



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SISTER CITIES INTERNATIONAL, INC.**

A District of Columbia Nonprofit Corporation

The undersigned, acting as authorized representative of the Corporation, hereby adopts the following Amended and Restated Articles of Incorporation for Sister Cities International, Inc., a nonprofit corporation organized under the laws of the District of Columbia.

These Amended and Restated Articles of Incorporation supersede and replace all prior Articles of Incorporation and amendments thereto.

**ARTICLE I
NAME**

The name of the corporation is:

Sister Cities International, Inc.

**ARTICLE II
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, educational, and international understanding purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

The purposes of the Corporation include, but are not limited to:

- A. Promoting peace, mutual respect, understanding, cooperation, and cultural exchange among peoples and communities throughout the world;
- B. Promoting and supporting sister city, sister state, sister county, and other international partnership relationships between communities and governmental entities in the United States and those in other nations;
- C. Encouraging educational, cultural, humanitarian, governmental, professional, youth, and economic exchanges and activities that foster international understanding and collaboration;
- D. Conducting and supporting programs, events, conferences, research, educational initiatives, and partnerships consistent with the charitable and educational mission of the Corporation; and
- E. Engaging in any lawful activities permitted to nonprofit corporations organized under the laws of the District of Columbia and consistent with Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV
NONPROFIT NATURE**



The Corporation is organized as a nonstock nonprofit corporation and shall not have or issue shares of stock.

No part of the net earnings, assets, or property of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, member, employee, or other private person, except that the 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 herein.

ARTICLE V LIMITATIONS

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted under Section 501(c)(3) of the Internal Revenue Code.

The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

- A. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or
- B. By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VI MEMBERSHIP

The Corporation shall have one or more classes of members, or no members, as determined by the Bylaws of the Corporation.

The qualifications, rights, privileges, obligations, voting rights, and procedures relating to membership shall be established in the Bylaws of the Corporation.

ARTICLE VII BOARD OF DIRECTORS

The affairs, activities, and property of the Corporation shall be managed by or under the direction of a Board of Directors.

The number, qualifications, manner of election or appointment, terms of office, powers, duties, and procedures relating to the Board of Directors shall be established in the Bylaws of the Corporation.

ARTICLE VIII BYLAWS

The Corporation shall adopt Bylaws for the governance and operation of the Corporation.

The Bylaws may contain any provision consistent with these Articles of Incorporation and applicable law relating to the management, governance, rights, powers, and operations of the Corporation.

The Bylaws may be amended in the manner provided therein and as permitted by applicable law.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation in the District of Columbia and the registered agent at such office shall be as designated in the records of the District of Columbia and may be changed from time to time in accordance with applicable law.

**ARTICLE X
INDEMNIFICATION**

To the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, the Corporation shall indemnify and hold harmless any current or former director, officer, employee, agent, volunteer, or representative of the Corporation against liabilities and expenses reasonably incurred in connection with any proceeding arising from service to the Corporation.

The Corporation may purchase and maintain insurance on behalf of such persons to the fullest extent permitted by law.

**ARTICLE XI
LIMITATION OF LIABILITY**

To the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for acts or omissions in the performance of duties as a director, except for liability resulting from:

- A. receipt of an improper personal benefit;
- B. intentional misconduct;
- C. a knowing violation of law; or
- D. any transaction from which the director improperly derived a personal benefit

**ARTICLE XII
DISSOLUTION**

Upon the dissolution of the Corporation, after payment of all liabilities and obligations of the Corporation, the remaining assets of the Corporation shall be distributed exclusively 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.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the District of Columbia exclusively for such purposes.

**ARTICLE XIII
GOVERNING LAW**

The Corporation shall be governed by the laws of the District of Columbia applicable to nonprofit corporations, as amended from time to time.

**ARTICLE XIV
AMENDMENTS**

These Articles of Incorporation may be amended in accordance with the Bylaws of the Corporation and applicable District of Columbia law.



SisterCities
INTERNATIONAL

Connect globally. Thrive locally.

These Amended and Restated Articles of Incorporation were duly adopted in accordance with the District of Columbia Nonprofit Corporation Act and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation this ____ day of _____, 2026.

Name:

Title: Secretary
Sister Cities International, Inc.