

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **26th** day of **July**, **1988** *Articles of Incorporation of:*

AMERICA'S CHARITIES

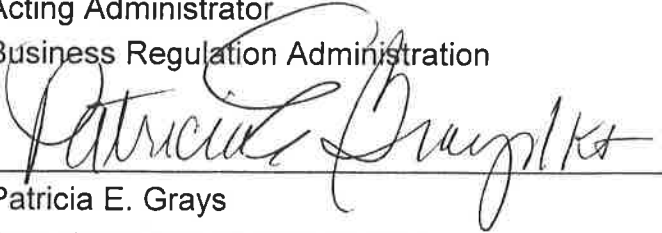
The aboved named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **8th** day of **June**, **2000**.

Lloyd J. Jordan
Director

Patricia E. Grays
Acting Administrator
Business Regulation Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **26TH** day of **JULY, 1983**, Articles of Incorporation of:

AMERICA'S CHARITIES

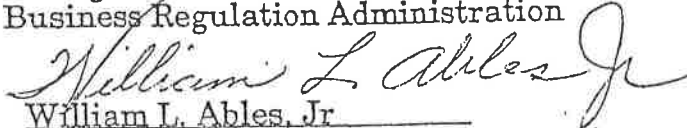
The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all annual reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **16TH** day of **FEBRUARY, 1995**

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration


William L. Ables, Jr.
Act. Asst. Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this **CERTIFICATE of AMENDMENT** is hereby issued to

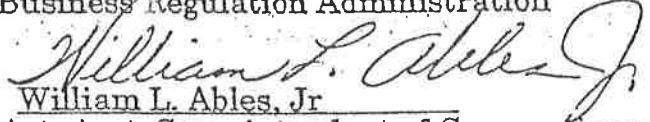
NATIONAL UNITED SERVICE AGENCIES, INC.

**NAME CHANGED TO:
AMERICA'S CHARITIES**

as of **OCTOBER 14TH, 1994.**

Hampton Cross
Director

Barry K. Campbell
Administrator
Business Regulation Administration


William L. Ables, Jr.
Act. Asst. Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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BY

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NATIONAL UNITED SERVICE AGENCIES, INC.

To: D.C. Department of Consumer and Regulatory Affairs
Corporations Division
Washington, D.C.

National United Service Agencies, Inc., a corporation incorporated on July 26, 1988 and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia (the "Corporation"):

DOES HEREBY CERTIFY:

FIRST: That the name of the corporation is National United Service Agencies, Inc.

SECOND: That, in accordance with the requirements of Section 29-536 of the District of Columbia Nonprofit Corporation Act, an amendment to Article 1 of the Articles of Incorporation of the Corporation was duly adopted and approved such that Article 1 will read in its entirety as follows:

The name of the Corporation is America's Charities (hereinafter called the "Corporation").

THIRD: That the amendment was approved by a vote of the members, pursuant to the Corporation's Bylaws and Section 29-516 of the District of Columbia Nonprofit Corporation Act, on October 4, 1994.

IN WITNESS WHEREOF, said National United Service Agencies, Inc.
has caused these Articles of Amendment to be signed by its President and attested
by its Secretary, as of October 13, 1995.

NATIONAL UNITED SERVICE
AGENCIES, INC.

By: Kenneth A. Berg
Name:
Title: President:

ATTEST:

[Signature]
Name:
Title: Secretary

DEPARTMENT OF COMMERCE
AND REGULATORY AFFAIRS
BUREAU OF CONSUMER PROTECTION
WASHINGTON, D.C. 20540
1-800-368-1095

DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER
AND REGULATORY AFFAIRS

I hereby certify that this is a true
and complete copy of the document
filed in this office, the Corporations
Division of the Business Regulation
Administration, and that this docu-
ment was admitted to record in
File # _____

Date of Certification 1/13 1998

Patricia C. ...
Superintendent of Corporations

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 26TH day of JULY, 1988, Articles of Incorporation of:

NATIONAL UNITED SERVICE AGENCIES, INC.

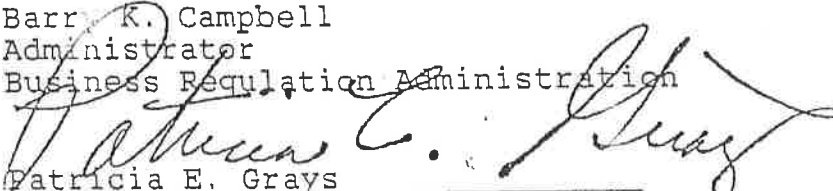
The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all annual reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 13TH day of OCTOBER, 1994 .

Hampton Cross
Director

Barr K. Campbell
Administrator
Business Regulation Administration


Patricia E. Grays

Acting

Superintendent of Corporations
Corporations Division

Aron Pratt Kelly
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 26th day of JULY, 1988, Articles of Incorporation of:

NATIONAL UNITED SERVICES AGENCIES, INC.

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all annual reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 1st day of SEPTEMBER, 1992.

Barbara E. Brown
Acting Director

James E. Kerr
Administrator
Business Regulation Administration

A handwritten signature in dark ink, appearing to read "Vandy L. Jamison Jr.", written over a horizontal line.

Assistant Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

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C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of INCORPORATION is hereby issued to NATIONAL SERVICE AGENCIES, INC.

as of JULY 26th , 1988 .

Donald G. Murray
Director

Henry C. Lee, III
Acting Administrator
Business Regulation Administration

Vandy L. Jamison Jr.

Assistant Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
OF
NATIONAL SERVICE AGENCIES, INC.

To: D.C. Department of Consumer and
Regulatory Affairs
Corporations Division
Washington, D.C.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a nonprofit corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act.

ARTICLE I

The name of the Corporation is National Service Agencies, Inc. (hereinafter called the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or corresponding provisions of any subsequent federal tax laws); and within such limits, to promote the activities and purposes of other 501(c)(3) organizations by providing services that further their exempt purposes, including:

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(a) participating, in compliance with the requirements of the Office of Personnel Management, in on-the-job solicitation of federal employees;

(b) participating in other public and private sector workplace giving campaigns;

(c) receiving funds contributed to it by virtue of its participation in the aforementioned fundraising efforts and distributing such funds to 501(c)(3) member and non-member organizations at appropriate intervals in accordance with the written instructions of the Board of Directors; and

(d) keeping such records and rendering such reports, statements, services, or the like as may be deemed advisable by the Board of Directors or as may be required by the applicable federal or state laws;

to take all other appropriate action in furtherance of such purposes; to perform other activities permitted under Section 501(c)(3); and, consistent with the above, to exercise all powers available to corporations organized pursuant to the District of Columbia Nonprofit Corporation Act.

ARTICLE IV

The Corporation shall have one class of members which shall have such rights, including voting rights, powers, and obligations, as are set forth in the bylaws of the Corporation (the "Bylaws").

ARTICLE V

The affairs of this Corporation shall be managed by its Board of Directors. The number of directors (not less than three) and the manner of choosing directors shall be fixed in the Bylaws.

ARTICLE VI

Except as provided by law or these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE VII

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of Incorporation:

(a) The Corporation shall not engage in any activity that is unlawful under the laws of the United States, the District of Columbia, or any jurisdiction where such activities are carried on.

(b) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and

continuing to qualify) as a corporation described in Section 501(c)(3) of the Code (or corresponding provisions of any subsequent federal tax laws).

(c) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

(d) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Code (or corresponding provisions of any subsequent federal tax laws) shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Code (or corresponding provisions of any subsequent federal tax laws).

(e) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(f) (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent federal tax laws).

(5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

(g) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining

after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Code (or corresponding provisions of any subsequent federal tax laws).

ARTICLE VIII

The private property of the officers, directors and members of the Corporation shall be exempt from execution or other liability for any debts, liabilities or obligations of the Corporation, except that the Corporation may recover certain costs and expenses of the Corporation from its members pursuant to the By-laws.

ARTICLE IX

The address, including street and number, of the Corporation's initial registered office in the District of Columbia is 1025 Vermont Ave., N.W., Suite 1125, Washington, D.C. 20005. The name of the Corporation's initial registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE X

The number of directors constituting the initial Board of Directors is four and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Emanuel Owens	99 Hudson Street New York, NY 10013
Kenneth Berez	2001 S Street, N.W. Suite 610 Washington, DC 20009
Richard D. Glasow	419 7th Street, N.W. Suite 402 Washington, DC 20004
Mildred Bond Roxborough	260 5th Avenue, 6th Floor New York, NY 10001

ARTICLE XI

The names and addresses, including street numbers, of the Incorporators of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Richard D. Glasow	419 7th Street, N.W. Suite 402 Washington, DC 20004
Kenneth Berez	2001 S Street, N.W. Suite 610 Washington, DC 20009
Don Sodo	3900 Jermantown Road Suite 420 Fairfax, VA 22030

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 15th day of July, 1988.

Richard D. Glasow

Richard D. Glasow

Kenneth Berez

Kenneth Berez

Don Sodo

Don Sodo

CITY OF WASHINGTON)
DISTRICT OF COLUMBIA)

ss:

I, Smith W. Kramer, a Notary Public, hereby certify that on the 15th day of July, 1988, personally appeared before me Richard D. Glasow, who, being by me first duly sworn, declared that he signed the foregoing Articles of Incorporation of National Service Agencies, Inc. as an incorporator, and that the statements therein contained are true.

Smith W. Kramer
Notary Public

(Notarial Seal)

My Commission Expires:

June 14, 1992

CITY OF WASHINGTON)
DISTRICT OF COLUMBIA)

ss:

I, Blanca M. Pary, a Notary Public, hereby certify that on the 15th day of July, 1988, personally appeared before me Kenneth Berez, who, being by me first duly sworn, declared that he signed the foregoing Articles of Incorporation of National Service Agencies, Inc. as an incorporator, and that the statements therein contained are true.

Blanca M. Pary
Notary Public

(Notarial Seal)

My Commission Expires:

April 30, 1992

CITY OF Fairfax)
Commonwealth of Virginia) ss:

I, Patricia L. Williams, a Notary Public, hereby certify that on the 10th day of July, 1988, personally appeared before me Don Sodo, who, being by me first duly sworn, declared that he signed the foregoing Articles of Incorporation of National Service Agencies, Inc. as an incorporator, and that the statements therein contained are true.

Patricia L. Williams
Notary Public

(Notarial Seal)

My Commission Expires:
9-16-89

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