

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



**C E R T I F I C A T E**

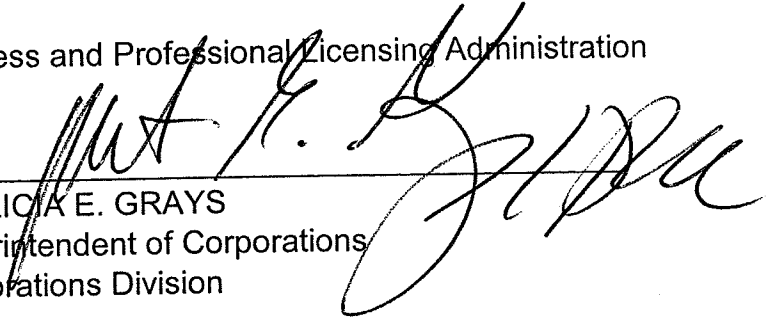
**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

**COALITION OF LIFELONG LEARNING ORGANIZATIONS**

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of the **23rd** day of **July, 2009**.

LINDA K. ARGO  
Director

Business and Professional Licensing Administration

  
\_\_\_\_\_  
PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Adrian M. Fenty  
Mayor

**ARTICLES OF INCORPORATION  
OF  
COALITION OF LIFELONG LEARNING ORGANIZATIONS**

TO: Department of Consumer and Regulatory Affairs  
Business Regulation Administration  
Corporations Division  
PO Box 92300  
Washington, DC 20090

We, the undersigned natural persons of the age of eighteen 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 (the "Articles"):

**FIRST:** The name of the corporation is the District of Columbia Coalition Of Lifelong Learning Organizations (hereinafter the "Coalition").

**SECOND:** The period of its duration is perpetual.

**THIRD:** The Coalition is organized and shall be operated exclusively as a nonstock charitable organization for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Internal Revenue Code") and specifically as follows:

- A. To develop, maintain and improve a balanced system of lifelong learning.
- B. To identify and focus on the resolution of major issues in lifelong learning education.
- C. To facilitate the exchange of information about resources, actions and plans of the member organizations of the Coalition.
- D. To facilitate the exchange of information among member organizations of the Coalition about various aspects of lifelong learning education, including programs, financial support, legislation, administration, professional development, publications, research, and staffing.
- E. To initiate, facilitate and promote joint planning or projects to serve the field of lifelong learning.

**FILE**

- F. To serve as a resource for information and to provide consultative services concerning lifelong learning education to government agencies and other organizations.
- G. To educate the public as to the importance, value and necessity of lifelong learning and to serve as an advocate where appropriate.
- H. To promote the action of government, foundations and agencies to achieve equal educational opportunity for all adults.
- I. To identify and encourage cooperation with other groups, agencies and organizations in the achievement of these overall purposes.
- J. To receive contributions and bequests of property, tangible and intangible, from any person, firm, foundation, trust, corporation or other entity and to own, hold, manage, invest, reinvest and use all such contributions and bequests in such manner and at such time as the Corporation may deem best to carry out its purposes.
- K. To acquire, own, hold, develop, manage, lease, invest and reinvest in real or personal property, tangible or intangible, and to borrow monies with respect to the acquisition and investment in any such property.
- L. To carry out any other purpose or to have and to exercise any and all powers conferred upon nonstock corporations by the District of Columbia Nonprofit Corporation Act, provided such purpose or power is consistent with the Corporation's status as a charitable and educational organization that is exempt under Section 501(c)(3) of the Internal Revenue Code.

**FOURTH:** The Coalition shall have no members.

**FIFTH:** The manner of election or appointment of Directors of the Coalition shall be as provided in the Bylaws of the Coalition. The number of members of the Board of Directors shall be as provided in the Bylaws, but in no event shall there be fewer than three (3) Directors.

**SIXTH:** The internal affairs of the Coalition shall be regulated by the Bylaws of the Corporation, and the Board of Directors shall supervise the management of the business and affairs of the Coalition in accordance with the Bylaws. The initial Bylaws shall be adopted by the initial Board of Directors hereinafter named. The power to amend or repeal the Bylaws shall be vested in the Board of Directors.

**SEVENTH:** At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Coalition, voluntary or involuntary or by operation of law, or any other provisions hereof:

- A. No part of the net earnings of the Coalition shall inure to the benefit of any director or officer of the Coalition, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Coalition, and no member, director or officer of the Coalition, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Coalition;
  
- B. During any period that the Coalition is deemed to be a private foundation as described in Section 509(a) of the Internal Revenue Code, the Coalition:
  - (1) 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;
  - (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 it 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.
  
- C. Notwithstanding any other provisions of these Articles, the Coalition 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 or by an organization, contributions to which are deductible under Section 170(c)(2) thereof; and
  
- D. Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Coalition shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Coalition shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**EIGHTH:** Upon dissolution of the Coalition, the Board of Directors shall:

- A. Pay or make provision for the payment of all of the Coalition's obligations and liabilities;

Philip A. Greasley, Ph.D

University of Kentucky  
529 Patterson Office Tower  
Lexington, Kentucky 40506-0027

**TWELFTH:** The names and addresses of the incorporators are:

Name

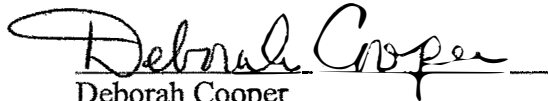
Address

Marjean Buckner, RN, Ed.D

Philip A. Greasley, Ph.D

Thomas Kowalik, Ed.D

**IN WITNESS WHEREOF**, the undersigned incorporators have signed these Articles of Incorporation this 23 day of July, 2009, and have acknowledged the same to be the act of such incorporators.

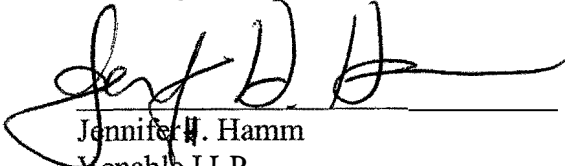


Deborah Cooper  
Venable LLP  
575 7<sup>th</sup> Street, NW  
Washington, D.C. 20004

District of Columbia: SS

Sworn to and subscribed before me on  
the 23<sup>rd</sup> day of July, 2009

He. Wade P. Kowalik  
Notary Public's Signature  
My Commission Expires 2014



Jennifer H. Hamm  
Venable LLP  
575 7<sup>th</sup> Street, NW  
Washington, D.C. 20004



Laura B. Springer  
Venable LLP  
575 7<sup>th</sup> Street, NW  
Washington, D.C. 20004

**Registered Agent Combined Form for Written Consent, Change Of Name / Address,  
 Resignation, or Blanket Change and Blanket Resignation**

If you sign anywhere on the Registered Agent Combined Form, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405; and the corporation's certificate of authority can be denied or revoked.

**RA-1. Registered Agent Written Consent**

Use this form to appoint a Registered Agent for an entity. Choose Option A or B, but not both. There is no filing fee for this form.

Under DC Official Code (DCOC) Titles 29 and 41, a Registered Agent (RA) must be:

1 - A bona fide resident of the District of Columbia (DC),

OR

2 - A for-profit corporation, authorized by articles of incorporation or certificate of authority to act as agent.

**Entities may not act as their own RAs.**

Limited Liability Companies (LLCs) and Limited Liability Partnerships (LLPs) and Limited Partnerships (LPs) may not act as RAs.

**Registered Agent Address may never be outside the District of Columbia. Address must be physical street address, never a PO Box.**

**A. By a District Of Columbia resident:** I, a bona fide District resident, consent to act as a RA for the entity below.

Name of D.C. Resident

Address of Resident (address must be in DC: not a PO Box)

Entity Name

Signature

**B. By a legally authorized corporation:** The authorized corporate Registered Agent in the District, by the signatures of its President/Vice-President and Secretary/Assistant Secretary, agrees to act as RA for the entity below.

Name of Corporation serving as RA

Corporation Service Company

Address of Corporation (address must be in DC: not a PO Box)

1090 Vermont Avenue, NW, Washington, D.C. 20005

Entity Name

Coalition of Lifelong Learning Organizations

President  Vice-President

Signature

*Renee Rice*

Secretary  Assistant Secretary

Signature

**Mail all forms and required payments to:**

Department of Consumer and Regulatory Affairs  
 Corporations Division  
 PO Box 92300  
 Washington, DC 20090

Phone: (202) 442-4400

