

ARTICLES OF INCORPORATION (PARTIAL)
OF
NATIONAL YOUTH RIGHTS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

The undersigned incorporators, in order to form a non-profit corporation under the laws of the state of Maryland, adopt the following Articles of Incorporation:

ONE: The name of this corporation is National Youth Rights Association Inc.

TWO: The principal office of the corporation is:

X XXXXXX XXXXX

XXXXXXXXXX, XX XXXXX-XXXX.

THREE: The specific purposes for which this corporation is organized is to promote awareness of the legal and human rights of young people in the United States by means including but not limited to publications, reports, discussion and outreach.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOUR: The number of initial directors of this corporations is five. Their names and address are as follows:

Bennett Haselton
XXX XXXX XXXXXXXX X
XXXXXXXXXXXX XXXXXXXXXXXX
XXXXXXXXXX, XX XXXXX

Avi Hein
X XXXXXX XXXXX
XXXXXXXXXX, XX XXXXX-XXXX

Matthew N. Herman
XXXX XXXXX XXXXX XXXXX
XXXXXXXXXX, XX XXXXX

G. Justin Mallone
XXX XXXXXX XXXXXXX
XXXXXXXXXX, XX XXXXX

Matthew A. Walcoff
XXXX XXXXXXXXXXX XXXX
XXXXXX, XX XXXXX

FIVE: The names and addresses of the incorporators of this corporation (are):

Matthew N. Herman
XXXX XXXXX XXXXX XXXXX
XXXXXXXX, XX XXXXX

Matthew A. Walcoff
XXXX XXXXXXXX XXXX
XXXXXX, XX XXXXX

The incorporators are at least 18 years of age.

SIX: The period of duration of this corporation is perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

EIGHT: Any additional provisions for the operation of the corporation are as follows:

The corporation is not authorized to issue capital stock.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this

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.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated June 17, 1998;

Matthew N. Herman, Incorporator

Matthew A. Walcoff, Incorporator