

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

*ASSOCIATION OF RETIREES OF THE
INTER-AMERICAN DEVELOPMENT BANK AND
AFFILIATED ENTITY*

as of *NOVEMBER 21ST, 1994.*

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration

Desiree M. Jones
Desiree M. Jones

Act. Asst. Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
of the
Association of Retirees of the Inter-American Development Bank and Affiliated Entity

TO: Department of Consumer and Regulatory Affairs, Business Regulation
Administration, Corporations Division, 614 H Street, N.W., Washington, D.C.
20001

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is ASSOCIATION OF RETIREES OF THE INTER-AMERICAN DEVELOPMENT BANK AND AFFILIATED ENTITY.

SECOND: The period of duration is perpetual.

THIRD: The purposes of the Association, a non-profit society, are:

- A. To speak on behalf of its members regarding their rights and interests before the Inter-American Development Bank and Affiliated Entity (hereinafter jointly denominated the "Bank") and before other organizations and institutions as appropriate.
- B. To provide for its membership a link with fellow members throughout the world.
- C. To take any necessary and proper action for the accomplishment of any purposes set forth in the statement of principles adopted by the Board of Directors of the Association.
- D. The Association is organized and operated exclusively for the above stated purposes, and for other non-profit purposes, and no part of any funds of the Association shall accrue to the benefit of any officer, Board Member or private member.

In furtherance of the objectives described above, but not limited to these, the Association shall have the power to:

- E. Represent the membership before the administration of the Bank on all matters affecting retirees.

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- F. Represent the membership in respect to the administration, policies, procedures and investments of the Bank Staff Retirement Plan.
- G. Represent the membership on matters affecting the administration, policies and procedures of the Medical and Life Insurance Programs and other benefit programs of the Bank.
- H. Publish an Association newsletter containing information of interest to retirees.
- I. Conduct seminars to inform members about developments in the field of interest to retirees.
- J. Organize luncheons and other social activities to enhance members fellowship.
- K. Hold such property as is necessary to accomplish its purposes.

FOURTH: Membership in the Association shall be open to all persons twenty-one years or more of age, who are recipients of pension payments or have a deferred pension under the Bank Staff Retirement Plan.

FIFTH: Membership in the Association shall be effected by notifying the Secretary of the Association and, if the Board of Directors so determines, paying dues at the rate and in the manner established by the Board.

Each member shall be entitled to one vote in the affairs of the Association. Voting may be in person, by mail or by proxy.

SIXTH: OFFICERS:

(a) General. The Officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and a Corresponding Secretary, all of whom shall be elected by the members of the Association.

(b) Terms of Office. Officers shall hold office for a period of two years, or until their successors are elected.

THE BOARD OF DIRECTORS:

(a) Number, Residency and Responsibility. The Association shall be administered by a Board of Directors chosen from among the membership of the Association. Six of said Directors shall be residents of the headquarters' metropolitan area and two Directors shall reside outside this area. The Board of Directors shall have basic responsibility for the affairs of the Society and shall formulate and set policies.

(b) Terms. At the First Annual Meeting the six Directors to be elected under the preceding paragraph shall be chosen to serve the following terms: three (3) Directors for a term of one (1) year and three (3) Directors for a term of two (2) years. Thereafter, the Directors shall be elected as terms expire, and the term of each Director shall be for two (2) years, provided that one of the two Directors to be elected shall be added to the first group of Directors and the other to the second, the allocation to be determined by lot after their election.

SEVENTH: (a) General Provisions: No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles the Association shall not carry on any activities not permitted by an Association exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

(b) The By-Laws may be amended or repealed, in whole or in part, in the manner provided therein. The By-Laws shall be binding on all members.

(c) These articles may be amended or repealed, via two mechanisms.

Articles that are verbatim extracts from the By-Laws may be amended or repealed in whole or in part by modifications to the By-Laws approved by the members.

Other Articles may be amended or repealed in whole or in part by a majority approval of the Board of Directors.

(d) In the event of dissolution or winding down the affairs of the Corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to the AMERICAN NATIONAL RED CROSS, NATIONAL CAPITAL CHAPTER.

EIGHTH: The address of the initial registered office is 3323 Nebraska Avenue, N.W., Washington, D.C. 20016 and the name of the initial registered agent at such address is Thomas B. Carson.

NINTH: The number of directors constituting the initial board of directors is four and the names and addresses, including street and number and zip code, 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:

NAME ADDRESSES

Norman M. Jones 8310 Bryant Drive Bethesda, MD 20817

Norman M. Jones

Maurice A. Thomae 6504 Rivington Road Springfield, VA 22152

M. Thomae

Carlos M. Hirsch 4808 Moorland Lane #610 Bethesda, MD 20814

Carlos M. Hirsch

Roberto López Porras 246 Commons Drive, N.W. Vienna, VA 22180

Roberto López Porras

TENTH: The name and address, including street number and zip code, of each incorporator are:

NAME ADDRESSES

Norman M. Jones 8310 Bryant Drive Bethesda, MD 20817

Norman M. Jones

Maurice A. Thomae 6504 Rivington Road Springfield, VA 22152

M. Thomae

Roberto López Porras 246 Commons Drive, N.W. Vienna, VA 22180

Roberto López Porras

DATE:

I, Eva Kaibni, a Notary Public, hereby certify that on the 4th day of October, 1994 Norman M. Jones, Maurice A. Thomae and Roberto López Porras appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Eva Kaibni July 14, 99