

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



263026

CERTIFICATE

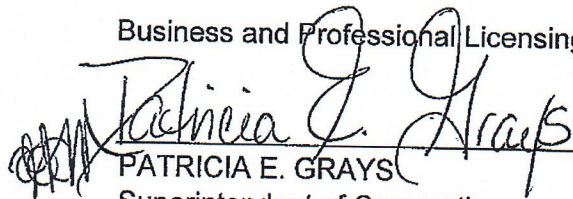
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

THE QATAR FOUNDATION, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **10th** day of **October, 2006**.

PATRICK J. CANAVAN, PSY. D.
DIRECTOR

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF INCORPORATION

OF

THE QATAR FOUNDATION, INC.

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

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation to be found adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act (Title 29, Chapter 3, D.C. Code, 2001 Ed.):

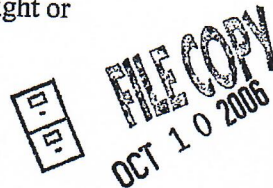
FIRST: The name of the Corporation is THE QATAR FOUNDATION, INC. (hereinafter referred to as the "Corporation").

SECOND: The duration of the Corporation is perpetual.

THIRD: The Corporation shall not be a membership organization.

FOURTH: The Corporation is organized exclusively for charitable, scientific and educational purposes including, but not limited to, the following specific purposes and objectives:

- (1) To assist charitable institutions whether they are supported by private donations or public taxation;
- (2) To assist educational institutions not operated for profit, whether they are supported by private donations or public taxation;
- (3) To award scholarships and research grants on a non-discriminatory basis;
- (4) To promote scientific or medical research for purposes of alleviating or preventing human suffering or illness;
- (5) To care for needy, crippled or orphaned children;
- (6) To care for needy persons who are sick, aged or helpless;
- (7) To do any other act or thing as fully as natural persons might or would do which may be necessary, suitable, or proper in



furtherance of the charitable, educational and scientific activity described above;

- (8) To acquire, receive, maintain and hold contributions, gifts, grants, devises, bequests, endowments, funds, and other property, both real and personal, of whatever kind, nature and description and wherever located, and administer, use and apply the same including principal and income thereof for the purposes and objectives set forth herein;
- (9) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;
- (10) To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privilege of the Corporation wherever situated, whether now owned or hereafter acquired.
- (11) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in the bequests, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Service Code of 1954, as amended;
- (12) Subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or as may be necessary, incidental or conducive to the attainment of the purposes of the Corporation.

FIFTH: No part of the net income of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions and furtherance of the purposes and objects set forth in Article Four hereof. No 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 any political campaign on behalf of any candidate for public office.

SIXTH: The business of the foundation shall be carried on through its Board of Directors. The procedure for the election or appointment of the Board of Directors, other than the Board of Directors provided for herein, shall be as provided in the By-laws.

SEVENTH: The private property of the incorporators, directors and officers shall not be subject to the payment of the Corporation's debts to any extent whatsoever. In furtherance and not in limitation of the powers conferred by statute, the Corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors within or without the District of Columbia.

EIGHTH: Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

NINTH: Upon the dissolution of the Corporation or the discontinuance of its affairs, the assets of the Corporation shall be distributed exclusively for charitable, scientific, or educational purposes to organizations which are then exempt under federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to which contributions are then deductible under Section 170(c)(2) of such Code.

TENTH: The address, including street and number of the Corporation's initial registered office is 1120 20th Street, N.W., Suite 300 South, Washington, D.C. 20036 and the name of its initial registered agent at such address is J & C Agency Services, Inc.

ELEVENTH: The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this Corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which this Corporation is formed, and all rights herein conferred and granted shall be subject to this reservation.

TWELFTH: The number of directors constituting the initial Board of Directors shall be three (3), but the number of directors may be increased in the manner set forth in the Bylaws. The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

S. Rob Sobhani
10908 Wickshire Way
Rockville, MD 20852

James R. Michal
1120 20th Street, N.W.
Suite 300 South
Washington, D.C. 20036

Abdelmoneim Abdalla El-Mekki
P.O. Box 5825
Doha, Qatar

THIRTEENTH: The names and addresses of each incorporator herein are:

S. Rob Sobhani
10908 Wickshire Way
Rockville, MD 20852

James R. Michal
1120 20th Street, N.W.
Suite 300
South Tower
Washington, D.C. 20036

John J. Matteo
1120 20th Street, N.W.
Suite 300
South Tower
Washington, D.C. 20036

IN WITNESS WHEREOF, we have hereunto subscribed our names as
incorporators of this Corporation, this 3rd day of October, 2006.

S. Rob Sobhani
S. Rob Sobhani

James R. Michal
James R. Michal

John J. Matteo
John J. Matteo

Subscribed and sworn to before me this 3rd day of October, 2006.

Deborah A. Stewart
Notary Public

DEBORAH A. STEWART
Notary Public District of Columbia
My Commission Expires September 30, 2010