

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



C E R T I F I C A T E

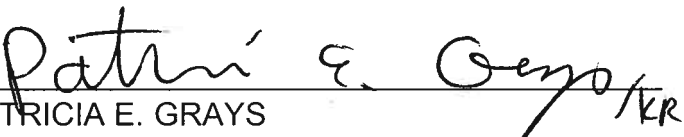
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

OPEN FORUM FOUNDATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **17th** day of **October, 2008**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF INCORPORATION

OF

Open Forum Foundation

Department of Consumer and Regulatory Affairs
Washington, D.C.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators, adopt the following Articles of Incorporation pursuant to the District of Columbia Nonprofit Corporation Act:

- FIRST: The name of the Corporation is Open Forum Foundation.
- SECOND: The period of duration is perpetual.
- THIRD: The Corporation shall have no members.
- FOURTH: The Corporation is organized and will be operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, including:
- (1) free and open communication between organizations, individuals, and decision-makers;
 - (2) fora between the same to develop practical solutions to real-world issues; and
 - (3) fora for the exchange of ideas to improve government and public communications.

In pursuance of these purposes the Corporation shall have the powers to do all things necessary, proper and consistent with obtaining and maintaining its tax-exempt status under section 501(c)(3). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to corresponding sections of subsequent internal revenue laws.

- FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the corporation shall be limited to reasonable amounts.



SIXTH: No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3), and the Corporation shall not 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.

Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, the Corporation shall not take any action not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) or by any other laws then applicable to the Corporation.

SEVENTH: Upon dissolution of the Corporation, its assets shall be disposed of exclusively for one or more exempt purposes within the meaning of section 501(c)(3), or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3), or to the Federal government or to a state or local government, for a public purpose.

EIGHTH: The registered agent is Wayne Moses Burke, and the address, including street and number, of its initial registered office is 1730 V Street NW #1, Washington, DC 20009.

NINTH: The internal affairs of the Corporation shall be regulated by its Board of Directors as described in the Bylaws. The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws. The number of directors constituting the initial Board of Directors is five (5), and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

1. Patrick Benz
22 River Terrace, Apt. 1B
New York, NY 10282
2. Kristen Guskovict
902 S. Charles Street
Baltimore, MD 21230
3. Carolyn Kissane
37 West 72nd Street, Apt. 5C
New York, NY 10023



4. Shadee Malaklou
2000 15th Street NW, Apt. 2
Washington, DC 20009
5. Ellen Williams
5233 Chicora Ct.
Jacksonville, FL 32258

TENTH: The names and addresses, including street and number, of the incorporators are:

1. Christine Tschiderer
1726 M Street NW, Suite 600
Washington, DC 20036
2. Rebecca Gaiser
1726 M Street NW, Suite 600
Washington, DC 20036
3. Erin DeSeure
1726 M Street NW, Suite 600
Washington, DC 20036


Christine Tschiderer

Date: 10/17/2008


Rebecca Gaiser

Date: 10/17/2008


Erin DeSeure

Date: 10/17/08

I, Barbara Delatos, a Notary Public, hereby certify that on the 17th day of October 2008, Christine Tschiderer, Rebecca Gaiser, and Erin DeSeure appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.


Notary Public

My Commission Expires April 30, 2010

