

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



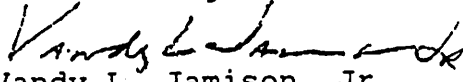
C E R T I F I C A T E

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 INCORPORATION is hereby issued to FRIENDS OF GUATEMALA

as of JUNE 2ND , 1989 .

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration


Vandy L. Jamison, Jr.
Assistant Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
FRIENDS OF GUATEMALA

FILED

JUN - 2 1989

To: Corporate Division
The Department of Consumer and Regulatory Affairs
Government of the District of Columbia
Washington, D.C.

BY: VLT

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of Friends of Guatemala, adopt the following Articles of Incorporation for the Corporation pursuant to the District of Columbia Non-Profit Corporation Act (D.C. Code, 1981 edition, title 29, chapter 5):

FIRST: The name of the Corporation is Friends of Guatemala (hereinafter referred to as "the Corporation").

SECOND: The period of duration of the Corporation is perpetual.

THIRD: Said Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. These charitable, educational and scientific purposes include the following activities:

Promoting and conducting charitable, cultural, educational, scientific and social exchange and interaction between the people of Guatemala and the people of the United States, for the purpose of promoting cooperation, understanding and goodwill between the people of Guatemala and the people of the United States.

FOURTH: The Corporation shall have as members each person who, during a membership year, makes a financial contribution to the Corporation in an amount equal to or greater than the membership dues for that membership year. Each person who is a member in good standing shall have one vote in all elections and votes taken of the membership during the membership year. The property of members, officers, directors, and members of the Board shall not be liable for debts of the Corporation.

FIFTH: The Corporation shall have such classes of members as the Bylaws of the Corporation ("the Bylaws") prescribe. Subject to the provisions of these Articles of Incorporation, any other conditions, terms, privileges, rights and duties of membership shall be as provided for in the Bylaws.

SIXTH: The election and appointment of members of the Board of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. The affairs of the Corporation shall be managed by such Board of Directors, hereinafter referred to as "the Board". The number of members of the Board shall be fixed by the Bylaws, but in no event shall be less than three. The

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Board may designate and appoint in the manner and for the term provided for in the Bylaws an Executive Committee, consisting of three or more members of the Corporation, which may have and exercise the authority of the Board in the management of the Corporation.

SEVENTH: The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except any provisions set forth in these Articles of Incorporation. The Bylaws of the Corporation shall be adopted by the initial Board of Directors named herein, and such Bylaws shall be amended hereafter according to their own provision for such amendment.

EIGHTH: The Corporation shall have and exercise all powers and rights conferred upon nonprofit corporations by the District of Columbia Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the District of Columbia which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article Third.

No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

NINTH: Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TENTH: The address, including street number and zip code, of the initial registered agent is: 1660 Lanier Place, Apt. 202, Washington, DC 20009.

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The name of the initial registered agent at this address is Patricia McGowan, a resident of the District of Columbia.

ELEVENTH: The number of persons constituting the initial Board shall be five, and the names and addresses of the persons who are to serve as the initial members of the Board until the first annual election of the Board of Directors are:

Annella Auer	204 Spring Ave, Takoma Park, MD 20912
Brenda Brown	6037 Bonnie Bern Court, Burke, VA 22015
Maurice Clifton	3200 Summerset Way, Boise, ID 83709
Tim Kasten	1218 N. Troy St. #313, Arlington, VA 23301
Patricia McGowan	1660 Lanier Place, Apt. 202, Washington, DC 20009

TWELTH: The names and addresses, including street number and zip code, of the (three or more) original incorporators of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Brenda Brown	6037 Bonnie Bern Court, Burke, VA 22015
Maurice Clifton	3200 Summerset Way, Boise, ID 83709
Patricia McGowan	1660 Lanier Place, Apt. 202, Washington, DC 20009

IN WITNESS WHEREOF, we initial incorporators have signed these Articles of Incorporation on this 1 day of June, 1989.

Brenda Brown
Maurice Clifton
Patricia McGowan

District of Columbia

Date:

I, FRANCES C BLEVINS, a notary public, hereby certify that on the 1st day of June, 1989, Brenda Brown, Maurice Clifton, and Patricia McGowan signed the foregoing document as incorporators and averred that the statements therein contained are true.

Notary public: Frances C Blevins

My Commission Expires February 28, 1993