



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:

CAMPAIGN TO DEFEND AMERICA, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **19th** day of **March, 2007**.



LISA M. MORGAN
Interim Director

Business and Professional Licensing Administration

A handwritten signature in cursive script, reading "Patricia E. Grays", written over a horizontal line.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF INCORPORATION
OF
CAMPAIGN TO DEFEND AMERICA, INC.

TO: Department of Consumer & Regulatory Affairs
Business and Professional Licensing Administration
Corporations Division
P.O. Box 92300
Washington, D.C. 20090

We the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, under the District of Columbia Nonprofit Corporation Act, (D.C. Code, 2001 Edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Campaign to Defend America, Inc.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

The corporation is organized exclusively for promotion of the social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("the Code"). The purposes for which the corporation is organized are to educate and inform the American public about the war in Iraq and U.S. policy with respect to the war; to organize and mobilize U.S. public opinion in opposition to the escalation of U.S. military operations in Iraq and in favor of de-escalation; to advocate for laws and policies in opposition to such escalation and in support of de-escalation; and for related purposes.

In furtherance thereof, the corporation may receive property by gift, bequest or devise, invest and reinvest the same, and apply the income and principal thereof, as the board of directors may from time to time determine, and engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act.

In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in section 29-301.05 of the District of Columbia Nonprofit Corporation Act as now in effect or as may hereafter

FILE COPY
MAR 19 2007

be amended, together with the power to solicit grants and contributions for such purposes.

- FOURTH: The corporation shall have no members.
- FIFTH: There shall be at least three directors who shall be elected or appointed as provided by the bylaws of the corporation.
- SIXTH: Provisions for the regulation of internal affairs of the corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:
- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.
 - B. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(4) of the Code, or cause it to lose such exempt status.
 - C. Upon dissolution of the corporation, the board of directors, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets exclusively for the purposes of the corporation and in such manner, or to such organization or organizations, as shall be deemed to qualify as devoted to the social welfare purpose of the corporation. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.
- SEVENTH: The address, including street and number, of the initial registered office is 1015 15th Street, N.W., Suite 1000, Washington, D.C. 20005 and the name of the registered agent at such address is CT Corporation System.
- EIGHTH: The number of directors constituting the initial board of directors is three and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

NameAddress

Wesley Boyd

~~Tom Matzie~~ Tom Matzie

Jeffrey Blum

NINTH: The name and address, including street and number, of each incorporator are as follows:

NameAddress~~Tom Matzie~~ Tom Matzie

Washington, D.C.

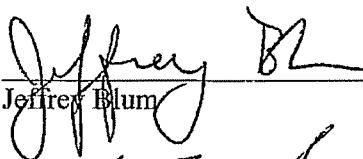
Jeffrey Blum

Washington, D.C.

Joseph E. Sandler

Washington, D.C.


~~Tom Matzie~~ Tom Matzie


~~Jeffrey Blum~~

~~Joseph E. Sandler~~

Washington) ss:
District of Columbia)

I, Janice Thomas, a Notary Public in and for the District of Columbia, hereby certify that on the 16 day of March, 2007, Tom Mattzie appeared before me and signed the foregoing document as an incorporator, and averred that the statements therein contained are true.

(Notary Seal)

Janice Thomas
Notary Public

JANICE THOMAS
Notary Public District of Columbia
My Commission Expires October 31, 2011

Washington) ss:
District of Columbia)

I, Janice Thomas, a Notary Public in and for the District of Columbia, hereby certify that on the 16 day of March, 2007, Jeffrey Blum appeared before me and signed the foregoing document as an incorporator, and averred that the statements therein contained are true.

(Notary Seal)

Janice Thomas
Notary Public

JANICE THOMAS
Notary Public District of Columbia
My Commission Expires October 31, 2011

Washington) ss:
District of Columbia)

I, William Simms, a Notary Public in and for the District of Columbia, hereby certify that on the 14 day of March, 2007, Joseph E. Sandler appeared before me and signed the foregoing document as an incorporator, and averred that the statements therein contained are true.

(Notary Seal)

William Simms
Notary Public

My Commission Expires July 31, 2007