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

CERTIFICATE

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 PARAGUAY

as of MAY 12TH , 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
FRIENDS OF PARAGUAY

FILED
MAY 12 1988
BY:

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

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of Friends of Paraguay, 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 Paraguay (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 cultural purposes, including 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 cultural purposes include the following activities:

Promoting and conducting charitable, cultural, educational, and social exchange and interaction between Paraguay and the United States, for the purpose of promoting cooperation, understanding and goodwill between Paraguay and 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 natural 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 as 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 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 distributable 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) in 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 the 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 of 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 said purposes.

TENTH: The address, including streetnumber and zip code, of the initial registered agent is:
1770 1/2 Kilbourne Place NW Washington, D.C. 20010

The name of the initial registered agent at this address is: Mary Hogan

ELEVENTH: The number of persons constituting the initial board shall be 5, 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:

Kate Raftery	4708 S. 30th St. Arlington, Va. 22206
Mark Hathaway	4901 Bayard Blvd. Bethesda, Md. 20816
James Feaster	525 N. Ivy St. Arlington, Va. 22201
Janice Offenhauser-Davis	5568 Hollins Lane, Burke Va. 22015
Michael Stanton	125 S. Garfield St. Arlington, Va.22204

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

Mary Hogan	1770 1/2 Kilbourne Pl. NW Wash.,D.C. 20010
Kate Raftery	4901 S. 30th St. Arlington, Va. 22206
Mark Hathaway	4901 Bayard Blvd. Bethesda, Ms. 20816
Michael Stanton	125 S. Garfield St. Arlington, Va. 22204

Kate Raftery (INCORPORATOR)

Mary F. Hogan (INCORPORATOR)

Mark Hathaway (INCORPORATOR)

Michael Stanton (INCORPORATOR)

IN WITNESS WHEREOF, we initial incorporators have signed these Articles of Incorporation on this 4th day of May 1988.

District of Columbia

Date: I, Arthur J. Pachalski, a notary public, hereby affirm that on the 4 day of May, 1988, these Articles of Incorporation for the Friends of Paraguay were duly signed before me.

ARTHUR J. PACHOLSKI
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires September 14, 1992