



STATE CORPORATION COMMISSION

Richmond, March 27, 1992

This is to Certify that the certificate of incorporation of
THE FONDO QUISQUEYA FOUNDATION

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to the
corporation and its business. Effective date: March 27, 1992*



State Corporation Commission

William J. Bridg

Clerk of the Commission

ARTICLES OF INCORPORATION
OF
THE FONDO QUISQUEYA FOUNDATION

This is to certify that we, the undersigned, all being of full legal age and a majority of whom are citizens of the United States, do hereby associate ourselves for the purpose of forming a nonprofit corporation under the provisions of the laws of the State of Virginia, and do hereby certify:

Article I - Name

(a) The name of the Corporation is THE FONDO QUISQUEYA FOUNDATION.

(b) The existence of the Corporation shall be perpetual.

(c) The place in this State where the principal office of the Corporation is to be located is in the City of Alexandria, Virginia.

Article II - Purposes

The purposes for which the Corporation is formed are charitable, and the business and objects to be carried on and promoted by it are as follows:

(a) To provide for low income Dominicans in the Dominican Republic, grants for educational and training purposes designed to assist them in bettering their lives and designed to help them attain personal development, skills, and advancement.

(b) To solicit and provide funds, services, or contributions in-kind for all the above-mentioned purposes.

(c) The Corporation is irrevocably dedicated to, and operated exclusively for, the charitable nonprofit purposes set forth in Article II(a) and (b) hereof; and no part of the income, assets, or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax core, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III - Powers

The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes and to conduct any and all of the activities for which it is organized.

Article IV - Membership

The Corporation shall have no capital stock and no stockholders. The Corporation is to have members as provided in the Bylaws. The Bylaws will cover issues related to membership qualifications, classes of members, their voting rights, and other privileges.

Article V - Board of Directors

The number of Directors of the Corporation shall be between five and twenty-five. The initial Directors shall be as provided for in Article XII, hereof. Future Directors shall be elected by the members, as provided in the Bylaws.

Article VI - Bylaws

Bylaws of the Corporation may be adopted by the Directors at any regular meeting or at any special meeting called for that purpose with at least three weeks' advance notice to the Directors, so long as the Bylaws are not inconsistent with the provisions of these Articles. Bylaws may also be adopted at the annual meeting of the Corporation.

Article VII - Annual Meeting

The annual meeting of the Corporation shall be held in accordance with the Corporation's Bylaws.

Article VIII - Prohibited Activities

In addition to the prohibited activities described in Article II(c), above, if and so long as the corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws:

(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 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the

Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article IX - Dissolution

The remaining assets of the corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows:

All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or provision be made therefor; any assets held on condition they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description whatsoever, shall be distributed either to one or more corporations, funds or foundations, qualified for exemption from tax as an exclusively charitable or educational corporation, fund or foundation or for other purposes which qualify for exemption from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code.

Article X - Amendments

These Articles may be amended in accordance with the Corporation's Bylaws.

Article XI - Registered Office and Agent

The address of the initial Registered Office of the Corporation is 1911 Windsor Road, Alexandria, Virginia 22307, located in the County of Fairfax, Virginia. The name of the initial Registered Agent at such address is Minor W. Anderson, who is a resident of Virginia and a Director of the Corporation.

Article XII - Initial Directors and Incorporators

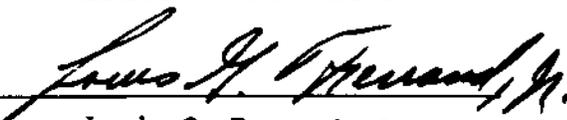
The number of directors constituting the initial Board of Directors is five. These persons shall serve as directors until the first annual meeting or until their successors are elected and qualified. These persons are also the incorporators of this Corporation. Their names and post office addresses are:

1. Minor W. Anderson, 1911 Windsor Road, Alexandria, Virginia 22307
2. Louis G. Ferrand, Jr., 414 Rucker Place, Alexandria, Va. 22301
3. Lynda Edwards, 629 S. Fairfax Street, Alexandria, Va. 22314
4. Thomas W. Gittins, 6834 Woodland Drive, Falls Church, Va. 22046
5. Roberta J. Warren, 1714 U Street, N.W., Washington, D. C. 20009

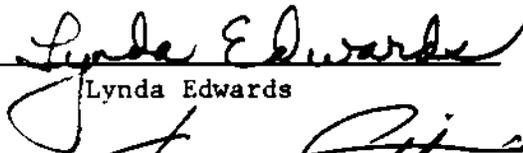
GIVEN UNDER OUR HANDS AND SEALS THIS 1st DAY OF February, 1992.



Minor W. Anderson



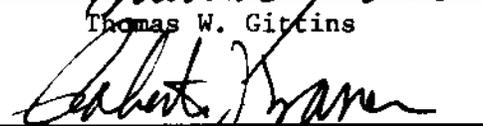
Louis G. Ferrand, Jr.



Lynda Edwards



Thomas W. Gittins



Roberta J. Warren