

ARTICLES OF INCORPORATION
OF
THE PHILIP STODDARD AND ADELE SMITH
BROWN FOUNDATION

FILED
SEP 15 1989
BY: *pmly*

To: 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 of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act:

I. NAME

The name of the corporation is The Philip Stoddard and Adele Smith Brown Foundation (the "Corporation").

II. DURATION

The duration of the Corporation shall be perpetual.

III. PURPOSES

A. The Corporation is organized and will operate exclusively for charitable purposes. In furtherance of these purposes, the corporation shall have all powers granted to a corporation under the District of Columbia Nonprofit Corporation

Act and the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under section 501(c)(3). All references to sections in the articles refer to the Internal Revenue Code of 1986, as amended, or to comparable or corresponding provisions of subsequent United States Internal Revenue laws.

B. 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. No part of the activities of the Corporation shall consist of attempts to influence legislation. 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.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3), or (b) by a corporation, contributions to which are deductible under section 170(c)(2).

D. For any period for which the Corporation may be a private foundation as defined by section 509(a), the Corporation shall be subject to the following restrictions and prohibitions:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942.

2. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d).

3. The Corporation shall not retain any excess business holdings as defined in section 4943(c).

4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944.

5. The Corporation shall not make any taxable expenditures as defined in section 4945(d).

IV. MEMBERS

The Corporation shall have no members.

V. BOARD OF DIRECTORS

The manner of election of appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

VI. REGULATION OF INTERNAL AFFAIRS

A. The affairs of the Corporation shall be managed by the Board of Directors.

B. The initial Bylaws shall be adopted by the Board of Directors, which may alter, amend or repeal the Bylaws or adopt new Bylaws.

B1
LAWB

C. In the event of the dissolution or final liquidation of the Corporation:

1. None of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, provided that (a) transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever named called); (b) such organizations shall be exempt from federal income taxes by reason of section 501(c)(3); and (c) contributions to such organization shall be deductible by reason of section 170.

VII. REGISTERED OFFICE AND REGISTERED AGENT

A. The address of the Corporation's initial registered office is: 550 N Street, S.W., Apt. S-402, Washington, D.C. 20024.

B. The Corporation's initial registered agent at such address is: Philip Stoddard Brown.

VIII. DIRECTORS

A. The number of Directors constituting the initial Board of Directors is five. The number of Directors may be increased or decreased from time to time by the Board of Directors, but shall in no event be less than three.

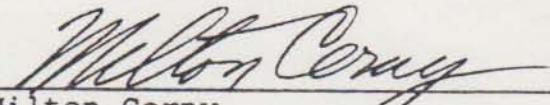
<u>NAME</u>	<u>ADDRESS</u>
Adele Smith Brown	550 N Street, S.W., Apt. S-402 Washington, D.C. 20024
Carin Courtney Brown	550 N Street, S.W., Apt. S-402 Washington, D.C. 20024
Rexford Brown	550 N Street, S.W., Apt. S-402 Washington, D.C. 20024
Philip Stoddard Brown	550 N Street, S.W., Apt. S-402 Washington, D.C. 20024
Timothy Brown	550 N Street, S.W., Apt. S-402 Washington, D.C. 20024

IX. INCORPORATORS

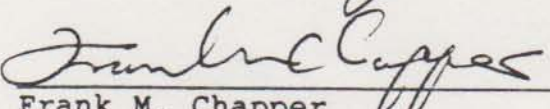
The names and addresses of persons who are the incorporators of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Milton Cerny	One Thomas Circle, N.W. Washington, D.C. 20005
Frank M. Chapper	One Thomas Circle, N.W. Washington, D.C. 20005
Eileen M. Mallon	One Thomas Circle, N.W. Washington, D.C. 20005

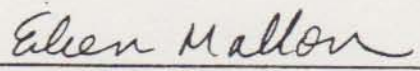
IN WITNESS WHEREOF, we subscribe and acknowledge these Articles of Incorporation this 15th day of September 1989.



Milton Cerny



Frank M. Chapper



Eileen M. Mallon

CITY OF WASHINGTON

DISTRICT OF COLUMBIA

)
)
)
)

ss.:

I, Kristina Clausdorff, a Notary Public in and for the District of Columbia, do hereby certify that Milton Cerny, Frank M. Chapper and Eileen M. Mallon, whose names are signed to the foregoing Articles of Incorporation of The Philip Stoddard and Adele Smith Brown Foundation, bearing the date of the 15th day of September 1989, personally appeared before me in said District, the said persons being personally well known to me as the persons who executed the said Articles of Incorporation, and each acknowledged the same to be his or her act and deed.

GIVEN under my hand and seal this 15th day of September 1989.

Kristina Clausdorff
Notary Public, D.C.

My commission expires: 1/14/92