

We, the undersigned natural persons of the age of twenty one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act:

First: The name of the corporation is Sister Cities International, Incorporated.

Second: The period of duration is perpetual.

Third: The purposes for which the corporation is organized are:

(1) to enhance world peace by promoting and servicing sister relationships between local, county and state governments in the United States of America and similar governmental units in foreign countries with the object of developing closer understanding and cooperation between people of other nations and those of the United States of America;

(2) to cooperate with the National League of Cities and other organizations throughout the world in the promotion of international understanding through sister relationship programs;

(3) to encourage the people of other nations to learn through sister relationship programs, about the traditions, history, way of life, and objectives of the United States of America, and to assist the people of the United States of America to learn in a similar manner, about other nations, utilizing exchanges of information and activities between sister cities, counties and states in all aspects of contemporary life and common interests among peoples.

Fourth: The Corporation shall have three classes of members: voting members, non-voting members and honorary members.

(1) Voting members of the Corporation shall be:

(a) Any local or state government in the United States,

(b) Any local or state (or its equivalent) government outside of the United States that is party to a recognized sister cities program with a community in the United States, or

(c) Any local or state (or its equivalent) governmental association (or similar organization), provided that each such local or state (or its equivalent) government or association (or similar organization), as the case may be, (i) has been approved for voting membership in the Corporation by the Board of Directors and (ii) has paid its annual dues to the Corporation.

(2) Non-voting members of the Corporation shall be:

(a) Any individual interested in furthering the purpose of the Corporation or

(b) Any partnership, corporation, business entity or association of corporations or businesses, provided that such individual, partnership, corporation, business entity or association of corporations or businesses, as the case may be, (i) has been approved for non-voting membership in the Corporation by the Board of Directors and (ii) has paid its annual dues to the Corporation.

(3) Honorary members of the Corporation shall be:

(a) Any individual who has rendered conspicuous service for the improvement of international relations through activities connected with sister cities programs and has been approved for honorary membership in the Corporation by the Board of Directors or

(b) Any past President of the Corporation.

Honorary members of the Corporation shall not have a vote in any meeting of the Corporation.

Fifth: THE CORPORATE Authority, powers, business and property of the Corporation shall be held, exercised, conducted and maintained by the Board of Directors.

The number of Directors of the Corporation shall be twenty-five (25) and the composition of the Board of Directors shall be, specifically:

- A. Twenty-one Directors, who shall represent the general Voting Members of the Corporation, shall be elected by the Voting Members;
- B. One Director, who shall be a youth representative and shall be 21 years old or younger at the time of the election, and shall be elected by the Voting Members
- C. One Director, who shall be a young professional representative and shall be between the ages of 21 and 34 years old at the time of election, and shall be elected by the Voting Members;
- D. One Director, who shall be a qualified State Coordinator, selected by the association of State Coordinators;
- E. One Director, who shall be the Chair of the Board of Directors of the Corporation, who is elected pursuant to the By-Laws of the Corporation.

In addition, the Immediate Past Chair of the Board of Directors shall serve as an ex-officio member of the Board of Directors, but shall not be considered a Director and shall not have voting rights on the Board of Directors.

Sixth: The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by the Board of Directors who shall maintain a complete record of all their minutes and acts and proceedings and present a full financial statement at the regular annual meeting of the members.

The corporation shall not carry on propaganda, or otherwise attempt to influence legislation except to the extent permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of the United States Internal Revenue Code as may be amended or revised), nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to, any candidate for public office.

No part of the income or assets of the corporation shall inure to any member, officer or director or be distributable to any such person during the life of the corporation or upon its dissolution or final liquidation. Upon dissolution or final liquidation of the corporation, after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation may be distributed in accordance with the determination of the board of directors of the corporation for similar charitable or educational purposes or to or among one or more similar corporations organized and operated exclusively for charitable and educational purposes similar to those stated in these Articles within the meaning of the Internal Revenue Code of 1954, as the same is now in effect or as it may hereafter be amended.

Seventh: The Address, including street and number of the initial registered office of the corporation is 1612 K Street, N. W., Washington, D. C. 20006 and the name of the initial registered agent at such address is John J. Garvey, Jr.

Eighth: The number of directors constituting the initial board of directors is twenty one (21)* and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

The Honorable George V. Allen, Director of the Foreign Service Institute, State Department, Washington, DC; The Honorable Neal S. Blaisdell, Mayor of Honolulu, City Hall, Honolulu, Hawaii;

Mr. Fred Brittan, Vice President, International Latex Corporation, Platex Park, Dover, Delaware

Mr. Gordon S. Clinton, Clinton, Moats, Andersen and Fleck, Hodge Building, Seattle, Washington 98004; The Honorable Frank Curran, Mayor of San Diego, City Hall, San Diego, California; The Honorable Frances Dias, Mayor of Palo Alto, City Hall, Palo Alto, California; Mr. Dick Fitzgerald, Manager, Redondo Beach Chamber of Commerce, 1702 South Pacific Coast Highway, Plush Horse Inn, Redondo Beach, California

*Due to the death, of Mark Bortman, President, Bortman's Plastic Company, 183 Essex Street, Boston, Massachusetts, initial nominated board.

Mr. Howard Gardner, Associate Director, League of California Cities, Hotel Claremont, Berkeley, California; Captain H.B. Grow, Chairman,, People-to-People Council, P.O. Box 267, Pensacola, Florida; Mr. Patrick Healy, Executive Director, National League of Cities, 1612 K Street, N.W., Washington, DC; The Honorable Frank T. Lamb, Mayor of Rochester, City Hall, Rochester, New York; Mrs. May Ross McDowell, Sister City Program, P.O. Box 359, Johnson City, Tennessee; The Honorable Roy B. Martin, Mayor of Norfolk, City Hall, Norfolk, Virginia; Mr. Stephen Matthews, Executive Director, Texas Municipal League, 402 Vaughn Building, Austin, Texas 78780; Mr. William Mitchell, Councilman, City Hall, Modesto, California; The Honorable Arthur Naftalin, Mayor of Minneapolis, City Hall, Minneapolis, Minnesota; Mrs. Emma Rothblatt, Attorney at Law, 333 East 69th Street, New York, New York; The Honorable Terry Schrunck, Mayor of Portland, City Hall, Portland, Oregon; Mrs. Gertrude Swanson, 5610 Clinton Avenue, Minneapolis 19, Minnesota; The Honorable Tollefson, Mayor of Tacoma, City Hall, Tacoma, Washington.

Ninth: The name and address of each incorporator is:

The Honorable George V. Allen, Director of the Foreign Service Institute, State Department, Washington, DC; Mr. John J. Garvey, Jr., Deputy Director, National League of Cities, 1612 K Street, N.W., Washington, DC; Patrick Healy, Executive Director, National League of Cities, 1612 K Street, N.W., Washington, DC

Tenth: Whenever a provision of the Bylaws is inconsistent with a provision of the Articles of Incorporation, the provisions of the Articles of Incorporation shall be controlling, and the inconsistent provision of the Bylaws shall be of no force or effect.

Date: June 12, 1967
District of Columbia
City of Washington

I, a Notary Public, hereby certify that on the 12th day of June, 1967, personally appeared before me George V. Allen, John Garvey, Jr. and Patrick Healy, who signed the fore-going document as incorporators, and that the statements therein contained are true. _____ Notary Public