

ARTICLES OF INCORPORATION  
OF  
TURKMENISTAN YOUTH AND CIVIC VALUES FOUNDATION  
Amended February 13, 2006

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, 2001 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Turkmenistan Youth and Civic Values Foundation.

SECOND: The period of duration is perpetual.

THIRD: The organization is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purposes are to develop and encourage civic values, international experience, and community engagement in the peoples of Turkmenistan.

FOURTH: The Corporation shall issue no capital stock.

FIFTH: The Corporation shall have no members.

SIXTH: Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the size and manner of election or appointment of the Corporation's Board of Directors shall be as provided in the Bylaws.

SEVENTH: The provisions for the regulation of the internal affairs of the Corporation, including provision for the distribution of assets on dissolution or final liquidation, shall be set forth in the Bylaws.

EIGHTH: At all times, and notwithstanding any change in name or any event of merger, consolidation, reorganization or dissolution:

- A. The Corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.
- C. No compensation or other payment shall be paid or made to any officer, director, advisor, or incorporator of the Corporation, or any substantial contributor to the Corporation, except as reasonable compensation for services rendered and/or as a

reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

- D. No part of the assets or current or accumulated net earnings of the Corporation shall be distributed to or divided among its officers, directors, advisors, or other private persons, or shall inure to, be used for or accrue to or for benefit of any such individual.

NINTH: Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to , and only to, one or more organizations as determined by the Board of Directors, provided that such organizations are qualified for exemption from federal income taxation under Section 501(c)(3) of the Code and organized and operated exclusively for charitable or educational reasons.

TENTH: The initial registered agent is Kenyon S. Weaver and the corporation's initial address is:

Kenyon S. Weaver  
120 F Street NW #259  
Washington, D.C. 20001

ELEVENTH: There are three directors of the Board who will serve until their successors are elected. The names and addresses of those directors are as follows:

Kenyon S. Weaver  
120 F Street NW #259  
Washington, D.C. 20001

Elizabeth Morgan  
100 West Windsor Ave.  
Alexandria, VA 22301

David Kirkland  
6552 Cypress Point Road  
Alexandria, VA 22312

TWELFTH: The names and addresses of the incorporators are as follows:

Kenyon S. Weaver  
120 F Street NW #259  
Washington, D.C. 20001

Elizabeth Morgan

100 West Windsor Ave.  
Alexandria, VA 22301

David Kirkland  
6552 Cypress Point Road  
Alexandria, VA 22312