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**Approved:** January 21st, 2015  
**Original:** Spanish

AMENDMENT AND RESTATEMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF RETIREES OF THE INTER-AMERICAN DEVELOPMENT BANK  
AND AFFILIATED ENTITIES

The undersigned, the President of Association of Retirees of the Inter-American Development Bank and Affiliated Entities (the “Corporation”), a District of Columbia nonprofit corporation incorporated pursuant to the District of Columbia Nonprofit Corporation Act, does hereby certify as follows:

1. The name of the Corporation is Association of Retirees of the Inter-American Development Bank and Affiliated Entities.
2. The following amendment to the Articles of Incorporation of the Corporation, as amended to date (the “Original Charter”), which amends, restates and supersedes the Original Charter in its entirety, was duly adopted by the Board of Directors of the Corporation, at a meeting of the Board held on January 21, 2015, at which a quorum was present, in accordance with the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code, Title 29, Chapter 4, including any new amendments included in the restated articles, which meet all requirements of sections 29-408.03 and 29-408.04 of the D.C. Code, and received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at a meeting of the members, at which a quorum was present:

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ASSOCIATION OF RETIREES OF THE**  
**INTER-AMERICAN DEVELOPMENT BANK**

FIRST: The name of the corporation is Association of Retirees of the Inter-American Development Bank (the “Corporation”).

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

THIRD: The Corporation is a nonprofit corporation incorporated under the District of Columbia Nonprofit Corporation Act of 2010, Title 29, Chapter 4, of the District of Columbia Code.

A. The purposes for which the Corporation is organized are as follows:

- (a) to provide for its membership a link among fellow members throughout the world;
- (b) to organize social, fraternal, educational, humanitarian and other activities that further the physical, economic, cultural, moral and intellectual wellbeing of its members and are deemed desirable and approved by the Board of Directors;
- (c) to monitor Bank activities and policies in order to promote the rights and interests of the members of the Association and other retirees of the Bank Group as a whole; and
- (d) doing all things necessary or proper, including exercising any powers conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act of 2010, to achieve any of the foregoing.

FOURTH: The Corporation shall have members of such classes, and with such obligations and rights, including voting rights, as may be provided in the Bylaws.

FIFTH: The Board of Directors shall be elected in the manner provided in the Bylaws.

SIXTH: Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

SEVENTH: The private property of the officers and directors of the Corporation shall not be subject to payment of debts of the Corporation to any extent whatever.

EIGHTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

- A. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under section 501(c)(5) of the Internal Revenue Code of 1986 and its regulations, as amended.
- B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia or any other jurisdiction where any of its activities are carried on.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- D. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

NINTH: Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, the American Red Cross in the National Capital Region.

**IN WITNESS WHEREOF**, the undersigned, the President of the Corporation, has executed this Amendment and Restatement to the Articles of Incorporation of the Corporation this 27th day of April, 2015.

By: *Juan Manuel Fariña*

[Juan Manuel Fariña]  
President

Attest: *Alfredo Garcia*

[Alfredo Garcia]  
Secretary