

http://www.ago.vermont.gov

STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

August 14, 2020

Mr. Martin Heck
[redacted]
Putney, VT 05346
SENT BY ELECTRONIC MAIL:
[redacted]

Dear Mr. Heck

Thank you for your public records request of August 1, 2020. You requested:

1) Any notice of a proposed plan of merger (and/or an actual plan of merger itself) submitted to this Office by Marlboro College (or the Corporation of Marlboro College); and

2) Any correspondence relating to Marlboro College to or from persons or entities (including anyone affiliated with Marlboro College, or the Corporation of Marlboro College itself) in the community for the period of July 1, 2020 through August 1, 2020.

Please accept the attached electronic file containing documents responsive to your request. Information contained in internal communications of the Attorney General's Office that contains work product, attorney client communication, or personal information may be withheld or redacted pursuant to 1 V.S.A. §§ 317(c)(1), (3), (4), and (7).

If you feel information has been withheld (redacted) in error, you may appeal to the Deputy Attorney General Josh Diamond. The production of documents associated with this standing request for notice of proposed transactions and/or constituent/third-party correspondence is now complete. Thank you.

Sincerely,

Christopher J. Curtis
Chief, Public Protection Division

Results for Tax Exempt Organization Search

Select Database

Search All

Search By

Organization Name

Search Term

alumni revolution

City

Enter City

State

All States

Country

United States

Search

Reset

Search Tips

Your search did not return any results. Please try again.

Need Help? See Search Tips for guidance on effective searching, search criteria and logic, and selecting search terms.

Additional information

- Frequently asked questions - *Exempt Organizations Select Check*
- Revocations of 501(c)(3) Determinations

- Suspensions Pursuant to Code Section 501(p)
- Exempt Organizations Business Master File Extract (EO BMF): a list of organizations recognized as exempt by the IRS
- Tax Exempt Organization Search: Bulk Data Downloads

Page Last Reviewed or Updated: 6-Sept-2019

Share Print

To: T. J. Donovan, AG Vermont & the Marlboro & Emerson Communities

Introduction

I am J LeShaé and I run an activist education initiative called Ms. J's Classroom. For the last four years I've served as the Principal of Conscious Consulting, where I've led social justice education and coaching for several institutions including The Black Teacher Collaborative, The Budd Center at Southern Methodist University, American Baptist College, One Goal, Teach For America, The Commit Partnership, and The Teaching Trust. I also head a youth leadership movement called Building Opportunities & Opening Minds (BOOM), which provides spaces of affirmation, decolonization, organization, and innovation for K-16 Black and Brown visionaries. I am a first-generation high school and college graduate, who received a full scholarship to obtain my B.A. in History from Clark Atlanta University (HBCU).

I was a founding teacher at Democracy Prep Charter High School at the St. Phillips campus in Harlem, New York, during the 2009-2010 academic year. I was recruited by Jonathan Howard and managed by the founding principal Lisa Friscia. Seth Andrew served as the Superintendent at that time. My observations and personal experiences with racial injustice during that year inspires my support of the activism of the Black & Brown at Democracy Prep Collective. I stand in solidarity with them in their demands for restructuring Democracy Prep Public Schools, and in their advocacy against the sale of the Marlboro campus to Seth Andrew & Democracy Builders. I have also shared comments of my experiences at Democracy Prep with various journalists in Marlboro.

Identity & Lens

I was named Jamie LeShaé Jenkins at birth: "Jamie", from my father, "LeShaé" from my mother, and "Jenkins" from British-American Confederates who fought to maintain slavery here in the United States. Some of my most salient experiences within our present social condition (often misnomer-ed as identities) are racial (Blackness), gendered (Womanhood), cultural (Southern, community rich, capital poor), and spiritual (energetically aware sensitive/sensual). In essence, I participate in this world within a dark-skinned (termed: Black), afro-haired, womb-body (termed: female or woman), and identify as energy.

I am actively decolonizing from the ever-present violence of Western European colonial social systems. Thus, both as an individual and as an educator, I resist all practices of miseducation and psychological trauma from systems of thought rooted in the legacy of colonial occupation of the Americas, Africa, and South Asia. I also stand against any practices of white-dominance or control over the

bodies/minds/spirits of First Nations People (Native American), displaced African people (African-Americans, Afro-Latinx), or their descendants (Black, Latinx, Multiracial Persons, etc.) This includes, but is not limited to, that which occurs within schools. Because of this, I am a 13-year career activist for educational equity, racial justice, and freedom.

Additionally, my truths and lived experiences, which I offer as medicine for human healing, can be experienced by those who benefit from our present social structures, as confusing, conflicting, or even painful. Subsequently, in many cases, my words alone are discredited as destructive or dangerous, and have led to threats against my livelihood. These realities influence my life, language, and lens.

Anonymity

I choose to lend my face and name to this movement with keen awareness of the dangers of full disclosure. I have personally experienced the impacts of truth-telling against injustices performed by institutions and/or white people of wealth. From instances of being black-balled in certain corners of the philanthropy and education reform worlds, to being physically threatened with a gun by 2 white men while having lunch on the patio of a Cheesecake Factory in 2014, I know very practically that openly performing as a moral conscience in a racist society is not safe.

I have observed many questions and critiques of the Black & Brown at DP Collective's anonymity. While this is disappointing to me, I recognize that humans often struggle to conceptualize rationale for conditions that they have not personally experienced. For example, if we have not been reprimanded for speaking up against racism, or if we have not personally experienced harm from racists; empathizing with Black and Brown activists who choose to protect themselves with anonymity may prove difficult. Further research into social justice activism may aid us in our struggle. The Movement for Black Lives offers a model of decentralized leadership and practices of some levels of nondisclosure. Lessons from past resistance movements, when participants were beaten, assassinated, penalized on jobs and in schools, and/or placed on the FBI's Most Wanted List, help us to be more strategic in our approaches today. In 2020, many collectives have chosen anonymity as an organizing strategy, including several other charter school systems, like Success Academies, and Uncommon Schools; as well as magazines, like Essence.

Our Schooling Condition

Much of the present US American schooling condition is a legacy of colonialism. In the same way that European settlers planted flags on foreign lands with missions of civilizing indigenous people through occupation and domination; leaders of no-excuses charter systems, including Seth Andrew through Democracy Prep and now Democracy Builders, plant their institutional flags in Black and Brown communities

with the same missionary zeal. We do not expect reformers to request the perspectives of community-centric Black and Brown experts and educators, nor do we require them to seek permission from the community's leaders, children, or parents in the places they are entering. We just join in this 500-year history of white-domination over Black and Brown beings, blindly. Perhaps it is too painful to consider how we have been complicit in continuing this ugly legacy of dominance in American history. Perhaps, because we have endured our own miseducation, studying history from books that erase the terroristic truths of eugenics and Native American boarding schools, or the triumphs of community schools and Black-led universities (HBCUs), we haven't a clue of the atrocities that have happened here or of those that are still happening. For those of us who hold core values of equity and justice, we must deeply interrogate the parallels between 16th century settler-colonialists and 21st century neocolonialists. We must question why, if we can now name the harm in one, that which resulted in the theft of indigenous lands and the enslavement of Black bodies, we cannot seem to see the harm in the other, that which shackles Black minds and spirits. Whatever the reason, let us no longer allow ignorance to destroy our humanity.

Over 200 people have submitted stories to the Black & Brown at DP Collective. While not everyone who attended Democracy Prep Public Schools perceive the institution negatively, many do. I do. My experiences with racial discrimination and trauma at Democracy Prep's Charter High School largely inspired my zeal for designing and leading social justice education in education reform organizations. What I saw there was horrible. I can confirm that several of the anonymous submissions to BNB@DP align to my observations and experiences at the institution between 2009-2010. Regardless of this, the bigger issue is the problematic orientations of DPPS's founder, Seth Andrew, through whom these conditions of racial harm were born and allowed to fester even after his exit. At present, he has chosen non-response when invited to reconcile and rectify these issues, likely to protect his ego. Somehow he does not suffer the same critique as the Black and Brown folk who do respond, but do not reveal themselves, in order to protect their psychological and economic safety.

There are students and faculty who had great experiences with DPPS, just as there are others who suffered abuses. What will it take for us to resist the restrictions of "either/or" thinking and welcome the healing of "both/and"? One truth does not negate the other. When harm is being communicated, at any level and in any way within our schools, we have a legal responsibility to investigate. The onus is not on victims to subject themselves to additional injury for the sake of satisfying public curiosity. It is on us, the citizens of communities where these institutions exist, or are being installed, to ask questions about, and to push against the trends of racial injustice that are being communicated. That said, if we find ourselves hyper-critical of the Black and Brown people sharing truths under the cover of an anonymous

collective (just as several other grassroots activists have chosen to do), yet we are, at the same time, confident in narratives offered by white people and the institutions they control (alongside their access to money, press, powerful partnerships, and racial privileges that Black and Brown activists are not privy to), let us also name and accept this truth as evidence of our affinity to the culture of white supremacy. In that vein, let us then own the limitations of our perspectives and honor that we are not yet equipped to interpret or solve this situation equitably. Let us demonstrate justice by inviting racial equity practitioners, Black and Brown culturally and community-responsive education experts, and families from our communities to speak and lead in these matters. Let them have the final say.

Investigation

All in all, Black and Brown people are simply demanding that we – individuals and institutions – be and do better. That's all. The Movement for Black Lives exploded into a global effort this year, and in turn, demands for racial justice are happening everywhere. The activism of BNB@DP is not unique, but a microcosm of a larger reality. The people of Vermont's communities have an opportunity to consider its core values and who they want to be on the other side of history. If anonymity leaves too many unanswered questions for decision makers to move forward concretely, or to dissolve the bill of sale to Seth Andrew, let it also inspire a full independent investigation into the accusations/allegations against him, Democracy Prep and the current Democracy Builders organization. Seth communicated in his essay on medium.com a realization that he has more work to do. He made commitments to anti-racism. Allowing an independent investigation into these allegations is a way for Seth to demonstrate good-faith effort on his commitments. On the other end, an investigation is also an opportunity for him to prove that these accusations are fallacious. My recommendation to the Marlboro and Emerson communities, as well as to T. J. Donovan, the Attorney General of Vermont, is to call for the halt of the sale until an independent investigation is conducted to determine the severity and consequence of the crimes communicated by former and current students and staff. Some of the challenges submitted include financial mismanagement, illegal transcript and score handling, racial discrimination and HR breeches, policing of Black and Brown bodies, and sexual misconduct with minors.

Let us not allow anymore extraneous minutia to distract us from the larger opportunity in front of us. Let us be diligent in pursuing racial equity and accountability in schooling for all young people and educators in our communities.

Truth, justice, and love.

J LeShaé

IN RE

ARTICLES OF ASSOCIATION

and

PETITION

OF

THE CORPORATION OF
MARLBORO COLLEGE

FINDINGS and CERTIFICATE
of
STATE BOARD OF EDUCATION

STATE OF VERMONT
Secretary of State's Office

Filed Dec. 19, 1946

and duly recorded in Vol. 18

P. 246 of Incorporation of Corporations

Rawley C. Lynch
SECRETARY OF STATE

File No. 6245

N01014-0

File ..... No. 6245

ARTICLES OF ASSOCIATION

of the

THE INCORPORATORS OF MARLBORO COLLEGE

$3.00 recording fee paid.

STATE OF VERMONT

Secretary of State's Office

Filed and Recorded Dec. 18 1946

in Vol. 18 P. 245 of Incorporation of Corporations

Rawson C. Smith

Secretary of State

724 words

N01014-D

(2000 1-43)

ARTICLES OF ASSOCIATION

of the

CORPORATION OF MARLBORO COLLEGE

We, the Subscribers, of full age, hereby associate ourselves together as a Corporation under the Laws of the State of Vermont, to be known by the name of

THE CORPORATION OF MARLBORO COLLEGE

for the purpose of maintaining an educational institution offering instruction in courses of college grade, and awarding to the students satisfactorily completing the same the degree of bachelor of arts or bachelor of science or such other equivalent degree as shall be voted by the Trustees;

Here set out purposes clearly and briefly, using separate paragraphs to cover each separate purpose, and avoiding generalized or covering clauses and phrases which might be interpreted to extend the purposes beyond those specifically stated.

A. The Corporation shall also have the following powers:

1. To award suitable academic degrees to persons other than students who, in the judgment of the Trustees, have earned and become worthy of the same through outstanding leadership or achievement in any of the fields of humanities, letters, liberal arts, the sciences, government, education, administration, philanthropy, or other worthy endeavor.

2. To acquire by gift, grant, devise or purchase real or personal property located within or without the State of Vermont; to buy, sell, encumber, mortgage, pledge, lease, invest, compromise, settle, or otherwise procure, hold, manage, or dispose of property and rights therein and to borrow money.

3. To enter into contracts and agreements, and to engage, employ, retain or procure services necessary and proper to carry on and conduct its educational, financial, and business affairs.

4. To solicit for and accept subscriptions, gifts, devises and bequests of funds or other property necessary or proper for the accomplishment of its purpose.

5. It shall have a corporate seal, may sue and be sued, appoint agents, and perform any lawful act which is necessary or proper to accomplish its purpose.

B. The affairs of the Corporation shall be conducted by Trustees who shall ~~ex officiis~~ be the members of the Corporation.

1. There shall be such number of Trustees, not less than nine (9), of whom at least one-third shall reside in the State of Vermont, as shall be determined as to the number and identity of the first Trustees by the Incorporators, and thereafter the number and identity of the Trustees shall be determined by the Members at their Annual Meeting to be held the second Tuesday in June of each year.

2. The Officers shall consist of a President, a Chairman, of the Board of Trustees, a Treasurer, a Clerk, and such other Officers as the Trustees shall from time to time determine proper. The first Officers may be elected by the Incorporators at their first meeting, to hold office until their successors are chosen. The Clerk shall be a resident of Vermont and be chosen by the Members of the Corporation. Except as aforesaid the Trustees and Officers of the Corporation shall be elected at the Annual Meeting of the Trustees, and shall hold office until the next Annual Meeting, and until their respective successors are elected and qualified unless sooner removed by the Trustees. Vacancies in any office may be filled by the Trustees at any regular or specially-called meeting. The President and Chairman of the Board shall always be Trustees, and the other Officers may be

3. All other matters concerning the conduct of the Corporation for the accomplishment of its purpose shall be managed by or under the direction of the Trustees, who shall adopt By-Laws for the government of themselves, their faculty, administration, and students, and may delegate all or part of their powers, rights, and privileges to an Executive Committee, consisting of not less than three (3) of their number, in the interim between Annual Meetings.

The principal office shall be located at Marlboro, in the County of Windham in the State of Vermont.

The capital stock shall consist of

.....shares of preferred stock of the par value of.....dollars per share;

.....shares of common stock of the par value of.....dollars per share;

.....shares of preferred stock having no par value;

.....shares of common stock having no par value.

If preferred stock of either class is provided for state here briefly and clearly the terms of preference as to dividends, liquidation, voting rights, etc.

The Corporation shall exist forever or until its existence is terminated according to law.

The Corporation shall be a non-profit Corporation without capital stock, and no Corporator, Member, Trustee, or Officer shall ever participate in any of the profits thereof; but compensation for services rendered may be contracted for and awarded by the Trustees. This Corporation is not organized for profit.

Dated at Brattleboro, in the County of Windham, this 30th day of November, 1946.

SUBSCRIBERS	POST OFFICE ADDRESS
Walter Hendricks	Marlboro, Vermont
Howard E. Rice	Brattleboro, Vt
Ernest W. Gibson	Brattleboro Vt.
Henry G. Timms	Brattleboro Vt.
John S. Hooper	Brattleboro, Vt
F. Willard Beebe	Brattleboro, Vt.
G. D. Mason	Brattleboro, Vt.

Subscribers	Post office Address
W. Nelson Bump	R.F.D. #4 West Brattleboro, Vt.
Arthur H. Baldwin	R.F.D. #4 West Brattleboro, Vt.
Carroll M. George	R.F.D. Brattleboro, Vt.
W. James Blackburn	Brattleboro, Vt.
W. Arthur Cole	W. Brattleboro, Vt.
Wm Mason Wilson Pinduce	R. I.
George F. Whicher	Amherst, Mass.
Arthur Arthur E. Whitteman	Hingham, Mass
Owen C. Fitts	Brattleboro, Vermont
F. P. Nash	Brattleboro Vt.

File No. 6245

N01014-0

WHEREAS, in accordance with the provisions of No. 139 of the Acts of 1941, there have been submitted to the State Board of Education, hereinafter called the Board, the original Articles of Association of a proposed corporation to be called The Corporation of Marlboro College, seeking among other things the power to confer such degrees as are therein specified, and a petition signed by a group of the incorporators of said proposed corporation, in behalf of themselves and the other incorporators thereof, praying for findings and a certificate by the Board in accordance with Section 3 of said Act, and

WHEREAS said petitioners were by said Board given an opportunity to be heard, and submitted data to show the qualifications of such proposed corporation to provide instruction and that it is capable of maintaining the educational standards necessary to warrant it in conferring such degrees as are sought to be conferred by said Articles,

NOW, THEREFORE, after consideration of the data submitted and of the result of such other inquiry as said Board in it's opinion deemed necessary to make findings,

THIS BOARD FINDS AND CERTIFIES: that in it's opinion such proposed corporation is qualified to provide instruction and is financially capable of maintaining the educational standards necessary to warrant it in conferring such degrees.

IN WITNESS WHEREOF said Board has caused these findings and this certificate to be signed in it's behalf by Ralph E. Noble, it's Secretary, this 16th day of December, 1946.

STATE BOARD OF EDUCATION

By Ralph E. Noble
It's Secretary.

Marlboro College

A NEW COLLEGE IN SOUTHERN VERMONT

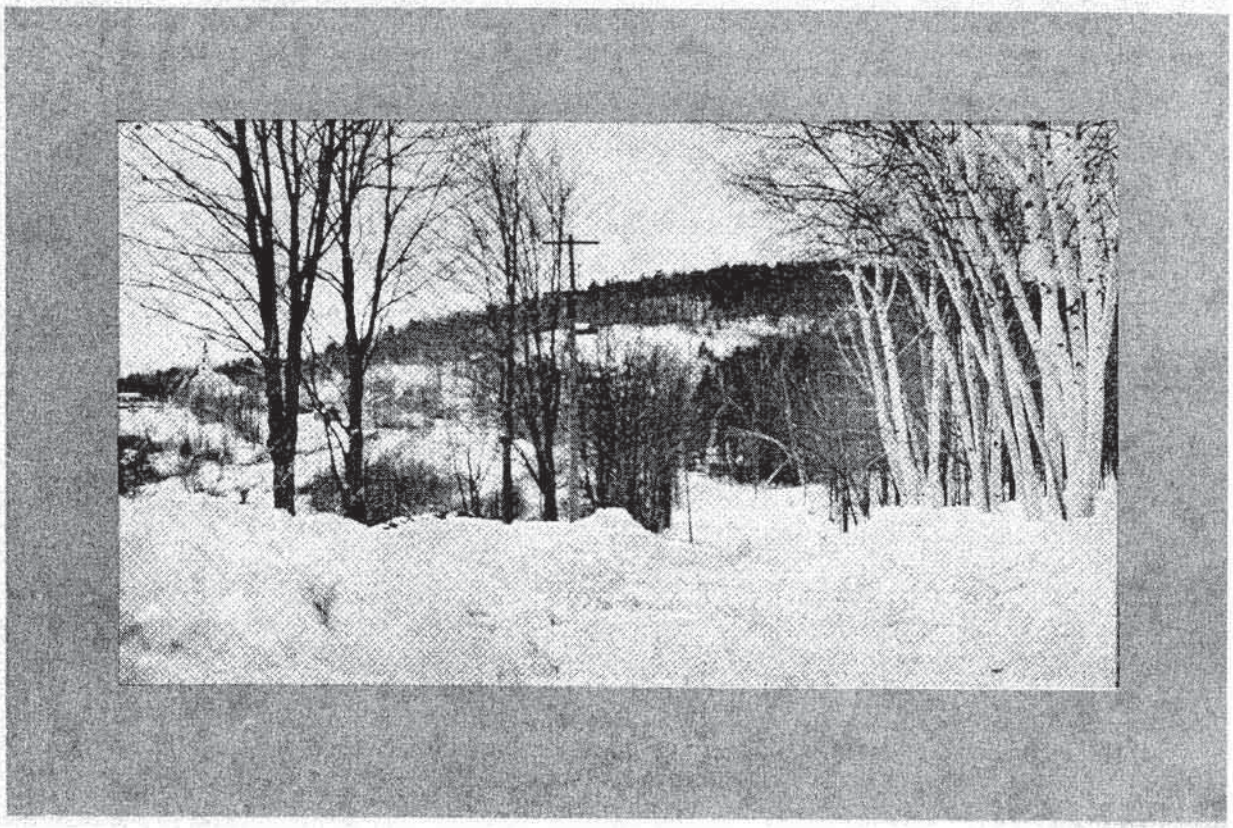
Announcing

MARLBORO COLLEGE

A STATEMENT BY ITS TRUSTEES

Marlboro College is being founded at a time when the survival power and value of democracy are challenged. Its first aim, therefore, is to develop citizens who will be effective in the task of making American democracy succeed. On these pages President Hendricks tells how the college plans to help its students become men who understand democracy, who cherish its freedom and dignity, who seek its responsibilities, and who know something of what it must do to meet the problems of a science-based and socially conscious age.

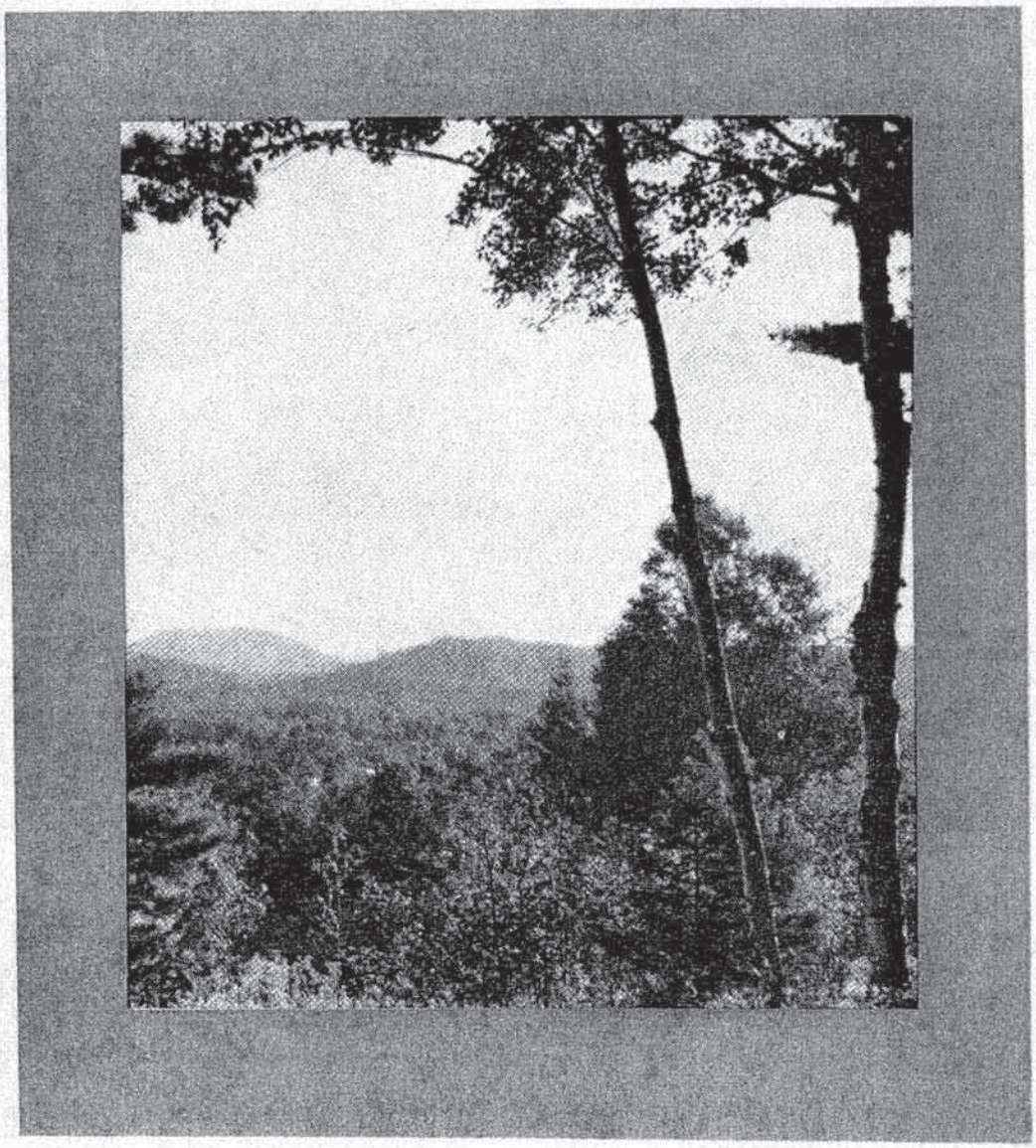
Marlboro believes that there is a direct obligation of the college to the community in which it is located, which has helped in establishing it, and whose friendly interest and support will contribute to its growth and success. It will so provide, therefore, that the thought and technical skills of its faculty will be available to assist in solving local problems.



One of the needs of the region is knowledge of the best care and utilization of the large forests which extend throughout southern Vermont. Work in this field will be a particular concern of the college.

Marlboro is being established at a time of great demand for additional educational facilities. It believes that as a small, new college it has an unusual opportunity to do its task well. It believes that simple structures and modest means can be made helpful factors in affording opportunities for students to join in planning and building the college.

In Vermont there is the tradition and practice of freedom, self-reliance, and individual responsibility. There are here, also, high standards of integrity and good citizenship. Marlboro will seek to reflect these characteristics.



A STATEMENT BY ITS PRESIDENT

Marlboro will be a small college in the country. It is being established in the several buildings of two adjacent, operating farms. The quarters will be simple, but the students will be warmly housed and well fed, and the college will be adequately provided with classrooms and equipment.

Marlboro town is included in the diversified community centering on Brattleboro. Residents of this area have had a part in establishing the college, and the college looks forward to sharing in their intellectual, economic, social, and spiritual life.

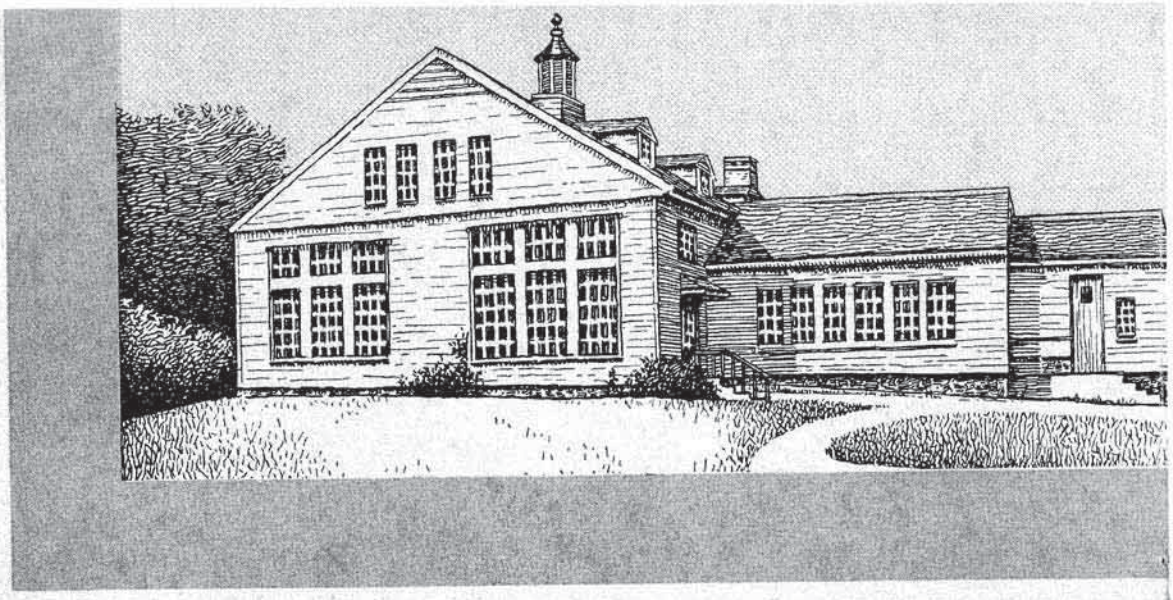
Teachers and Students Working Together

The college itself will be a functioning community. Students will help in the operation of the college farm and in the construction of new buildings. They will join with the faculty in planning certain courses, in arranging for lectures, exhibits, and concerts, and in working with the visiting associates-in-teaching. They will help to create and administer a college government. They will cooperate in Marlboro's projects carried on with local groups.

The country location will permit the students to learn first-hand something about the soil and the forests. Felling a tree or making maple syrup will be a rich new experience for many. These activities will not be extra-curricular; they will be features of an integrated program of study and work.

Learning to Live Wisely

Marlboro's courses are planned to help its students fit themselves for living fully and wisely among their fellow men and for taking an active part in public affairs. The courses of the first two years will be prescribed. The college will seek to learn the vocational bent and plans of each student and to relate his general learning to his probable career.



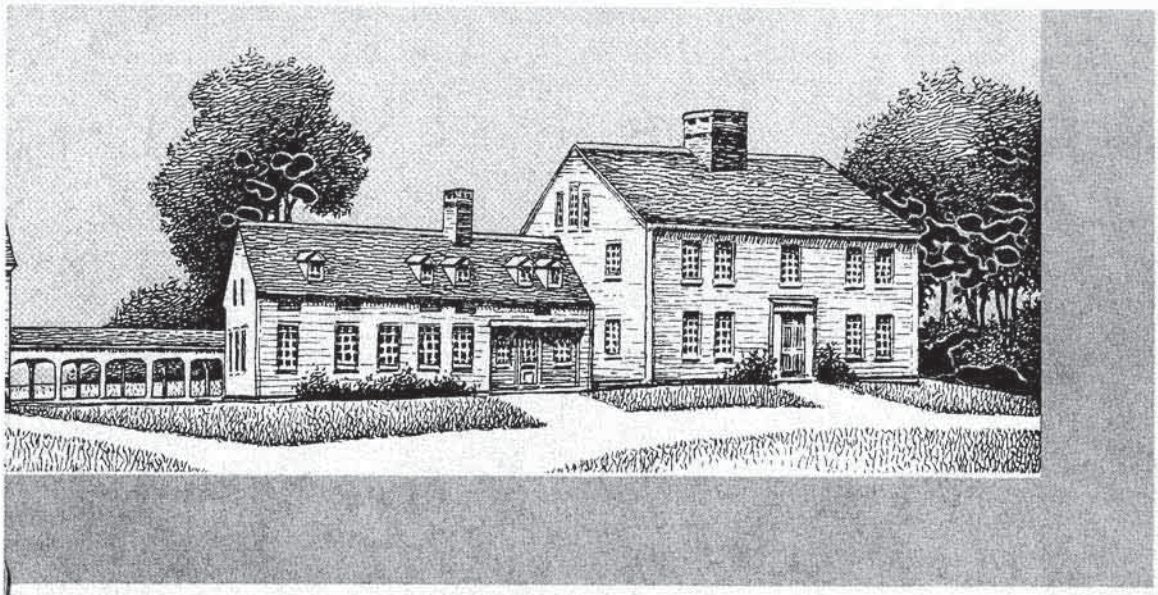
Courses in science will give each student a knowledge of the basis of modern thought and technology and an awareness of the need of adjusting to both, all man's social, political, and economic forms. Whenever possible, these courses will be related to industrial and economic practice.

Courses in music, painting, and literature will help to give an understanding of the ideals and spirit of the peoples who have expressed their best selves in their art. They will also help Marlboro students express their own ideals and will teach them to find joy in creative activity throughout their lives.

Discovering the Meaning of Democracy

Marlboro will lay particular stress on its courses in the field of social, political, and historical studies.

It will offer as a first course one called "Introduction to America," in which the students will become familiar with the history and development of their country. They will seek out its ideas and ideals, studying not only its political aspects, but its social, economic, and aesthetic as well. Students and teachers will seek to discover how it may adapt itself to the complexities of the modern era without loss of its essential freedoms.



In connection with this course, students will observe and study local, municipal, and state governments in operation.

Developing Effective Citizens

Marlboro aims to make its students vividly aware of what it means to be a citizen in a democracy, one deserving of its privileges and taking the full part which it requires. Only as men keep making democracy by living it will it survive. Marlboro believes that training its students to take a responsible part in all its affairs will instill in them not only the habit of participation but also an appreciation of the enrichment of personality and experience which such conduct entails. It confidently expects that its courses and its practices, together, will teach its students the meaning of citizenship.

Understanding Other Nations and Peoples

The ideas and faiths, and the social, economic, and political systems of other nations will be considered in a required course of the second year. One aim of this course will be to develop that understanding which is the first step toward successful cooperation and to discover the common aspects of thought and practice on which efforts for lasting world peace and order must build.

Developing Individuals

One of the privileges of our way of life is the opportunity it affords each individual to develop and to express himself. Marlboro intends to know its students one by one, as individuals, as personalities, as human souls. The college aims not only to help each student to discover his own capacities and interests, but also to inspire him to make the most of himself, whatever his chosen field.

Classes will be small and intimate, and the traditional platform and classroom ritual will give way to friendly informality. The instructors will aim to lead the way, encouraging the student to depend upon himself and to test his own strength. Thus, as the student fuses the knowledge and precepts imparted to him with his own thinking and doing and living, he may become, truly, an educated man.

Assisted by Visiting Associates-in-Teaching

In addition to the regular staff of instructors, there will be associated with the college a group of men and women distinguished in one or another of the arts, in business, industry, education, religion, or government, who will reside for brief intervals at the college, live among the students, talk with them informally, and join in their classroom discussions.

Enjoying Vermont

The program will include ample provision for outdoor activity, not only in the work of the college community, but also in recreation and sports. Particularly stressed will be the winter sports, the opportunities for which are ideal.

Since the college itself will be the center of interest, there will be no fraternities or other organizations tending to compete with it as a living unit in whose life all members will share.

Ministering to Spiritual Needs

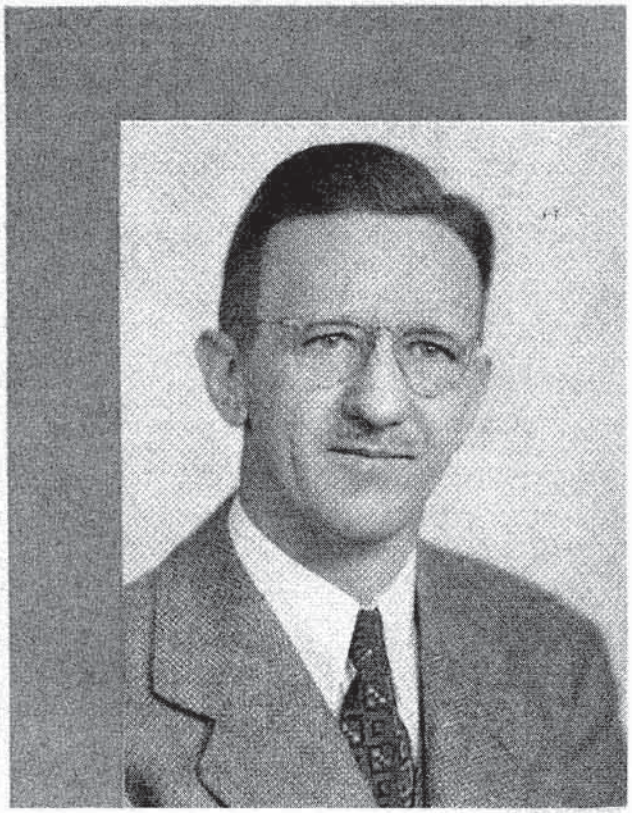
Marlboro College places great value on a spiritual life and will encourage its students to deeper devotion to those ideals in which they believe. The college is non-sectarian, its environment simple and democratic, and the atmosphere spiritual, enlightened, and tolerant.

Building a Living College

Marlboro College will strive to keep itself vigorous and alive. It will hold fast to a tradition, not because it is hallowed, but because it has significance for us today. It will be experimental and flexible in seeking to discover with its students the new forms which our society must assume and the new efforts which it must make to survive in a world of violent change and deep conflict. It will aim to be a place where lifelong friendships are formed and such a place that the recollection of it will be a constant inspiration to the student to live nobly and to act his part well. Marlboro's education, it is hoped, will be a process of democratic living, the practice of which its graduates will pursue throughout their lives.

Marlboro's First President

Dr. Walter Hendricks, Amherst, A.B., University of Chicago, A.M., and Northwestern University, Ph.D., has been Director of Humanities at Illinois Institute of Technology for a number of years and recently Head of the Department of English at Biarritz American University in France. Dr. Hendricks is a publisher of books under the imprint of Packard and Company (Hendricks House) and General Editor of University Classics.



INFORMATION FOR STUDENTS

Location. The college is situated in Marlboro, Windham County, Vermont, in the southeastern corner of the state, twelve miles west of Brattleboro, thirty miles east of Bennington, and eight miles north of the Massachusetts boundary. The town, which lies in the foothills of the Green Mountains, is reached by automobile, from the east or west, over the Molly Stark Trail (Route 9). Bus service is maintained from Albany and Bennington on the west and from Brattleboro, the nearest railroad town, on the east.

Calendar. The college will open on September 2, 1947. An eight weeks' mid-winter vacation, to be used for activity related to the college courses, will begin December 20th. The second semester will extend from February 16 to June 11, 1948. The first commencement will be held on June 13, 1948.

Enrollment. One hundred young men, who have graduated from high school or preparatory school with a creditable record, will be accepted, if possible, the first year. Preference will be given to residents of the State of Vermont. Some qualified students will be admitted with advanced standing. The enrollment of the college will be limited to an average of one hundred students each year for four years.

Veterans. The requirements governing the admission of service men are the same as for non-service applicants. Marlboro College has been accredited for the training of veterans under the G.I. Bill of Rights. Appropriate credit will be given for academic work completed in the Army or Navy.

Fees. The fees for the year 1947–48 are: tuition, $500; room and board and health service, $725; or a total of $1225.

For further information or for a copy of the bulletin containing details of requirements, fees, and courses, write to the Director of Admissions, Marlboro College, Marlboro, Vermont.

TRUSTEES

MC

Save Marlboro College Corporation
P.O. Box 75
Putney, VT 05346

Tel: 802-689-2999

July 8, 2020 7019 2280 0000 5187 4730

USPS CERTIFIED MAIL 7019 2280 0000 5187 4730
Democracy Builders Fund, Inc.
2130 Adam Clayton Powell Jr. Blvd.
New York, NY 10027

RE: Request for information from Democracy Builders Fund, Inc, EIN No. 46-489722

I am requesting public information regarding Democracy Builders Fund, Inc. EIN. No. 46-4897222, under Title 26 IRC § 6104.

Directing your attention to Democracy Builders Fund, Inc, EIN NO. 46-4897222, the last year that I have found a 990 or equivalent filed is 2016 representing tax year beginning 07-01-2016 , and ending 06-30-2017.

On the same form and same year for DBF, INC please refer to:

990 Schedule O, Supplemental Information

Return Reference Form 990, Part VI, Section C, line 19

"The Organisation makes its form 990 available for public inspection as required under section 6104 of the Internal Revenue Code. The return is posted on guidestar org and other similar types of websites. In addition, the financial statements, conflict of interest policy, articles of incorporation and by-laws are also available upon written request at 2130 Adam Clayton Powell, Jr. Blvd, New York, NY 10027, or by calling the organisation directly at (347) 931- 8120.

I have call (347) 931-8120 on three (3) occasions, left messages, but no return calls or replies.

I made a request today in writing under regarding Democracy Builders Fund, Inc. EIN. No. 46-4897222, under Title 26 IRC § 6104.

I am requesting:

- Latest financial statements including form 990 or equivalent for 2017 representing tax year beginning 07-01-2017 , and ending 06-30-2018. The extended due date for this document to be filed with the IRS was May 15, 2020.
- Statement of Conflict of Interest Policy
- Articles of Incorporation and by-laws
- Recent Certificate of Good Standing (or equivalent) from your home state
- Proof of Certificate of Authority from the Vermont Secretary of State of State in order to operate in Vermont as a foreign corporation.
- Any notice of proposed refusal to recognise such organisation as an organisation described in section 501(c)(3) or a notice of proposed revocation of such organisation's

recognition as an organisation exempt from taxation.

The documents available are not widely available. The current requested documents are not available on sites like guidestar.org and similar sites. Under Title 26 IRC § 6104 I am requesting the above listed documents.

Documents may be mailed to:

Save Marlboro College Corporation

P.O. 75

Putney, VT 05346

Or emailed to:

info@savemarlborocollege.org

Please bill for any copy costs at the standard IRS allowable rates.

Time is of the essence as this may relate to the proposed sale and purchase proposal submitted to the Vermont AGO from Marlboro College Corporation.

Thank you in advance for your anticipated cooperation.

Please call or write immediately with any questions or problems with this request.

Very truly yours,

Martin Heck
Save Marlboro College, Director
802-689-2999
P.O. Box 75
Putney, Vermont 05346
http://www.savemarlborocollege.org

CC: sandrew@democracybuilders.org
"ago.info@vermont.gov" <ago.info@vermont.gov>

Help

Product Tracking & Reporting

Home | Search | Reports | Manual Entry | Rates/ Commitments | PTR / EDW | USPS Corporate Accounts

July 16, 2020

USPS Tracking Intranet Tracking Number Result

Price Change 1/26/2020:
USPS Premium Tracking: USPS will offer a fee-based service to extend the availability of tracking data on domestic competitive products for an additional 6 months up to 10 years. In addition, customers can also request a Premium Tracking Statement via email

The Manual Entry Acceptance screen will be modified to use the Pricing Engine for all rates calculations. Users will no longer enter fees for Collect on Delivery (COD) and Additional Insurance; instead, users will enter the dollar amount to be collected for COD or the insured value for Insurance.

Result for Domestic Tracking Number 7019 2280 0000 5187 4730

Tracking Expires On
July 9, 2022

Destination and Origin

Destination

ZIP Code	City	State
100273744	NEW YORK	NY

Origin

ZIP Code	City	State
053469998	PUTNEY	VT

Tracking Number Classification

Class/Service

Class/Service:	Priority Mail Certified Mail
Class of Mail Code/Description:	PM / Priority Mail®

Destination Address Information

Address:	2130 ADAM CLAYTON POWELL JR BLVD
City:	NEW YORK
State:	NY
5-Digit ZIP Code:	10027
4-Digit ZIP Code add on:	3744
Delivery Point Code:	99
Record Type Code:	Building/Apartment

Origin / Return / Pickup Address Information

Address:	
City:	
State:	
5-Digit ZIP Code:	05346
4-Digit ZIP Code add on:	9998

Service Delivery Information

Service Performance Date:	Expected Delivery by: Saturday, 07/11/2020
Delivery Option Indicator:	1 - Normal Delivery
Zone:	03
PO Box:	N
Other Information	Service Calculation Information

Payment

Payment Type:	Other Postage
Payment Account Number:	000000000000
Postage:	$7 75
Weight:	0 lb(s) 2 oz(s)
Rate Indicator:	Flat Rate Envelope

Agent Information

Request Internal Premium Tracking Statement

Extra Services

Extra Services Details

Description	Amount
Certified Mail	$3.55
Up to $50 insurance included	$0.00

Events

Event	Event Code	Event Date	Event Time	Location	Input Method	Scanner ID	Carrier Route	Posting Date / Time (Central Time)	Other Information
VACANT	26	07/10/2020	15:39	NEW YORK, NY 10027	Scanned	MDO 14254D8053 (interface type - wireless)	Scanned by route 0027C014	07/10/2020 14:42:16	GEO Location Data Available Request Delivery Record
ARRIVAL AT UNIT	07	07/10/2020	04:49	NEW YORK, NY 10026	Scanned	DSS-045-00	Destined to route C014	07/10/2020 04:01:14	Assignment Type: Missent/Misshipped OFD Same Day PC / OF Reason Code
ENROUTE/PROCESSED	10	07/09/2020	16:51	NEW YORK, NY 10199	Scanned	APPS-046-1		07/09/2020 16:07:12	
ENROUTE/PROCESSED	10	07/09/2020	16:50	NEW YORK, NY 10199	Scanned	APPS-046-1		07/09/2020 21:02:29	
ENROUTE/PROCESSED	10	07/09/2020	02:03	NASHUA, NH 03063	Scanned	APPS-079-1		07/09/2020 01:59:17	
DEPART POST OFFICE	SF	07/08/2020	17:01	PUTNEY, VT 05346	System Generated			07/08/2020 16:18:07	Closeout Label ID: CT13 7857 1000 2007 0816 0446 000
ACCEPT OR PICKUP	03	07/08/2020	14:06	PUTNEY, VT 053469998	Scanned	POS	Destined to route C014	07/08/2020 13:30:02	Facility Finance Number: 506216

Enter up to 35 items separated by commas.

Select Search Type: Quick Search Submit

GENERAL AFFIDAVIT

STATE OF PENNSYLVANIA.
COUNTY OF TIOGA.

PERSONALLY came and appeared before me, the undersigned Notary, the within named NATHANIEL MORGAN HENDRICKS, who is a resident of WINDHAM **COUNTY, STATE OF** VERMONT, **and makes this his statement and GENERAL AFFIDAVIT upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:**

I, Nathaniel Morgan Hendricks, son of now deceased Flora B. Hendricks, my mother, and Walter Hendricks, my father. I make this declaration in support of the motion to stay the sale of the Marlboro college campus to Democracy Builders Fund, Inc, to stop the ''merger'' or ''exchange of assets'' between Marlboro College and Emerson College, and the end of operation of Marlboro College as an existing institution of higher learning and its dissolution. I know it is not the wishes of my parents that their Gift of Deed to the Corporation of Marlboro College, signed August 26, 1947, be sold and the proceeds gifted to a college outside of Vermont and that Marlboro College cease to exist. My belief is based on statements of my father since he founded Marlboro College.

Near the end of World War II, my father had helped to establish the Biarritz American University in France and served as chairman of the English department of the, school. That school had been established by the Army as an interim school for American troops overseas to prepare them for college when they returned to the United States. school. That experience prompted him to establish Marlboro College in 1946. I heard him say " if I could start a college in France I should be able to start a college in Vermont". When he founded Marlboro College he wanted the school to be viable and without a huge debt. It was for this reason that he and my

mother, who agreed with him, gave the college the 600 acre family farm. The gift was so the college would not have a huge indebtedness.

The valuable consideration recited in the Gift of Deed, received by my parents as consideration for the land and buildings , was that Marlboro College, an institution that he became the President of, be established and operated on Potash Hill, the family farm. I am and have been, a strong supporter of Marlboro College. The college's land abuts property still owned by the Hendricks family and they have been a good neighbour since its inception. As it is part of my parent's legacy and I am a strong supporter of a liberal arts education, I want Marlboro to continue to operate on Potash hill in Marlboro, Vermont and not have its assets liquidated to support the establishment of some brand new institute in Boston affiliated with Emerson College. When my parents gifted the the farm they made it clear to me that it would be a College and would continue to be a College even when we no longer lived there.

I believe that the Board of Trustees of Marlboro College, in saying Marlboro College will continue to exist is being disingenuous. This can be seen from Section 1B of the AGREEMENT FOR ASSET EXCHANGE IN SUPPORT OF MARLBORO INSTITUTE. That document states:

> *The parties acknowledge that after the closing date (as hereinafter defined) Marlboro will remain a legally separate entity unaffiliated with Emerson, in order in order to fully conclude its affairs, including the granting of Marlboro degrees through August 2020.*

If the Gift of Deed is no longer used by Marlboro College, the consideration given to my parents has failed and the deed is no longer valid. While I strongly hope that Marlboro College will continue to operate on Potash hill, in the Town of Marlboro, State of Vermont, if it fails to

do so, that consideration no longer exists, and I would like the property formerly my parents farm, returned to me and I will gift it to another Vermont nonprofit Educational entity.

To the extent that I have legal standing to do so, I object to the sale or transfer of the Marlboro College campus, land and buildings, gifted by my parents, and I ask for the proposed sale of said property to be stopped or for its return to me should Marlboro College no longer exist or wants this property.

STATE OF DATED this the 15th day of JULY, 2020

Nathaniel Hendricks

Nathaniel Morgan Hendricks, AFFIANT

2020 SWORN to subscribed before me, this 15th day of JULY, 2020

Linda S. Macensky

NOTARY PUBLIC

My Commission Expires:

April 16, 2023

Commonwealth of Pennsylvania - Notary Seal
Linda S. Macensky, Notary Public
Tioga County
My commission expires April 16, 2023
Commission number 1198503
Member, Pennsylvania Association of Notaries

OLD FARM CHANGED INTO ARTS COLLEGE

Marlboro Campus, in Vermont, Was Group of Abandoned Barns Only 2 Years Ago

By BENJAMIN FINE

Special to THE NEW YORK TIMES.

MARLBORO, Vt., June 12—An old New England farm on a wooded hilltop in Southern Vermont has been transformed, in the space of two years, into a flourishing liberal arts college.

With the aid of the 100 students and thirteen faculty members, the century-old buildings have been remodeled, making them attractive college quarters. The abandoned cow barn is now a comfortable dining hall, the old tool shed has become the creative arts building, the horse barn is now an up-to-date library, and the 150-yearold farmhouse itself is an attractive dormitory with lounge room and infirmary.

When this writer visited the Marlboro College campus—a broad tract of spruce pine and maple through which deer roam unafraid—the students were hard at work renovating an old barn. Before classes start in September the barn will have become an adequate science hall. It will contain three chemistry laboratories and a dozen or so classrooms.

The Project Sets a Mark

It is doubtful if anything as novel as this project has taken place in higher education in recent years.

The origin and development of Marlboro College is the result of the dream of one man—Dr. Walter Hendricks, the president of this unusual institution. Because he felt that there was a place in America for a small, intimate college that was not shackled by time-honored traditions, he gave up prestige and security in the academic world to pioneer in higher education.

Three years ago Dr. Hendricks, chairman of the humanities department at Illinois Institute of Technology, returned from Europe, where he had helped the Army set up the American University at Biarritz, France. What he had seen there convinced him that it was possible to establish a college without huge financial backing or a slavish adherence to formalized educational practices.

He visited his friend, Robert Frost, the poet, who has a farm near Marlboro, and discussed the plans he had for a new college. Mr. Frost agreed to become a member of the board of trustees.

Started on $3,000 Cash

After some dickering, Dr. Hendricks bought a 400-acre farm on top of Potash Hill, so named because the early Vermont settlers burned trees to extract potash. He paid $11,000 for the century-and-a-half old place—$3,000 in cash and the rest a Brattleboro bank took over as a mortgage.

The college opened two years ago with fifty students. Last June one senior was in the graduating class.

Yesterday, 100 students sat on improvised chairs and lolled on the grass as five of their classmates received bachelor-of-arts degrees after listening to Senator Flanders of Vermont give the commencement address.

Will Keep It a Small College

Marlboro will always remain a small college; reaching, at most, an enrollment of 200 students, according to Dr. Hendricks. Only through small classes and individual instruction, he feels, can a student get the most out of college. But he goes beyond that. He is convinced that the community, too, should become a definite part of the campus.

Most of the support for the college to date has come from the community. A square dance, under the auspices of the Ladies Aid Society, garnered $100. A near-by school presented a play, giving the $300 proceeds to the college. Several days ago a chorus from Bennington College, near by, joined with the Marlboro boys in a concert that netted $1,000. This money will be used to buy a badly needed piano.

During the first year the total income amounted to $55,000—most of it came from the $600 yearly tuition charged the students. Board and room bring in an additional $600 yearly from each student. Marlboro intends to live within its budget—a net operating profit of $1,500 was registered this last year. Next year, with an income of $100,000, the budget again will be balanced, despite vastly increased expenses.

Perhaps the college is "out of the red" because Dr. Hendricks, faculty members and the students work together. Dr. Hendricks as president gets $5,000 yearly—and this is cut considerably by necessary professional expenses connected with his job. His faculty members get $3,600 for a nine-month period, or, on a yearly basis, just about what their chief receives. The students "pitch in" generally, and help in the building job without thought of payment.

Even the local townspeople have caught the spirit and cooperate in making the "farmstead" into a college.

The philosophy that guides Dr. Hendrick is easy to understand. He feels that a college can help bring a better, more democratic life to the community and thus to the nation. At Marlboro the "caste system" of education—such as places the teaching staff into competing categories of "professor," "associate professor," "assistant professor" and "instructor" is taboo. Everyone is of equal rank. All are called "mister."

Nor are there departments within the college, only courses of instruction. Much of the departmentalization of knowledge, Dr. Hendricks believes, is a 'tragic error." Marlboro has become a "community of learners." Since it is not divided into administration or faculty, everyone is a member of the "college community"—the president, carpenter, teacher, dean, cook or student.

Citizenship Is Stressed

Education for citizenship is the underlying motif of the college. A "community government" has been established, modeled after the New England town meeting.

The students say they like the intimacy of the college—"just like a fraternity," as one of the boys put it, and added "but without any kind of discrimination."

"I've pounded nails for the last year and I've sure learned a lot," George Richards of Philadelphia said. He went to Temple University for a year, but last fall transferred to Marlboro. He calls the school "spontaneous."

"I like to be able to walk into the library—it was an old horse shed—and pick up a book without red tape," he observed to make his point.

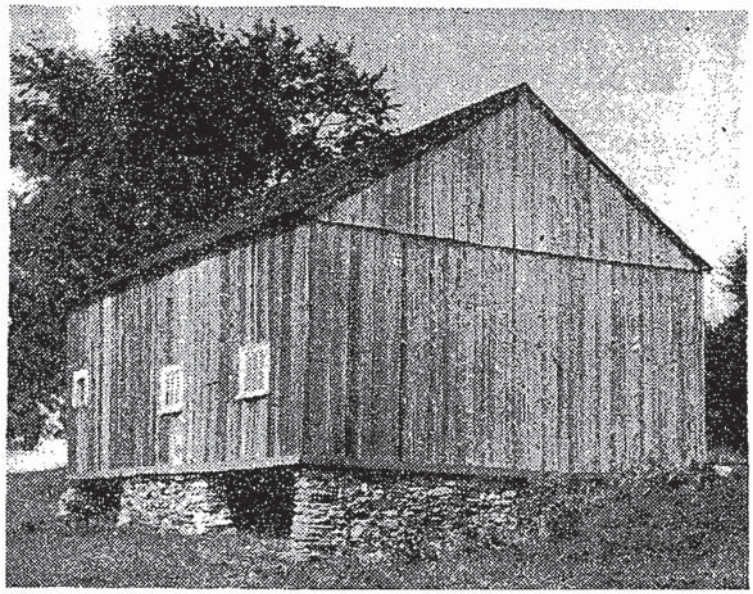
Christopher Brown of Concord, Mass., a freshman agrees. He is majoring in history and is not quite certain just what he will do when he finishes—"anything but teach."

"I've laid flooring, hammered nails, put up boards and have done just about everything, I guess. It's wonderful to help build a college," he declared.

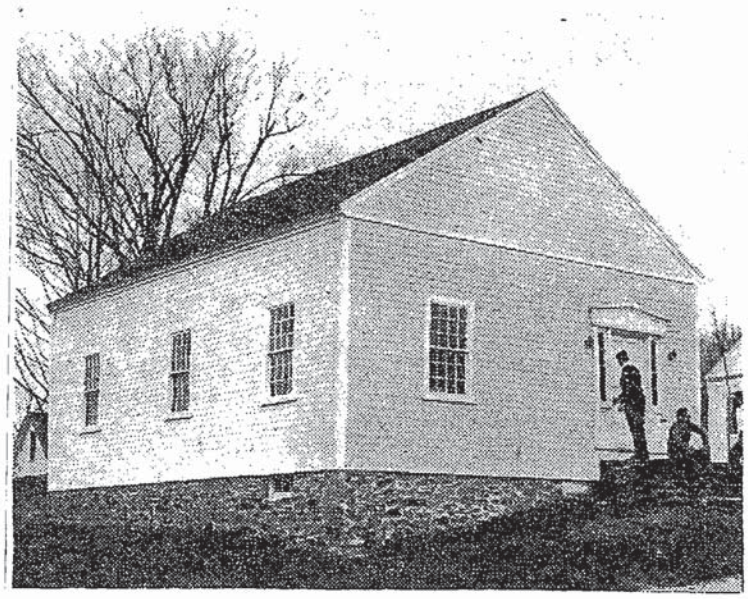
To Richard Doyle of Short Hills, N. J., this farm campus provides just the solitude he needs to do good scholastic work. He was in the Army for three and one-half years—in North Africa, Italy and France—and now the beautiful, quiet Vermont setting is a welcome contrast.

David Herzbrun of New Rochelle, N. Y., is now ending his second year here. In that time he has put in many hours on the barns, cowshed, former blacksmith shop and the other tumbled-down buildings that have taken on the amazing new collegiate look.

A FARM TRANSFORMED INTO A COLLEGE



The old horse barn at Marlboro, Vt., as it looked before the students and faculty members went to work making changes.



The same building as it now appears and which is being used as the college library.

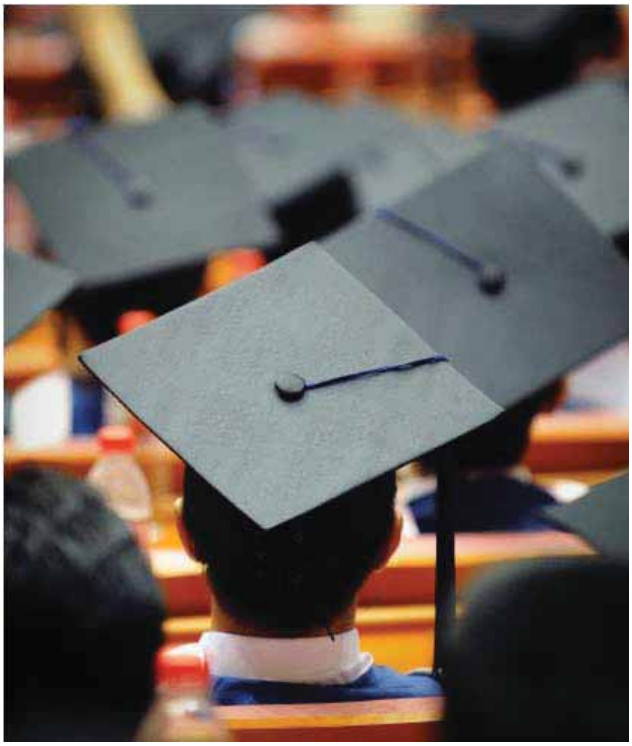
The New York Times

The New York Times
Published: June 13, 1949

ALUMNI REVOLUTION

MEMBER (/MEMBER)
MENTOR (/MENTOR)
PARTNER (/PARTNER)

Alumni Revolution's mission is to equip scholars for success in the college of their choice and a life of active citizenship.



Why We're Here

9%

If you earned a bachelor's degree, you're earning nearly **double the salary** as someone with only a high school diploma

If you come from a low-income family, you've got a **9% chance** of earning a bachelor's degree

Alumni Revolution aims to change the odds.
Higher Education should be a fundamental right, not a rare privilege.

In 2006 Seth Andrew founded Democracy Prep Public Schools in Central Harlem. DP scholars proved that all students can perform at extremely high levels, and in the fall of 2013 the first graduating class started their revolution: all 36 DP graduates currently attend four-year colleges and have formed the inaugural membership of the college success organization, Alumni Revolution. Their authentic voices will find others and together, they will fuel this revolution.

What We Do

We provide tools and opportunities for individual Revolutionaries to thrive academically, financially, and socially. Through our campus chapters, our partnerships, and MentorMatch, Revolutionaries become advocates carving out spaces where they and where others can thrive.

Who We Support

Alumni Revolution is proud to say that we support all college students with an emphasis on those who are first-generation and low-income. AR also supports the mentors who share our goals and who work with our Revolutionaries to change the odds.

How We're Different From Other College Success Organizations

We support all college students— no application is required.

Our Revolutionaries support AR's growth through building their own campus chapters.

We support our Revolutionaries' growth through MentorMatch, a safe and enriching space where Revolutionaries are sophisticatedly matched with with mentors who hold at least a bachelor's degree.

We explicitly promote advocacy and civic engagement, giving Revolutionaries opportunities to fight for themselves and for others.

We offer an authentic voice, as our team members are primarily first-generation college graduates who have lived the struggle of attaining higher education.

Our data-collection is rich, enabling individualized coaching, programming, and analysis.

Who We Are

Seth Andrew

Founder

Lawrence Smith

Financial Coach

Founder Seth Andrew is the Superintendent in Residence and Senior Advisor to US Secretary of Education Arne Duncan in the Office of Education Technology. Before joining the Department, Seth founded Democracy Prep Public Schools (DPPS), where he "graduated" with his first group of citizen-scholars in June 2013. Since then, he's focused on civic education, parent advocacy, and college persistence for low-income families. Seth attended NYC public schools from K-12, earned his B.A. from Brown University and his Ed.M. from the Harvard Graduate School of Education.

Financial Coach Lawrence Smith was an inaugural recipient of the prestigious Gates Millennium Scholarship and the first GMS Alumnus to join the Gates staff, serving as Outreach Coordinator for the Alumni Relations Team engaging over 9,300 Scholars.

He can be reached at lsmith@alumnirevolution.org (mailto:lsmith@alumnirevolution.org).

Stephanie Fiorelli

Academic Coach

Academic Coach Stephanie Fiorelli has worked in higher education for twelve years. She taught college writing and literature and served as writing specialist and academic advisor for the TRiO Student Support Service Program.

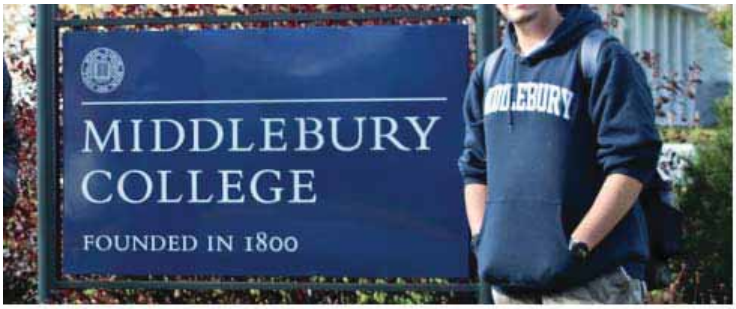
She can be reached at sfiorelli@alumnirevolution.org (mailto:sfiorelli@alumnirevolution.org).

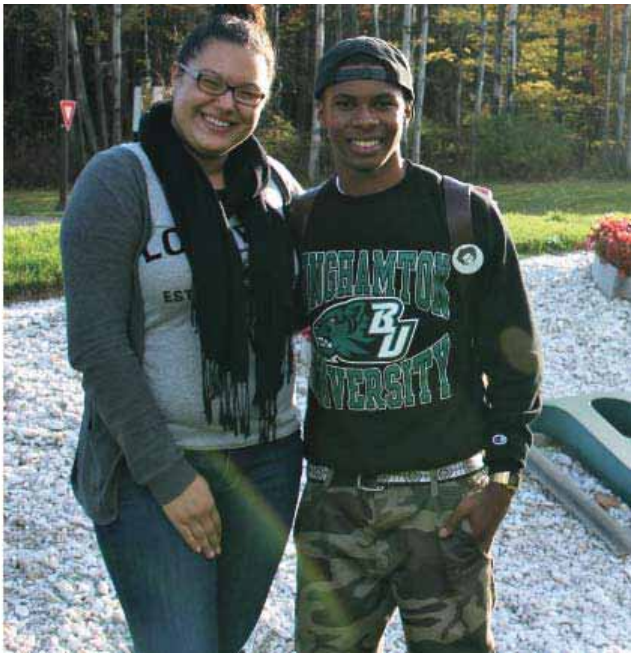
Amier Carmel

Social Counselor

Social Counselor Amier Carmel, LCMSW was a founding-year staff member of Democracy Prep Charter School. For the last seven years he has been working as a senior clinician at DPPS and is a Doctoral Candidate at the Boston Graduate School for Psychoanalysis.

He can be reached at acarmel@alumnirevolution.org (mailto:acarmel@alumnirevolution.org).





WANT MORE INFORMATION ON THE REVOLUTION? SHOOT US AN EMAIL (MAILTO:INFO@ALUMNIREVOLUTION.ORG).

The mission of Alumni Revolution is to equip scholars for success in the college of their choice and a life of active citizenship.

Jenckes Farm
[redacted]
Brattleboro, Vermont 05301

Vermont Attorney General's Office
109 State Street
Montpelier, VT 05609

Dear Attorney General Donovan,

The Marlboro College Board of Trustees has failed dramatically and repeatedly in their fiduciary responsibilities to govern, maintain, and oversee the institution. They have allowed the president to act with demonstrated duplicity. That resulted in the abrupt departure of dedicated active faculty with more than a third of the years of experience at Marlboro. They have accepted without careful analysis a steady erosion of enrollment. They have approved policies that sharply reduced tuition income per student. They have repeatedly set and then ignored deadlines to close money-losing programs originally designed to subsidize the core institution. They have neglected alumni participation and support, allowing alumni-giving to slip from a participation rate in the top 10% nationally to a point where fewer than half of the alumni even have current contact information on college mailing lists.

I write to urge you to do everything possible to prevent the closure of Marlboro College and the transfer of its assets to Emerson College in Boston. At a bare minimum, I urge you to prevent the dissolution of the corporation and the transfer of Marlboro College's good name to Emerson, in the hope that a new board and new leadership might someday revive the institution. I know Marlboro College intimately from many different perspectives, and I believe it is safe to say that I have the respect, confidence, and trust of my colleagues (both faculty and staff), my students, past presidents and deans, as well as of trustees, past and present.[1]

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[1]I taught at Marlboro for forty-seven years and was part of the group that established the core course in the Humanities that ran for more than twenty-five years. I served as Dean of Faculty and Acting Dean of Faculty, twice as Co-Director of the World Studies Program. I was elected by my colleagues as their representative to the Board of Trustees multiple times over those years, as well as to the Committee on Faculty (our hiring and review committee). I served at various times on the Admissions Committee, the Curriculum Committee, the World Studies Program Committee, the English Committee (which administers our writing requirement), and numerous hiring committees for both faculty and staff (including one hiring committee for President). I was elected multiple times as moderator of our college Town Meeting and to our Community Court, where I was frequently chosen as presiding justice. I served twice on Long-Range Planning Committees, one of which I chaired (and wrote the report for) and twice on committees writing self-studies for NEASC, our accrediting agency. I served on and then chaired our Building Committee. I have worked closely with all previous presidents of the college, and I know most of the trustees, several since they were students at the college.

I have also served actively in the Town of Marlboro, on the Planning Commission, the Development Review Board, and the Board of Civil Authority (all of which I have chaired), as well as Justice of the Peace for more than twenty-five years. You may recall my detailed rebuttal of your predecessor's report on the police shooting of Robert Woodward, which I sent to you during your first campaign against Sorrel.

You have received many letters already opposing the closure of the College. Many have described the rarity of this sort of education and community and governance. They have detailed the profound loss the disappearance of the College would represent. Many letters have also identified ways in which the process through which the Board has arrived at this end has been inconsistent with the principles of clarity, transparency, and consultation upon which the college was founded and upon which it has operated for most of its life.

Though I have made such arguments previously myself, I am aware that such process issues do not necessarily provide grounds for you to act. I want to focus attention instead on a pattern of Board decisions that represent a failure of good governance and responsible oversight. Some specifics are so egregious that some faculty and supporters of Marlboro have believed that the Board set out to close the college beginning in 2016. The college has faced grave financial challenges for almost its entire history. Nonetheless, it has always had a dedicated faculty and staff, and by 2016, it had a larger endowment and better facilities than ever. It had a strong and vibrant curriculum. The college community has striven to address problems as they arose and to keep the Board informed, but the Board has repeatedly not heard or has failed to act.

Presidential Search and Effects: Identifiable problems in governance at the Board level arose with the recruitment of the current president. All previous presidential searches, like searches for faculty and for senior staff, had been conducted with broad campus participation, both through membership on the search committee and through public presentations by and meetings with finalist candidates. This time, despite strong advice and pleas from the Faculty and the college Town Meeting, the Board followed advice from a search firm to conduct the search in secrecy. There were still community representatives on the committee, but they were allowed to report almost nothing about the process or the candidates, who, if they visited the campus at all, did so in secret.

We learned nothing about the selected candidate until his resume was posted and he arrived on campus the day before his appointment was official. The resume suggested some elements of a good match with Marlboro, but within the first year, it became clear that the secrecy of the search process had led the new president to understand his role more as CEO, with a hierarchical structure of responsibility and control, than a participant in Marlboro's well established, and formally delegated, distribution of authority, in which faculty, staff, and students all have participatory and consultative roles. This president nominally supported "transparency" and "consultation," but repeatedly acted against both. He told the faculty Delegates to the Board that they could present only a single issue at any Board meeting and "consulted" with faculty committees by telling them his decisions before he told the whole community. (See detailed examples in the Statement for Kevin attachment.)

Phased Retirement Cancellation: In April of 2016, the president abruptly terminated the Board-approved phased retirement policy, without consulting the Board as the policy itself required. He did so without consulting the Committee on the Faculty, the Faculty Finance Committee, or the Curriculum Committee, announcing the decision publicly in the final weeks of the semester. Six longtime members of the faculty nearing retirement were effectively pressured into making immediate decisions to retire within a year. I notified the Board of the president's

action, assuming they had approved it as required and expressing my astonishment that they had done so without timely notice to affected faculty. Shortly after that, the president told me that the Board had never approved the retirement policy in the first place. A quick check of Board minutes showed that his assertion was untrue, yet I later learned that the president had also led the Board to understand that they had never approved the policy. (See details in the Statement for the President and Continuing Challenges, Sept '18, attached). The supposed rationale for this action was to save money, but there was at the time no financial analysis showing how much or how it would save. The effect on the community, both faculty and students, was dispiriting, to say the least. That the Board neither dismissed the president nor reversed his unwonted action was grossly unfair to individuals and destructive to the institution.

The Renaissance Scholar Program: In the spring of 2016, the president proposed to increase enrollment by offering one full-tuition scholarship for each state to candidates with strong academic records and a history of responsible community action. The rationale was that strong students would swell our enrollment without significantly adding to faculty load and that at least their room and board fees would support the budget. As with the retirement termination, there was no fiscal analysis, and it is not even clear whether Ren Scholars received further scholarship aid toward room and board.

Moreover, without consulting the faculty (responsible for admissions standards), the criteria were apparently changed during the summer. Faculty were never told which students were Ren Scholars (though some self-identified) and when some of them turned out to be in academic trouble in following semesters, we could not even get a requested report on the academic performance of the group. The Board celebrates this program as an achievement, without apparent awareness of the effect on the damage to the perceived value of the education and on our disastrous discount rate (over 70%, at least twice what it should be).

Presidential Review: For the previous three administrations, the Board has engaged in a discreet confidential review of the president, talking with several members of the faculty and senior staff. I have been one of those that members of the Board have spoken to in the past, and I have given them a balanced assessment in each case. While it is just possible that they conducted such a review with the current president (and given my vocal role in the retirement fiasco, I wouldn't have expected to be asked for comment), none of those in a position to provide useful analysis appear to have been asked. In any case, no one has observed any correction of attitude or process, such as might follow a thoughtful review. That the Board has evidently voted bonuses approaching the base salary for new faculty in the midst of financial and institutional crisis is further evidence of irresponsibility. (For contrast, it is worth noting that a previous president offered his personal retirement fund as a guarantee in an earlier crisis.)

The Graduate Center: Marlboro's Graduate Center began three presidents ago. It established a program very different from the undergraduate program (nonresidential, a heavy emphasis on technology, mostly adjunct faculty, no community governance) with the avowed purpose of subsidizing the undergraduate program. In about its third year, it produced a theoretical net benefit to the college.

In every other year of its existence, it contributed to the actual deficit, despite peculiar bookkeeping, in which the support from the college Admissions team, the college Librarian, the

college Dean of Faculty, and the college maintenance staff was never counted as part of the Graduate Center budget, making the Grad Center look better than it was and the undergraduate program look worse. Moreover, rental of space in the Grad Center building in Brattleboro counted toward the Grad Center budget, even though the building was purchased using a $90,000 grant given in support of the undergraduate college.

For at least the last four years, the Dean has assured me, the Board has set one deadline after another for the Grad Center to show a profit or at least break even or it would shut down. Repeatedly, it failed even to break even, and it was never shut down: the last graduates from the Grad Center will finish after the last Commencement for the undergraduate program, having run at a deficit its entire life.

Alumni Relations: The administration and the Board have been woefully negligent in this area, which is the essential base for both fund-raising and recruitment. The alumni organization has been allowed to lapse, and though seven alumni are now regular members of the Board, the rotating alumni positions have lapsed as well. Alumni achievements have been absent from recruiting materials and largely invisible even to current students. Most seriously, the contact lists for alumni have been neglected (for details, see the letter to your office from John Coakley on the board of the new, independent Marlboro College Alumni Association).

Mailings to alumni as recently as April 2019 assured them that although other small colleges in Vermont were closing, "Marlboro [was] not on that path." The consequent shock of the announcement that the college would merge with the University of Bridgeport, and the almost immediate collapse of that deal, spurred alumni into fevered action to help with raising funds and with recruiting new students. Yet the Board signed, without public notice, its first agreements with Emerson to close the college even as they allowed alumni to continue their work to preserve it. Continuing such efforts by alumni and others have been hampered by the lack of communication and cooperation from the Board and hampered further by a series of misleading, disingenuous public statements.

Internal Board Governance:, Many discussions of critical issues appear to have taken place informally or in executive sessions, so it is difficult to know all of the details ,but some things are clear. Board membership has been relatively stagnant. The members of the Board "believe" in the college, but they have not used their long association with many members of the college community to build the deep understanding and insight into the long-obvious problems the college faced. Several trustees have resigned, out of concern for the direction and management of the Board itself, yet there has been no system of self-evaluation or even a process of an "exit interview" to inform the whole Board.

The Board have allowed and relied on extravagant (at least by Marlboro standards) outside consultants and advisors, who have rarely understood an institution as unusual as Marlboro. When they invited Will Wootton, a senior staff member for 19 years who went on to serve as president of Sterling College, to attend a meeting in May 2018 and to comment, his suggestions (Wootton Letter May ‘18 attached) either were not circulated to the full Board or were unread by many.

Their handling of the search for a "partner" has looked like grasping at straws, where even from

the outside, the process has appeared rash and lacking in due diligence. The Board has seemed overly responsive to optimistic appreciations and enthusiasms from college presidents who had an obvious acquisitiveness toward our endowment, while it failed to appreciate obvious dangers in the actual agreements. The proposed "merger" with the University of Bridgeport fell apart for easily foreseen reasons (see my UB Merger Letter, attached, written well before the merger collapsed and withheld from wider circulation at the time at the request of the Board chair). Similar concerns apply to the Emerson deal, and despite the presence of four lawyers on our Board, they have signed without due diligence in their analysis of who they were dealing with a Purchase and Sales agreement with Democracy Builders Fund that even a non-lawyer can see allows DBF to withdraw in certain circumstances without similarly protecting the College.

Conclusion: Nothing here should imply that the problems identified by the President and the Board – low enrollment, discounted tuition, demographic challenges – are not real or should be ignored. But neither are they new. Indeed, the imminent demise of Marlboro College has been forecast by outsiders many times over the years. In the past, however, the Board, the administration, the Faculty, the staff, and the alumni have all worked together, sometimes at considerable personal sacrifice, to sustain and reinforce the college. I hope you will do whatever may be in your power to allow this to happen again. The damage that has been done in this process is extreme, and to rebuild from so low a point in the midst of a worldwide pandemic and a multidimensional national crisis will take an extraordinary effort, but there remain a great many associated with the college willing and able to support such an effort.

Sincerely,

T. Hunter Wilson

From:	Matthews, Deborah
To:	Curtis, Christopher; Renner, Jamie; Sudbay, William
Subject:	FW: additional concerns re: The Corporation of Marlboro College
Date:	Friday, July 17, 2020 7:25:40 AM
Attachments:	vtag16072020.pdf
Importance:	High

Deb Matthews

Administrative Assistant
Office of the Attorney General | GCAL
109 State Street, 3rd Floor
Montpelier, VT 05609
Phone | 802-828-3689 802-595-3803 (AGO remote number)
E-Mail \ deborah.matthews@vermont.gov

From: Rhett Bowlin [redacted]
Sent: Thursday, July 16, 2020 8:52 PM
To: AGO - Info <AGO.Info@vermont.gov>
Subject: additional concerns re: The Corporation of Marlboro College

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Please refer to the attached letter which captures additional concerns that came to light today. Since this is an attachment again, please confirm successful transmission. Thank you for confirming receipt of my letter of last week. Again, no need to redact any of my information in response to FOIA requests.

Rhett Bowlin

Rhett Bowlin
[redacted]
St. Joseph, MO 64506
[redacted]

16 July 2020

The Honorable TJ Donovan
Attorney General of Vermont
109 State Street
Montpelier, VT 05609

Dear Mr. Attorney General:

I already provided you with a longer letter regarding the closure of Marlboro College and my strong views related to Marlboro's failed leadership.

I write now because I have been made aware that some members of the Board of Trustees are in fact troubled by the choice of Democracy Builders as the purchaser of the campus. Others involved in staging the transaction are having second thoughts, too. However, no one will speak out about this publicly for fear of possible legal action on the part of the purchaser. All of this, indeed, is deeply troubling.

I would like to repeat my request to you that the liquidation of the Corporation of Marlboro College be paused until an independent commission is allowed to examine the steps and missteps, the real financial figures related to Marlboro's assets and liabilities, and the unredacted documents related to the transfer of assets to Emerson College and the sale of the Marlboro College campus to Democracy Builders.

Nothing here makes sense, and not just because documents we have been able to review have been redacted. I have seen redacted letters to Marlboro's major donors in which the College President requests releases on restrictions. At least two passages, one from a donor and one from the President himself, lead me to believe that the administration has misled donors in working to remove restrictions from donations to Marlboro. There is no proposal related to 'navigating the very challenging pathway to the future for Marlboro College,' as one donor wrote. And Marlboro's 'proposed alliance with Emerson College,' as the President wrote, is a misrepresentation of the actual liquidation of Marlboro.

I find it baffling that Marlboro leadership would have entered into a purchase agreement with any buyer without any contingencies and before concluding a final agreement with Emerson regarding the College's significant assets. That alone demonstrates the negligence that Marlboro leadership has demonstrated while supposedly stewarding the College and its assets. The fatal arrogance on top of the sheer incompetence of both the President and the Board of Trustees must

not be excused, and the Corporation should be held to account for the disastrous proposals on the table right now.

Please act in the interest of transparency and accountability that supporters of Marlboro College deserve.

Sincerely,

Rhett Bowlin, '93
Director, Higher Education Support Program (Budapest)
Director, Africa Climate Change Adaptation Initiative (Johannesburg)
Open Society Foundations, 1994-2012

From: Matthews, Deborah
To: Curtis, Christopher; Renner, Jamie; Sudbay, William
Subject: FW: Contact Form submitted on Office of the Vermont Attorney General
Date: Friday, July 17, 2020 10:57:49 AM
Importance: High

Deb Matthews
Administrative Assistant
Office of the Attorney General | GCAL
109 State Street, 3rd Floor
Montpelier, VT 05609
Phone | 802-828-3689 802-595-3803 (AGO remote number)
E-Mail \ deborah.matthews@vermont.gov

-----Original Message-----
From: Office of the Vermont Attorney General [redacted]
Sent: Friday, July 17, 2020 10:11 AM
To: AGO - Info <AGO.Info@vermont.gov>
Subject: Contact Form submitted on Office of the Vermont Attorney General

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Name Sharoan
Last Cohen
Email [redacted]
Phone Number [redacted]
Mailing Address (required for a response) [redacted]
Peaks Island, Maine 04108

Subject Dissolution of Marlboro College and Campus Sale
Message Dear Attorney General T.J. Donovan,

I am hoping that as you review the details of the dissolution of Marlboro College you will spend an equal, or greater amount of time considering the numerous letters of support for the college. The expedient closure of Marlboro College, led by E.Y Parthenon, Kevin Quigley, and the Board of Trustees has not only caused excessive stress to the current campus population; it has harmed alumni, Marlboro residents and the broader community deeply. This transaction further treats faculty as a migrant workforce which can be transferred en masse between institutions, a dangerous precedent this "merger" could set in higher ed if completed.

I believe the Board of Trustees has been negligent in their due diligence and fiduciary responsibility to the Marlboro College Corporation; its legacy, archives, collections, and most importantly living and deceased students, alumni, faculty, staff, supporters, friends of the college, the State of Vermont, the intent of the founders and donors. Your decision to keep Marlboro College on Potash Hill will offer exciting new hope for liberal arts institutions to thrive in Vermont.

I ask that you take action to remove Kevin Quigley and the Board of Trustees. That your office install interim replacement leadership, overseen by alumni and engaged supporters actively working to reset and recommit to Marlboro College.

As Kevin Quigley has submitted the "merger" as separate from the campus sale, I humbly request the following:

Should you agree to the gifting of Marlboro College and its faculty to Emerson College; I ask that a full report of all alternate options to this “merger” be made public with an explanation of how this is in the best interest of the Marlboro College Corporation specifically, not the current students and faculty.

That you fully scrutinize the sale of the campus to Democracy Builders 501(c)3 status as a receiving entity and Seth Andrew, his actions in his leadership of his previous endeavors and the charges against him by Black N Brown Democracy Prep.

Thank you for your full attention to the potential closing of Marlboro College.
My very best,
Sharoan Cohen
Peaks Island, Me.

Continuing Challenges

14 September 2016

1. If policies duly adopted by the Board, published in the College Handbook, and followed for a decade can be abruptly terminated by the President without consulting either the college community or the Board, what is the authority of the Handbook on any issue?

2. After our group meeting with [the president] on 23 June, [the president] asked me to remain as the others left. He upbraided me for saying that the trustees needed to approve the deadline we had been given. I told him that I had not said that on my own authority, that I had simply quoted the College Handbook to that effect. He told me that the trustees had never approved the language in the Handbook and that he was therefore not bound by anything the Faculty might have adopted. He told me that the absence of trustee action on the language "trumped" anything that the Faculty might have done. He said that the only language in the minutes following a discussion of retirement policy was that "the board supports the direction in which this is going." I said that I was surprised at this, but that it sounded as though he had consulted counsel. [The president] confirmed that he had, and I told him that in that case, I guessed I would be resigning as of the end of the 2016-17 academic year.

   The following week, I asked for a copy of the minutes he was quoting from, and I received in my box a copy of that page, from the minutes of the February 2006 meeting. The passage he quoted is there, followed two sentences later by instructions from [the chairman of the Board] for the administration to come back to the Board with a "package." The agenda for the board meeting for the following July includes the item "Faculty Retirement Package." The minutes of that meeting record a substantial presentation by the Dean and the Business Manager and a full discussion by the Board, concluded by an apparently unanimous vote "to support and endorse the plan and give the green light to [the president] and [the Dean] to implement the faculty retirement package."

3. I had lunch with [the president] ten days ago at his invitation. We had a reasonable discussion. Toward the end of it, I said that I wanted to clear something up, and I laid out the facts as described above. I told him that I was troubled that I had little choice between thinking that he had not read the rest of the paragraph from which he quoted to me, which seemed quite incredible, or that he had read further and knew all along that the trustees had in fact approved the policy language in the Handbook. I said that I supposed that he had given the trustees much the same understanding that he had given me, that the Board had never approved the policy in the first place. [The president] confirmed as much and said simply that he did not think the trustees would now revisit the process. I told him that I agreed, that there would be little point as most of the eligible faculty had now made their decisions and were more or less resigned to them, whatever they felt about the process. I said that, moreover, the trustees could not easily revisit their vote without directly challenging [the president's] authority, which I doubted they were prepared to do. He said, "thank you for that perception." He made no further comment on what I had presented.

4. The June vote by the trustees has been variously presented as a vote to confirm the termination of the policy (in an e-mail from [the Dean]) and as a vote "to provide eligible faculty an opportunity to participate in the retirement benefit before it was discontinued" in a letter from [the president]. Since there were no faculty delegates present and no minutes yet available, we do not know what the terms of the actual vote were, but even if [the president's] characterization is correct, the trustees surely could not in fact be deciding to give the faculty an opportunity that had already been established by trustee action in 2006.

5. Because there has been no acknowledgment or apology for the duplicity of this whole process and no acknowledgment of the damage that is likely to flow from the departure so abruptly of so many faculty – indeed the duplicity continues, as [the president's] letter goes out to the entire community suggesting that the administration and the institution are being generous in granting what is already ours by right – we are virtually required to pretend, for the welfare of the college, that we appreciate what is happening

6. We have seen no assessment of what the change in policy will save or will cost, no estimates of the impact on students and therefore on enrollment, no consideration of the effect on newer faculty. [The previous president] raised $12 million in endowment to support faculty salaries and retirement benefits specifically, but we have heard no report on how the income from that endowment is currently being allocated.

7. In summary, many of us in many discussions fear that [the president] seems still to have no real understanding or appreciation for what has made and continues to make a Marlboro education distinctive and valuable. Though he has recently begun to meet with faculty members one-on-one, he seems not to understand the intimate connection between a faculty fully dedicated to teaching within the Marlboro model and the curriculum as students experience it. Given his apparent willingness to mislead and to ignore contrary advice, and his quickness to respond aggressively when challenged, few have much confidence that he can change his style and practice in ways that will secure the continuation a remarkable institution.

Note: items in brackets are substitutions of the titles of administrative positions for the names of individuals. These changes are made in July of 2020, to make the document more clear to those unfamiliar with the individuals by name.

From: Matthews, Deborah
To: Curtis, Christopher; Renner, Jamie; Sudbay, William
Subject: FW: Sale of Marlboro College campus to Democracy Builders
Date: Friday, July 17, 2020 1:08:03 PM
Importance: High

Deb Matthews

Administrative Assistant
Office of the Attorney General | GCAL
109 State Street, 3rd Floor
Montpelier, VT 05609
Phone | 802-828-3689 802-595-3803 (AGO remote number)
E-Mail \ deborah.matthews@vermont.gov

From: Ann Darling [redacted]
Sent: Friday, July 17, 2020 12:54 PM
To: AGO - Info <AGO.Info@vermont.gov>
Subject: Sale of Marlboro College campus to Democracy Builders

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

As a graduate of Marlboro College (class of 1976), I have read with great concern the plans for the college campus to be sold to Democracy Builders. Credible reports have emerged that the leadership and practices of this organization are at times abusive and racist, and thoroughly inconsistent with the values of the State of Vermont and the values of legacy of Marlboro College. I urge the Attorney General to disallow this sale.

Ann Darling
Easthampton, MA

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "DEMOCRACY BUILDERS FUND I, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF FEBRUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION REMAINS A DOMESTIC CORPORATION ON OUR RECORDS BUT HAS FAILED TO FILE THE ANNUAL FRANCHISE TAX REPORT AND PAY THE FRANCHISE TAXES CURRENTLY DUE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DEMOCRACY BUILDERS FUND I, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2014.

Jeffrey W. Bullock, Secretary of State

5485426 8300U

SR# 20206270908

Authentication: 203297089

Date: 07-16-20

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

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State of Delaware

Annual Franchise Tax Report

CORPORATION NAME	TAX YR.
DEMOCRACY BUILDERS FUND I, INC.	2018

FILE NUMBER	INCORPORATION DATE	RENEWAL/REVOCATION DATE
5485426	2014/02/20	

PRINCIPAL PLACE OF BUSINESS
2130 ADAM CLAYTON POWELL JR. BLVD.
NEW YORK, NY 10027

PHONE NUMBER
(646)470-8136

REGISTERED AGENT
CAPITOL SERVICES, INC.
1675 S STATE ST STE B
DOVER DE 19901

AGENT NUMBER
9220915

AUTHORIZED STOCK BEGIN DATE	END DATE	DESIGNATION/ STOCK CLASS	NO. OF SHARES	PAR VALUE/ SHARE

OFFICER NAME	STREET/CITY/STATE/ZIP	TITLE
SETH ANDREW	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027	PRESIDENT

DIRECTORS NAME	STREET/CITY/STATE/ZIP
PRINCESS LYLES	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027
STACY BIRDSELL	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027
MARCELLINA BLOW-CUMMINGS	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027
SETH ANDREWS	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027

NOTICE: Pursuant to 8 Del. C. 502(b), If any officer or director of a corporation required to make an annual franchise tax report to the Secretary of State shall knowingly make any false statement in the report, such officer or director shall be guilty of perjury.

AUTHORIZED BY (OFFICER, DIRECTOR OR INCORPORATOR)	DATE	TITLE
SETH ANDREW 2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027 US	2020/01/31	PRESIDENT

State of Delaware

Annual Franchise Tax Report

CORPORATION NAME	TAX YR.
DEMOCRACY BUILDERS FUND I, INC.	2018

FILE NUMBER	INCORPORATION DATE	RENEWAL/REVOCATION DATE
5485426	2014/02/20	

PRINCIPAL PLACE OF BUSINESS
2130 ADAM CLAYTON POWELL JR. BLVD.
NEW YORK, NY 10027

PHONE NUMBER
(646)470-8136

REGISTERED AGENT
CAPITOL SERVICES, INC.
1675 S STATE ST STE B
DOVER DE 19901

AGENT NUMBER
9220915

AUTHORIZED STOCK BEGIN DATE	END DATE	DESIGNATION/ STOCK CLASS	NO. OF SHARES	PAR VALUE/ SHARE

OFFICER NAME	STREET/CITY/STATE/ZIP	TITLE
SETH ANDREW	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027	PRESIDENT

DIRECTORS NAME	STREET/CITY/STATE/ZIP
PRINCESS LYLES	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027
STACY BIRDSELL	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027
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SETH ANDREWS	2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027

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AUTHORIZED BY (OFFICER, DIRECTOR OR INCORPORATOR)	DATE	TITLE
SETH ANDREW 2130 ADAM CLAYTON POWELL JR. BLVD. NEW YORK , NY 10027 US	2020/01/31	PRESIDENT

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:38 PM 02/20/2014
FILED 04:26 PM 02/20/2014
SRV 140208503 - 5485426 FILE

CERTIFICATE OF INCORPORATION

OF

ALUMNI REVOLUTION, INC.

A NONSTOCK CORPORATION ORGANIZED UNDER THE DELAWARE GENERAL CORPORATION LAW

ARTICLE I

The name of the corporation is **Alumni Revolution, Inc.**

ARTICLE II

The corporation's registered office in the State of Delaware is 615 South Dupont Highway, City of Dover, County of Kent, State of Delaware 19901. The registered agent of the corporation at such address is National Corporate Research, Ltd.

ARTICLE III

The corporation is a nonprofit corporation organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law, including, but not limited to, the following:

(1) to equip scholars to succeed in the college of their choice and a life of active citizenship through mentoring, social counseling, academic support, financial literacy and advocacy training;

(2) to solicit, raise, receive, hold, invest and expend funds for the advancement and furtherance of such purpose(s); and

(3) to engage, in furtherance of the foregoing, in any and all lawful activities for which a corporation may be organized under the General Corporation Law of Delaware ("DGCL"), except as restricted herein or in the bylaws of the corporation.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the corporation is not authorized (*a*) to make any payments or distributions, or otherwise carry on any activities, which would cause it to fail to qualify, or to continue to qualify, as (*i*) an organization exempt from federal income tax under section 501(c)(3) of the Code, or (*ii*) an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code or (*b*) to accept gifts or contributions for other than the charitable purposes stated above.

ARTICLE IV

The corporation is not organized for pecuniary profit or financial gain, and no part of the earnings or assets of the corporation shall ever inure to the benefit of or be distributable to any individual having a personal or private interest in the activities of the corporation. No member, director or employee of the corporation is entitled or permitted to receive any pecuniary profit from the operations and activities of the corporation, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the corporation.

ARTICLE V

Under no circumstances may the corporation (*a*) carry on propaganda or otherwise attempt to influence legislation in a manner that would subject the corporation to any tax imposed by section 4911 of the Code, or (*b*) participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office or engage in any activities which would characterize it as an "action organization" as defined in Treasury Regulation section 1.501(c)(3)-l(c)(3). No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under section 501(h) or otherwise.

ARTICLE VI

The corporation is a nonstock corporation and has no authority to issue capital stock.

ARTICLE VII

Unless otherwise specified in the bylaws, the only members of the corporation shall be the persons who at the time of determination are members of the board of directors. The members shall have no right to vote on any matter other than the election of directors, except as otherwise required by law.

ARTICLE VIII

The corporation shall have a board of directors (the "Board"), which shall be the governing body of the corporation for all purposes of the DGCL. Except as otherwise provided by the DGCL, the business and affairs of the corporation shall be managed by or under the direction of the Board.

The corporation shall initially have three (3) directors. The number of directors may be altered from time to time in the manner provided in the bylaws. The election of directors shall be conducted in the manner provided for in the bylaws. Any vacancies occurring in the Board and any newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the bylaws.

The following persons shall serve as the directors of the corporation until the first meeting of members or until their respective successors are duly elected and qualify:

Name	Address
Seth Andrew	300 West 135th Street, Apt. 7S New York, NY 10030
Stacy Birdsell	11 Whitman Road Medford, MA 02155
Ravi Gupta	1300 56th Ave. North Nashville, TN 37209

ARTICLE IX

No director of the corporation has any liability to the corporation or its members for monetary damages for breach of such director's fiduciary duty as a director. The preceding sentence does not 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 the law, (*c*) under Section 174 of the DGCL or (*d*) for any transaction from which the director derived an improper personal benefit.

ARTICLE X

The Board shall have the power without the assent or vote of the members to adopt, amend, alter or repeal the bylaws.

ARTICLE XI

If there is a liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary, involuntary or by operation of law, the Board shall, except as may be otherwise provided by applicable law, distribute all of the assets of the corporation in such manner as the Board may determine so long as the distribution is (*a*) solely in furtherance of the objectives and purposes set forth in Article III of this Certificate and (*b*) is made to one or more organizations that are exempt from taxation as organizations described in section 501(c)(3) of the Code.

ARTICLE XII

This Certificate may not be amended to authorize the Board to manage or conduct the operations or affairs of the corporation in any manner or for any purpose that would cause the corporation to fail to qualify or continue to qualify as an organization exempt from federal income tax under section 501(c)(3) of the Code or an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code.

ARTICLE XIII

This Certificate shall be effective on the date it is filed with the office of the Secretary of State of the State of Delaware.

ARTICLE XIV

The name and mailing address of the incorporator are as follows:

Andrew J. Fadale, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

The powers of the incorporator shall terminate upon the filing of this Certificate with the office of the Secretary of State of the State of Delaware.

I, THE UNDERSIGNED, for the purpose of forming a nonstock, nonprofit corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and have accordingly hereunto set my hand this 20 day of February, 2014.

Incorporator

Andrew J. Fadale, Esq.
Name (type or print)

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:07 PM 07/24/2015
FILED 06:07 PM 07/24/2015
SRV 151093129 - 5485426 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, Alumni Revolution, Inc., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

"ARTICLE 1
The name of the corporation is Democracy Builders Fund, Inc."

(2) 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, said corporation has caused this certificate to be signed this 24th day of July, A.D. 2015.

By: Seth Andrew
Authorized Officer

Name: Seth Andrew
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:08 PM 10/27/2015
FILED 03:08 PM 10/27/2015
SR 20150660615 - File Number 5485426

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, Democracy Builders Fund, Inc., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

"ARTICLE 3
The corporation is a nonprofit corporation organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law, including, but not limited to, the following:

(1) to increase access to parent choice in public schools through active grassroots engagement;

(2) to increase the rate at which students from traditionally disadvantaged backgrounds obtain college degrees; and

(3) to engage, in furtherance of the foregoing, in any and all lawful activities for which a corporation may be organized under the General Corporation Law of Delaware ("DGCL"), except as restricted herein or in the bylaws of the corporation.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the corporation is not authorized (*a*) to make any payments or distributions, or otherwise carry on any activities, which would cause it to fail to qualify, or to continue to qualify, as (*i*) an organization exempt from federal income tax under section 501(c)(3) of the Code, or (*ii*) an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code or (*b*) to accept gifts or contributions for other than the charitable purposes stated above."

(2) 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, said corporation has caused this certificate to be signed this 21 day of October, A.D. 2015.

By: _____
Authorized Officer

Name: Seth Andrew
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:17 PM 10/30/2015
FILED 04:17 PM 10/30/2015
SR 20150718425 - File Number 5485426

CERTIFICATE OF RESIGNATION

OF

DEMOCRACY BUILDERS FUND, INC.

PURSUANT TO SECTION 136(a) OF THE GENERAL CORPORATION LAW

Written Notice of Resignation was given to

DEMOCRACY BUILDERS FUND, INC.

at least thirty (30) days prior to the filing of this certificate by mail to the corporation at its address last known to National Corporate Research, Ltd. Such notice was dated and mailed on the 11th day of August, 2015. National Corporate Research, Ltd. hereby resigns as the registered agent of the corporation pursuant to Section 136(a) of the General Corporation Law.

National Corporate Research, Ltd. has caused this Certificate to be executed by its Vice-President this 30th day of October, 2015.

National Corporate Research, Ltd.

/s/ Andrew Lundgren
Andrew Lundgren, Vice-President

STATE OF DELAWARE
CERTIFICATE FOR REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was forfeited for failure to obtain a registered agent, now desires to procure a revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is DEMOCRACY BUILDERS FUND I, INC. formerly known as DEMOCRACY BUILDERS FUND, INC.
and, if different, the name under which the corporation was originally incorporated Alumni Revolution, Inc.

2. The Registered Office of the corporation in the State of Delaware is located at 1675 S. State Street, Suite B (street), in the City of Dover, DE, County of Kent Zip Code 19901. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Capitol Services, Inc.

3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was 2/20/2014.

4. The corporation desiring to be revived and so reviving its certificate of incorporation was organized under the laws of this State.

5. The corporation was duly organized and carried on the business authorized by its charter until the 29th day of November A.D. 2015, at which time its charter became inoperative and forfeited for failure to obtain a registered agent and the certificate for revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: P. Lyles
Authorized Officer

Name: Princess V. Lyles
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:30 PM 09/27/2016
FILED 02:30 PM 09/27/2016
SR 20165961438 - File Number 5485426

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:38 PM 02/20/2014
FILED 04:26 PM 02/20/2014
SRV 140208503 - 5485426 FILE

CERTIFICATE OF INCORPORATION

OF

ALUMNI REVOLUTION, INC.

A NONSTOCK CORPORATION ORGANIZED UNDER THE DELAWARE GENERAL CORPORATION LAW

ARTICLE I

The name of the corporation is **Alumni Revolution, Inc.**

ARTICLE II

The corporation's registered office in the State of Delaware is 615 South Dupont Highway, City of Dover, County of Kent, State of Delaware 19901. The registered agent of the corporation at such address is National Corporate Research, Ltd.

ARTICLE III

The corporation is a nonprofit corporation organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law, including, but not limited to, the following:

(1) to equip scholars to succeed in the college of their choice and a life of active citizenship through mentoring, social counseling, academic support, financial literacy and advocacy training;

(2) to solicit, raise, receive, hold, invest and expend funds for the advancement and furtherance of such purpose(s); and

(3) to engage, in furtherance of the foregoing, in any and all lawful activities for which a corporation may be organized under the General Corporation Law of Delaware ("DGCL"), except as restricted herein or in the bylaws of the corporation.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the corporation is not authorized (*a*) to make any payments or distributions, or otherwise carry on any activities, which would cause it to fail to qualify, or to continue to qualify, as (*i*) an organization exempt from federal income tax under section 501(c)(3) of the Code, or (*ii*) an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code or (*b*) to accept gifts or contributions for other than the charitable purposes stated above.

ARTICLE IV

The corporation is not organized for pecuniary profit or financial gain, and no part of the earnings or assets of the corporation shall ever inure to the benefit of or be distributable to any individual having a personal or private interest in the activities of the corporation. No member, director or employee of the corporation is entitled or permitted to receive any pecuniary profit from the operations and activities of the corporation, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the corporation.

ARTICLE V

Under no circumstances may the corporation (*a*) carry on propaganda or otherwise attempt to influence legislation in a manner that would subject the corporation to any tax imposed by section 4911 of the Code, or (*b*) participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office or engage in any activities which would characterize it as an "action organization" as defined in Treasury Regulation section 1.501(c)(3)-l(c)(3). No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under section 501(h) or otherwise.

ARTICLE VI

The corporation is a nonstock corporation and has no authority to issue capital stock.

ARTICLE VII

Unless otherwise specified in the bylaws, the only members of the corporation shall be the persons who at the time of determination are members of the board of directors. The members shall have no right to vote on any matter other than the election of directors, except as otherwise required by law.

ARTICLE VIII

The corporation shall have a board of directors (the "Board"), which shall be the governing body of the corporation for all purposes of the DGCL. Except as otherwise provided by the DGCL, the business and affairs of the corporation shall be managed by or under the direction of the Board.

The corporation shall initially have three (3) directors. The number of directors may be altered from time to time in the manner provided in the bylaws. The election of directors shall be conducted in the manner provided for in the bylaws. Any vacancies occurring in the Board and any newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the bylaws.

The following persons shall serve as the directors of the corporation until the first meeting of members or until their respective successors are duly elected and qualify:

Name	Address
Seth Andrew	300 West 135th Street, Apt. 7S New York, NY 10030
Stacy Birdsell	11 Whitman Road Medford, MA 02155
Ravi Gupta	1300 56th Ave. North Nashville, TN 37209

ARTICLE IX

No director of the corporation has any liability to the corporation or its members for monetary damages for breach of such director's fiduciary duty as a director. The preceding sentence does not 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 the law, (*c*) under Section 174 of the DGCL or (*d*) for any transaction from which the director derived an improper personal benefit.

ARTICLE X

The Board shall have the power without the assent or vote of the members to adopt, amend, alter or repeal the bylaws.

ARTICLE XI

If there is a liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary, involuntary or by operation of law, the Board shall, except as may be otherwise provided by applicable law, distribute all of the assets of the corporation in such manner as the Board may determine so long as the distribution is (*a*) solely in furtherance of the objectives and purposes set forth in Article III of this Certificate and (*b*) is made to one or more organizations that are exempt from taxation as organizations described in section 501(c)(3) of the Code.

ARTICLE XII

This Certificate may not be amended to authorize the Board to manage or conduct the operations or affairs of the corporation in any manner or for any purpose that would cause the corporation to fail to qualify or continue to qualify as an organization exempt from federal income tax under section 501(c)(3) of the Code or an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code.

ARTICLE XIII

This Certificate shall be effective on the date it is filed with the office of the Secretary of State of the State of Delaware.

ARTICLE XIV

The name and mailing address of the incorporator are as follows:

Andrew J. Fadale, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

The powers of the incorporator shall terminate upon the filing of this Certificate with the office of the Secretary of State of the State of Delaware.

I, THE UNDERSIGNED, for the purpose of forming a nonstock, nonprofit corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and have accordingly hereunto set my hand this 20 day of February, 2014.

Incorporator

Andrew J. Fadale, Esq.
Name (type or print)

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:07 PM 07/24/2015
FILED 06:07 PM 07/24/2015
SRV 151093129 - 5485426 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, Alumni Revolution, Inc., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

"ARTICLE 1
The name of the corporation is Democracy Builders Fund, Inc."

(2) 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, said corporation has caused this certificate to be signed this 24th day of July, A.D. 2015.

By: Seth Andrew
Authorized Officer

Name: Seth Andrew
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:08 PM 10/27/2015
FILED 03:08 PM 10/27/2015
SR 20150660615 - File Number 5485426

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, Democracy Builders Fund, Inc., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

"ARTICLE 3
The corporation is a nonprofit corporation organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law, including, but not limited to, the following:

(1) to increase access to parent choice in public schools through active grassroots engagement;

(2) to increase the rate at which students from traditionally disadvantaged backgrounds obtain college degrees; and

(3) to engage, in furtherance of the foregoing, in any and all lawful activities for which a corporation may be organized under the General Corporation Law of Delaware ("DGCL"), except as restricted herein or in the bylaws of the corporation.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the corporation is not authorized (*a*) to make any payments or distributions, or otherwise carry on any activities, which would cause it to fail to qualify, or to continue to qualify, as (*i*) an organization exempt from federal income tax under section 501(c)(3) of the Code, or (*ii*) an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code or (*b*) to accept gifts or contributions for other than the charitable purposes stated above."

(2) 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, said corporation has caused this certificate to be signed this 21 day of October, A.D. 2015.

By: _____
Authorized Officer

Name: Seth Andrew
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:17 PM 10/30/2015
FILED 04:17 PM 10/30/2015
SR 20150718425 - File Number 5485426

CERTIFICATE OF RESIGNATION

OF

DEMOCRACY BUILDERS FUND, INC.

PURSUANT TO SECTION 136(a) OF THE GENERAL CORPORATION LAW

Written Notice of Resignation was given to

DEMOCRACY BUILDERS FUND, INC.

at least thirty (30) days prior to the filing of this certificate by mail to the corporation at its address last known to National Corporate Research, Ltd. Such notice was dated and mailed on the 11th day of August, 2015. National Corporate Research, Ltd. hereby resigns as the registered agent of the corporation pursuant to Section 136(a) of the General Corporation Law.

National Corporate Research, Ltd. has caused this Certificate to be executed by its Vice-President this 30th day of October, 2015.

National Corporate Research, Ltd.

/s/ Andrew Lundgren
Andrew Lundgren, Vice-President

STATE OF DELAWARE
CERTIFICATE FOR REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was forfeited for failure to obtain a registered agent, now desires to procure a revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is DEMOCRACY BUILDERS FUND I, INC. formerly known as DEMOCRACY BUILDERS FUND, INC.
and, if different, the name under which the corporation was originally incorporated Alumni Revolution, Inc.

2. The Registered Office of the corporation in the State of Delaware is located at 1675 S. State Street, Suite B (street), in the City of Dover, DE, County of Kent Zip Code 19901. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Capitol Services, Inc.

3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was 2/20/2014.

4. The corporation desiring to be revived and so reviving its certificate of incorporation was organized under the laws of this State.

5. The corporation was duly organized and carried on the business authorized by its charter until the 29th day of November A.D. 2015, at which time its charter became inoperative and forfeited for failure to obtain a registered agent and the certificate for revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: P. Lyles
Authorized Officer

Name: Princess V. Lyles
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:30 PM 09/27/2016
FILED 02:30 PM 09/27/2016
SR 20165961438 - File Number 5485426

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JAN 10 2018

DEMOCRACY BUILDERS FUND INC
C/O SCHULTE ROTH & ZABEL LLP
KURT F ROSELL
919 THIRD AVE
NEW YORK, NY 10022

Employer Identification Number:
46-4897222
DLN:
17053304330047
Contact Person:
JOSEPH LAUX ID# 31077
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
170(b)(1)(A)(vi)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
November 15, 2016
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

Based on the information you submitted in your application, we approved your request for reinstatement under Revenue Procedure 2014-11. Your effective date of exemption, as listed at the top of this letter, is retroactive to your date of revocation.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar

DEMOCRACY BUILDERS FUND INC

to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Stephen a. martin

Director, Exempt Organizations
Rulings and Agreements

From: Daniel Richardson
To: Renner, Jamie; Curtis, Christopher
Subject: Democracy Builders Fund, Inc. Documents
Date: Saturday, July 18, 2020 12:02:06 AM
Attachments: Democracy Builders Fund Inc - IRS exemption letter.pdf
EXECUTED - Democracy Builders Fund, Inc. - Form 1023 Application DBF IRS Articles of incorporation (1).pdf
Zoning-Regulations-Town-of-Marlboro-Vermont-March-6-2018 (EDU PROVISIONS).pdf

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EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Dear Chris and Jamie,

Attached please find the following documents from my client, Democracy Builder Fund, Inc.:

1. A packet containing the bylaws, articles of incorporation, and associated incorporation documents for Democracy Builder Fund, Inc. and its predecessor entity.
2. An IRS exemption letter confirming Democracy Builder Fund, Inc.'s 501(c)(3) status.
3. An excerpt from the Town of Marlboro zoning regulations showing that the Marlboro College campus is located within a EDU district that requires the property be owned by an institution and run primarily as an educational facility for compliance with zoning standards.

This packet does not include a current certificate of good standing for Democracy Builder Fund, Inc.. I anticipate that I will have a copy for you by Monday.

I can represent on behalf of my client that following closing, it is their intent to file the requisite paperwork with the Vermont Secretary of State as a foreign non-profit corporation doing business and charitable work in Vermont. The Marlboro campus will likely be listed as the primary place of business.

My client has further authorized me to state that if and when Democracy Builder Fund, Inc. or more likely, its educational entity, begins the process of obtaining certification and approval from the Vermont Agency of Education, it shall cause a courtesy copy of its application materials to be filed with the Attorney General's Office. It is out understanding that this copy would simply be to confirm that Democracy Builder Fund, Inc. is acting in compliance with Vermont educational law and in a manner consistent with its stated educational mission.

If you have any questions or require additional information, please feel free to contact me.

Best,

Dan

Daniel P. Richardson | *Attorney*
Tarrant | Gillies
Richardson | Shems **LLP**
Attorneys at Law

[redacted]

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JAN 10 2018

DEMOCRACY BUILDERS FUND INC
C/O SCHULTE ROTH & ZABEL LLP
KURT F ROSELL
919 THIRD AVE
NEW YORK, NY 10022

Employer Identification Number:
46-4897222
DLN:
17053304330047
Contact Person:
JOSEPH LAUX ID# 31077
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
170(b)(1)(A)(vi)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
November 15, 2016
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

Based on the information you submitted in your application, we approved your request for reinstatement under Revenue Procedure 2014-11. Your effective date of exemption, as listed at the top of this letter, is retroactive to your date of revocation.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar

DEMOCRACY BUILDERS FUND INC

to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Stephen a. martin

Director, Exempt Organizations
Rulings and Agreements

FILES
930024/0005

Democracy Builders Fund, Inc.
EIN: 46-4897222

Form 1023 Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

December 18, 2015

Table of Contents

TAB 1

Form 1023 Checklist

(Revised December 2013)

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

Note. *Retain a copy of the completed Form 1023 in your permanent records. Refer to the* General Instructions *regarding Public Inspection of approved applications.*

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

☑ Assemble the application and materials in this order:

- Form 1023 Checklist
- Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
- Form 8821, *Tax Information Authorization* (if filing)
- Expedite request (if requesting)
- Application (Form 1023 and Schedules A through H, as required)
- Articles of organization
- Amendments to articles of organization in chronological order
- Bylaws or other rules of operation and amendments
- Documentation of nondiscriminatory policy for schools, as required by Schedule B
- Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation (if filing)
- All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.

☑ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.

☑ Employer Identification Number (EIN)

☑ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.

- You must provide specific details about your past, present, and planned activities.
- Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
- Describe your purposes and proposed activities in specific easily understood terms.
- Financial information should correspond with proposed activities.

☑ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A	Yes ___	No ✓	Schedule E	Yes ___	No ✓
Schedule B	Yes ___	No ✓	Schedule F	Yes ___	No ✓
Schedule C	Yes ___	No ✓	Schedule G	Yes ___	No ✓
Schedule D	Yes ___	No ✓	Schedule H	Yes ___	No ✓

☑ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.

- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) **Page 1, Article III**
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law **Page 3, Article XI**

☑ Signature of an officer, director, trustee, or other official who is authorized to sign the application.

- Signature at Part XI of Form 1023.

☑ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

TAB 2

Form **2848**
(Rev. July 2014)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ Information about Form 2848 and its instructions is at *www.irs.gov/form2848.*

OMB No. 1545-0150

For IRS Use Only
Received by:
Name
Telephone
Function
Date / /

Part I Power of Attorney

Caution: *A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.*

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address	Taxpayer identification number(s)	
Democracy Builders Fund, Inc. **2130 Adam Clayton Powell Jr. Blvd.** **New York, NY 10027**	**46-4897222**	
	Daytime telephone number **(347) 931-8120**	Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address	
Kurt F. Rosell **Schulte Roth & Zabel LLP, 919 Third Avenue** **New York, NY 10022** **Check if to be sent copies of notices and communications** ☑	CAF No. PTIN Telephone No. **212-756-2099** Fax No. **212-593-5955** Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Christine Harlow **Schulte Roth & Zabel LLP, 919 Third Avenue** **New York, NY 10022** **Check if to be sent copies of notices and communications** ☑	CAF No. PTIN Telephone No. **212-756-2098** Fax No. **212-593-5955** Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Max M. Levine **Schulte Roth & Zabel LLP, 919 Third Avenue** **New York, NY 10022** (**Note.** IRS sends notices and communications to only two representatives.)	CAF No. PTIN Telephone No. **212-756-2448** Fax No. **212-593-5955** Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Matthew R. Greenberg **Schulte Roth & Zabel LLP, 919 Third Avenue** **New York, NY 10022** (**Note.** IRS sends notices and communications to only two representatives.)	CAF No. PTIN Telephone No. **212-756-2223** Fax No. **212-593-5955** Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

3 Acts authorized (you are required to complete this line 3). With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code	**1023**	**2014-2016**

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for **Line 4. Specific Use Not Recorded on CAF** . . . . . ▶ ☑

5a Additional acts authorized. In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information):

☐ Authorize disclosure to third parties; ☑ Substitute or add representative(s); ☐ Sign a return;

☐ Other acts authorized:

b **Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.
List any specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b):

6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here ▶ ☐
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 **Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.
▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.

Signature	Date	Title (if applicable)
	12-15-15	Board Chairman

Print Name	Print name of taxpayer from line 1 if other than individual
Seth Andrew	Democracy Builders Fund, Inc.

Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:

a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
c Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
d Officer—a bona fide officer of the taxpayer organization.
e Full-Time Employee—a full-time employee of the taxpayer.
f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
h Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have prepared and signed the return. **See Notice 2011-6 and *Special rules for registered tax return preparers and unenrolled return preparers* in the instructions (PTIN required for designation h).**
i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have prepared and signed the return. **See Notice 2011-6 and *Special rules for registered tax return preparers and unenrolled return preparers* in the instructions (PTIN required for designation i).**
k Student Attorney or CPA—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2. See the instructions for Part II.

Note. For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation—Insert above letter (a–r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable). See instructions for Part II for more information.	Signature	Date
a	2058550	NY		12-16-15
a	4313904	NY		12-16-15
a	5241831	NY		12-16-15
a	5382130	NY		12/16/15