No. 9517586-1

United States of America

DEPARTMENT OF STATE

To all to whom these presents shall come, Greeting:

I Certify That the document hereunto annexed is under the Seal of the Secretary of State of the State of Maryland, and that such Seal is entitled to full faith and credit.*

In testimony whereof, I, Strobe Talbott, Acting Secretary of State, have hereunto caused the seal of the Department of State to be affixed and my name subscribed by the Authentication Officer of the said Department, at the city of Washington, in the District of Columbia, this twenty-fifth day of August, 1995.

Strobe Talbott
Acting Secretary of State

By Annie R. Maddux
Authentication Officer,
Department of State

* FOR THE CONTENTS OF THE ANNEXED DOCUMENT, THE DEPARTMENT ASSUMES NO RESPONSIBILITY

Issued pursuant to RS 161, 5 USC 22, RS 203, 5 USC 158; Sec. 1 of Act of June 25, 1948, 62 St. 946, 28 USC 1733; Sec. 4 of Act of May 26, 1949, 63 St. 111, 5 USC 151c; and Secs. 104 and 332 of Act of June 27, 1952 66 St. 174 and 253, 8 USC 1104, 1443, and 5 USC 140.

This certificate is not valid if it is removed or altered in any way whatsoever

The State of Maryland

Office of the Secretary of State

I, John T. Willis, Secretary of State of the State of Maryland, Under and by virtue of the authority vested in me by Section 7-106 of the State Government Article of the Annotated Code of Maryland, *Do Hereby Certify*

That Robert P. Duckworth who has made and signed the attached certificate, was on date thereof, the duly elected and qualified

Clerk of the Circuit Court for Anne Arundel County

whose official acts as such should be given full faith and credit in all Courts of Justice and elsewhere.

In Testimony Whereof,
I have hereunto set my hand and have caused to be affixed the official seal of the Secretary of State, at Annapolis, Maryland, this Twenty Fourth day of August in the year of our Lord one thousand nine hundred and Ninety Five.

John T Willis

Secretary of State

Georgia

This is an exact copy of the original document of the Bylaws of Adventist Development and Relief Agency International under which this Corporation is currently operating.

Notarized this twenty-fourth day of August 1995.

A Notary Public in and for the State of Maryland.

Diana Jo Beeler

(Notary Public) Diana Jo Beeler

My commission expires 1 October, 1995.

No 012843 **STATE OF MARYLAND,** 3

ANNE ARUNDEL COUNTY, SCT.

Robert P. Duckworth Clerk of the Circuit Court for Anne Arundel County, [illegible]d Court being a Court of Record,) do hereby certify that Diana Jo Beeler

[illegible]ose name is subscribed to the Certificate of Proof of Acknowledgment of the annexed instrument, and thereon written, [illegible]s, at the time of [illegible] Certificate of Proof of Acknowledgment, a Notary Public, in and for said County, dwelling in [illegible]d County, [illegible]m, and duly authorized to take the same, and to take the Proof and Acknowledgment [illegible] deeds; an[illegible] acquainted with the hand-writing of said Notary, and verily believe that the signature to [illegible]e said C[illegible] Acknowledgment is genuine and that the annexed Instrument is executed and acknowledged [illegible] confor[illegible]

[illegible]TIMONY WHEREOF, I have herewith subscribed my name and affixed the Seal [illegible]e Circuit Court for Anne Arundel County, at Annapolis, this 24th [illegible]y of August A. D., 19 95

Robert P Duckworth

Clerk of the Circuit Court for Anne Arundel County.

LIC - 23
B.P.C.

Bylaws
of
Adventist Development and Relief Agency
International

Article I

Name
The name of this Corporation shall be Adventist Development and Relief Agency International (hereinafter referred to as ADRA International).

Article II

Offices
The principle office of this Corporation shall be located in the City of Washington in The District of Columbia. The Corporation may also have offices at such other places as the Board of Directors may, from time to time, designate.

Article III

Membership
Membership of this Corporation shall be the members of the Executive Committee of the General Conference of Seventh-day Adventists. For the purpose of membership of this Corporation, these members shall continue in office until other General Conference Executive Committee members are chosen to succeed them.

Article IV

Meetings
A meeting of the membership may be held in conjunction with any General Conference Executive Committee meeting, as necessary. There shall be a meeting of the membership in conjunction with the annual Council of the General Conference Executive Committee. Notice of the annual general meeting shall be sent to the members at least sixty days prior to the opening of the meeting. All meetings of the membership shall be conducted in accordance with the rules and procedures of the General conference Executive Committee.

Article V

Board of Directors
Section 1. Powers - The business and property of the Corporation shall be conducted and managed by its Board of Directors, which may exercise all of the general powers granted to

nonprofit corporations enumerated in Section 29-505 of the District of Columbia Nonprofit Corporation Act including subsequent amendments thereto, including, but not limited to, the power:

a. To control and manage the affairs, property and funds of this Corporation;
b. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;
c. To declare vacant the office of any Officer or Director or agent who does not conform to the bylaws of this corporation. Vacancies shall be filled in harmony with (Article V, Section 5), (Article VII, Section 7), or (Article IX, Section 7).

Section 2. Board of Directors Election - The Board of Directors shall be elected quinquennially by the members of the Corporation and shall hold their offices until their successors are duly elected and enter upon their duties, unless otherwise determined by the Board of Directors. The Board of Directors shall consist of up to a maximum of sixty (60) members. The election of the Board of Directors shall take place at the first Annual Council of the General Conference Executive Committee following a quinquennial session of the General Conference of Seventh-day Adventists.

Section 3. Vacancies - Vacancies occurring in the Board of Directors shall be filled by the members.

Section 4. Meeting -The Board of Directors shall meet at the call of the chair and/or at the time of the Annual Council of the Executive Committee of the General Conference of Seventh-day Adventists, and such meetings shall be held at the principal office of the corporation or at such other place as the chair may determine. The Board reserves the right to provide for such standing committees as it determines desirable, and to discontinue same at its pleasure. (As set forth in Article VII, Section 10.)

Section 5. Quorum - At all meetings of the Board of Directors, nineteen (19) members of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the charter, or these bylaws, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to conduct business. Voting on all matters shall be in viva voce unless otherwise determined by the chairman or requested by a majority of directors present. In the absence of a quorum, the directors present, by majority vote and without notice, may recess the meeting until a quorum shall attend.

Article VI

Officers of the Board

Section 1. Officers of the Board - The Officers of the Corporation Board shall be the Chairman of the Board, one or more Vice-Chairmen, the Secretary and the Assistant Secretaries, who shall be duly elected members of the Board of Directors, and such other Officers as may be appointed by the members of the Board of Directors, and such other Officers as may be appointed by the members in accordance with the provision of Sections 5 and 6 of Article IX.

Section 2. Election, Term of Office - The Officers of the Corporation Board specifically designated in Section I of this Article VI shall be elected quinquennially by the members. Each such Officer shall hold office until his successor shall have resigned or have been removed. A vacancy in any Office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Chairman of the Board - The Chairman of the Board shall preside at all meetings of the Board of Directors and the membership meeting.

Section 4. Chairmanship of the Board - The Chairman of the Board shall be a Vice-President of the General Conference of Seventh-day Adventists. The first Vice-Chairman of the Board shall be the Treasurer of the General Conference of Seventh-day Adventists. The second Vice-Chairman shall be a Vice-President of the General Conference of Seventh-day Adventists. A Vice-Chairman, at the request of the Chairman, or in his absence, or during his inability to act, shall perform the duties and exercise the functions of the Chairman and wile so acting shall have the powers of the Chairman. The Vice-Chairman shall have such other power and perform such other duties as may be assigned to him by the Board of Directors or the Chairman.

Section 5. Chairman Pro Tempore - In the absence of the Chairman and vice-Chairman at any meeting of the Board of Directors, said Board of Directors shall appoint a Chairman pro tempore who shall preside at its meeting.

Section 6. Secretary - The Secretary of the Board shall be the President/Executive Director of ADRA International. His duties shall include the following:

a. Make and record the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose and record therein all votes of such meetings;
b. Give or cause to be given all notices, including those of the meetings of the members, the Board of Directors, and the Executive Committee in accordance with the provision of the bylaws or as required by law;
c. At all times during the existence of said Corporation, have custody of such records and minutes as may be necessary to faithfully record all the transactions of the Corporation;
d. Keep the seal of the Corporation. Where required, affix the same to all papers and instruments;
e. Perform all duties incident to the office of a secretary of a corporation in general and such other duties as from time to time may be assigned to him by the Board of Directors or the Chairman.

Section 7. Assistant Secretaries - The Assistant Secretaries of the Board shall be the Executive Vice-President, the Vice-President for Finance, and the Vice-President for Communications of ADRA International. When the Secretary cannot perform his duties and at the request of the Chairman of the Board, the Executive Vice-President shall act as the Secretary of the Board with the same duties as stated in Section 6 of this Article VI for the Secretary. When the Executive Vice-President cannot act as Secretary of the Board, the Vice-President for Finance or the Vice-President for Communications shall be the Secretary of the Board.

Section 8. Compensation - The Officers of the Board and the Directors of the Corporation shall receive no compensation for their services as such or for expenses of attendance at any meeting of the Board of Directors. The Secretary and Assistant Secretaries shall be compensated for their services in their capacity as President/Executive Director and Vice-President of ADRA International respectively.

Article VII

Executive Committee

Section 1. Between Meetings, the Board of Directors shall conduct its business through an Executive Committee. The Board shall determine any limitations on the authorized power of the Executive Committee.

Section 2. Number Election and Term - The Executive Committee shall consist of up to twenty-one (21) members who shall be elected quinquennially by the Board of Directors from among their members. The Executive Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. Any action taken by the Executive Committee within the course and scope of its authority shall be binding to the Corporation.

Section 3. Quorum - At all meetings of the Executive Committee, seven (7) of the members shall constitute a quorum for the transaction of business. The vote of a majority of such quorum at a duly constituted meeting shall be sufficient to conduct business. Voting on all matters of business shall be by viva voce unless otherwise determined by the Chairman or requested by a majority of the members present. In the absence of a quorum, the members present, by a majority vote, and without notice, may recess the meeting until a quorum shall attend.

Section 4. Chairman - The Chairman of the Executive Committee shall be the Chairman of the Board of Directors.

Section 5. Vice-Chairman - The first Vice-Chairman of the Executive Committee shall be the Treasurer of the General Conference of Seventh-day Adventists. A second Vice-Chairman shall be a Vice-President of the General Conference of Seventh-day Adventists as appointed by the General Conference Executive Committee.

Section 6. Chairman Pro Tempore - In the absence of the Chairman and Vice-Chairman at any meeting of the Executive Committee, said Committee shall appoint a Chairman pro tempore who shall preside at its meeting.

Section 7. Secretary - The Secretary of the Executive Committee shall be the President/Executive Director of ADRA International. The Assistant Secretaries shall be the Executive Vice-President, the Vice-President for Finance, and the Vice-President for Communications of ADRA International. The order of precedence for the Assistant Secretaries shall be the same as outlined in Section 7 of Article VI.

Section 8. Meetings - The Executive Committee may hold a meeting at the call of the Chair or his designee at any time or place when a quorum is present.

Section 9. Vacancies - Vacancies occurring in the Executive Committee shall be filled by the Board of Directors.

Section 10. Committees - The Executive Committee may, by resolution, provide for such special or ad hoc committees as it determines desirable and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not in conflict with law, as may be assigned to it by the Executive Committee.

Article VIII

Administrative Committee

Section 1. Administration - The Administrative Committee shall be the administrative body for ADRA International Headquarters for the following day-to-day operations:

a. Administration of the approved operational budget;
b. Purchasing of budgeted equipment;
c. Authorize investment of funds;
d. Approval of programs and projects;
e. Approval of training programs for ADRA Headquarters staff.

Section 2. Recommendations - The Administrative Committee shall make recommendations to the Executive Committee in the following matters:

a. Hiring of personnel;
b. Annual budget;
c. Approval of contracts when ADRA assumes major financial responsibility;
d. Recommendation of ADRA administrative structure to the Board of Directors.

Section 3. The members of the Administrative Committee shall be the Administrative officers of ADRA.

Section 4. The Chairman of the Administrative Committee shall be the President/Executive Director of ADRA International.

Section 5. The Administrative Committee is always in session with no adjournment ever taking place.

Article IX

Administrative Officers

Section 1. Administrative Officers - The Administrative Officers of ADRA International shall be the President/Executive Director, the Executive Vice-President, Vice-President for Finance, and the Vice-President for Communications.

Section 2. Administrative Structure - The administrative structure of ADRA/International Headquarters shall be composed of Divisions and Departments as determined by the Board of Directors.

Section 3. Division and Department Administration - The administration of a Division shall be the responsibility of a Vice-President. The administration of a Department shall be the responsibility of a Department Director.

Section 4. Appointment of Administrators - All administrators within the ADRA administrative structure as stated in Sections 1 and 3 of this Article shall be appointed by the Board of Directors and shall remain in their positions until such a time as the Board of Directors shall approve their dismissal and/or replacement. In any case, all administrators shall be subject to replacement or reelection at the end of the quinquennium as fixed by the Executive Committee of the General Conference of Seventh-day Adventists.

Section 5. Removal - The Officers specifically designated in Section 1 of Article IX may be removed, either with or without cause, by the vote of a majority of the Board of Directors at a meeting called for that purpose. However, in case such removal involves the President/Executive Director's removal, it shall become effective only upon ratification by the Executive Committee of the General Conference of Seventh-day Adventists.

Section 6. Other Appointments - The board of Directors shall annually appoint:

a. Auditors whose duty shall be to audit the books of the Corporation and to prepare and submit to the Board of Directors an annual written report;

b. Other officers and agents, as necessary to perform specifically assigned duties as the Board of Directors may determine. The Board of Directors may delegate to any Officer or Committee the power to appoint other officers or agents, specifying their authority and duties.

Section 7. Vacancies - A vacancy in any office, except those provided for in Section 5 of Article IX, shall be filled for any unexpired portion of the term by the Executive Committee at any regular or special meeting. In the case of a vacancy occurring in an office filled in accordance with the provision of Section 6 or Article IX, such vacancy may be filled b y any committee or Superior Officer upon whom such power may be conferred by the Executive Committee.

Section 8. Appointment and Compensation of Personnel - The Executive Committee shall have power to fix the compensation of all employees of the Corporation in harmony with denominational pay schedules. It may authorize any committee upon whom the power of appointment and determining rates of renumeration for employees may have been conferred to fix the compensation of such employees.

Article X

Division of the General Conference of Seventh-day Adventists:
ADRA Board. Executive Committee and Officers
Section 1. Designation and Election -

a. The ADRA organization in each of the Divisions of the General conference of Seventh-day Adventists should be closely patterned after the ADRA International Headquarters organization.
b. The Division Executive Committee may function as the Division ADRA.
c. Where a separate Division Board is appointed, the Division Executive Committee shall make the appointment.
d. The Division ADRA Board shall be made up of twenty-five (25) members and the Division Executive Committee shall appoint Division ADRA Officers, as required, such as the ADRA Director for that Division.
e. The Division ADRA Board is responsible for ADRA world within the Division the Division territory.
f. The Division ADRA Board authorizes the approaches and applications to aid donor organizations through ADRA International if the donor organization is located in another Division.
g. The Division ADRA Board shall exercise such other powers and perform such other duties as may be assigned by the Division Executive Committee.

Section 2. Division ADRA Director - The Division ADRA Director will be associated with and assist the President/Executive Director and/or the Vice-Presidents and the Department Directors of ADRA International. The Division ADRA Director will:

a. Be appointed or elected by the Division Executive Committee;
b. Assist in establishing ADRA Division/Union Offices;
c. Work with and serve as Secretary of the Division ADRA Executive Committee;

d. Recruit personnel through regular channels and coordinate personnel support groups including the Adventist Aid Volunteer (AAV) activities through the Division and ADRA International;

e. Exercise such other powers and perform such other duties as may be assigned by the Division Executive Committee and/or the Division ADRA Board.

f. Be responsible on the recipient Division level for securing financial reports and other obligations as required by funders and/or ADRA International Headquarters. This shall be done in coordination with the Donor Divisions and Union ADRA Directors.

Section 3. Division ADRA Executive Committee - A Division ADRA Executive Committee shall be appointed by the Division ADRA Board consisting of from five (5) to eleven (11) members and shall have the following duties:

a. Deal with emergency matters;

b. Authorize the establishment of legal relationships between ADRA and the donor organizations within the respective territories;

c. Authorize the establishment of subsidiary legal entities within their respective territories when required by law or other necessity;

d. Care for matters referred to them by ADRA International;

e. Authorize the release of denominational relief and aid funds;

f. Provide, on a regular basis, statistics and reports to the church and public on the activities of ADRA Regional and International;

g. Exercise such other powers and perform such other duties as may be assigned by the ADRA Division Board.

h. Be responsible on the recipient Division level for such financial, reporting, and other obligations as required by funders and/or ADRA International Headquarters.

Article XI

Finances

Section 1. Checks, Drafts, etc. - All checks, drafts and orders for the payment of money, notes and other evidence of indebtedness issued in the name of the Corporation shall be signed by the President/Executive Director or one of the Vice-Presidents of the Corporation or, in their absence, such other officer or person as the Board of Directors may appoint.

Section 2. Fiscal Year - The Corporation fiscal year shall be the period from January 1 to December 31.

Article XII

Sundry Provisions

Section 1. Seal - The Board of Directors shall provide a suitable seal bearing the name of the Corporation which shall be in the charge of the Secretary of the Board of Directors.

Section 2. Amendment of the Bylaws - Any and all provisions of these bylaws may be altered, amended, repealed or added to only at an annual general meeting of the membership of ADRA international. In order to make such changes in the bylaws, a two-thirds majority of the members present and voting membership shall be required.

Section 3. Meetings Conference Telephone - Members of the Board of Directors may participate in a meeting of the Board of Directors or a Committee of the Board by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

Article XIII

Indemnification - The Board of Directors may authorize the Corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former member, Director, Officer or employee of the Corporation in an action brought by a third party against such a person (whether or not the Corporation is joined as a party defendant) to impose a liability or penalty on such a person while a member, Director, Officer or employee, or by the Corporation, or by both; provided the governing Board determines in good faith within what he/she reasonably believed to be the scope of his/her employment or authority and for a purpose which he/she reasonably believed to be in the best interests of the Corporation or its members. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. The provisions of these articles shall apply to the estate, executor, administrator, heirs, legatees or divisees of a trustee, officer or employee, and the terms "person" where used in this article shall include the estate, executor, administrator, heirs, legatees or divisees of such person.

Article XIV

Dissolution

In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, any surpluses of money or assets remaining after the full payment of all corporate obligations shall be paid and delivered to the General Conference Corporation of Seventh-day Adventists or its nominee.

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CERTIFICATE OF INCORPORATION
OF
SEVENTH-DAY ADVENTIST WELFARE SERVICE, INC.

We, the undersigned, all of whom are citizens of the United States and, a majority of whom are residents of the District of Columbia, desiring to avail ourselves of the provisions of Sections 599 - 604, inclusive, of the Act of March 3, 1901, c. 854, 31 Stat. 128, as amended (D. C. Code, 1951 ed., Tit. 29, secs. 601-606), do hereby certify as follows:

Name

First. The name or title by which this corporation shall be known is: "Seventh-day Adventist Welfare Service, Inc."

Term

Second. The term for which this corporation is organized shall be perpetual.

Business and Objects

Third. The business and objects of this corporation are as follows:

1. This corporation is organized and operated, not for business purposes or for pecuniary profit, but exclusively for charitable or educational purposes. The corporation shall have no capital stock and shall declare no dividends. No part of the income or property of the corporation shall inure to the benefit of any private shareholder or individual; no private shareholder or individual shall be the owner of, or entitled to any extent to, any of the assets, funds, or property of said corporation. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary, or by operation of law, any surpluses of money or assets, remaining after the full payment of all corporate obligations, shall be paid and delivered to the General Conference of Seventh-day Adventists or the nominee of said Conference for use solely for the charitable or educational purposes set forth in paragraph 2 of this Article Third. The corporation shall not participate in, or intervene in (by publication or distribution of statements or otherwise) any political campaign on behalf of any candidate for public office.

2. Subject always to the provisions of paragraph 1 of this Article Third, the purpose of this corporation is to undertake, promote, develop and carry on charitable, or educational work; to carry on national and international relief among peoples of all nations, in times of peace or war, in alleviation of pain, hunger and suffering by providing food, clothing, and medicines, and, as well, funds and services for their administration and distribution; to aid in the spiritual, moral and physical rehabilitation of victims of war or other disaster including emigration, immigration, repatriation and resettlement of refugees and the

supply and conduct of social services such as health, education, recreation, self-help, vocational training, and community centers, including provision of funds, supplies and equipment; and to carry on reconstruction by providing technical services, funds, supplies, and equipment for the restoration, construction, and installation of schools, libraries, orphanages, hospitals, health centers, industrial plants, and agricultural projects.

Powers and Privileges

Fourth. In furtherance of, and not in limitation of, the general powers conferred by the laws of the District of Columbia and of the objects and purposes hereinabove set forth, this corporation shall have the following powers:

1. Subject always to the provisions of Article Third, to solicit and receive donations, to receive, acquire, hold, manage, encumber and dispose of property, real or personal, wheresoever situated and without limit as to amount, by gift, contract, deed, conveyance, devise, bequest or any other means by which property may be offered, acquired, encumbered or disposed of; to borrow and lend money for the carrying forward of the purposes of the corporation; to enter into, make, perform and carry out contracts of every kind or nature for any of the purposes of the corporation without limit as to amount.

2. Acting through its board of trustees, its executive committee, and other officers, subject to the powers and restrictions of this Certificate of Incorporation, to do all and any such acts as are necessary or convenient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this Certificate of Incorporation and not forbidden by the laws of the District of Columbia, to the same extent and as fully as any natural person might or could do.

3. To have offices and promote and carry on its objects and purposes within or without the District of Columbia, in the United States, its territories and possessions, and in all or any foreign countries.

4. In general, to have all powers conferred upon a corporation by the laws of the District of Columbia, except as herein prohibited or forbidden by the bylaws of this corporation.

Limitation of Liability

Fifth. The private property of the incorporators, members, trustees and officers of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

Number of Trustees

Sixth. The number of trustees of the corporation for the first year of its existence shall be fifteen, as follows:

Charles W. Bozarth, Prince Georges County, Maryland
William E. Phillips, Montgomery County, Maryland
Walter R. Beach, Prince Georges County, Maryland
William P. Bradley, Montgomery County, Maryland
Ernest D. Dick, Montgomery County, Maryland
J. Ernest Edwards, Montgomery County, Maryland
Carl E. Guenther, Prince Georges County, Maryland
William J. Harris, Prince Georges County, Maryland
Frank B. Knight, Prince Georges County, Maryland
Calvin E. Moseley, Montgomery County, Maryland
Albert V. Olson, Prince Georges County, Maryland
Theodore L. Oswald, Montgomery County, Maryland
Frank L. Peterson, District of Columbia
Chester L. Torrey, Montgomery County, Maryland
Maybelle Vandermark, Montgomery County, Maryland

IN WITNESS WHEREOF, the Undersigned LOUISE MILLER, a resident of the District of Columbia, and THELMA WELLMAN, a resident of the District of Columbia, and WILLIAM E. PHILLIPS, a resident of Montgomery County, Maryland, have hereto set our hands and seals this 13th day of November, 1956.

Louise Miller (SEAL)

Thelma Wellman (SEAL)

William E. Phillips (SEAL)

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BOTTOM

DISTRICT OF COLUMBIA, SS:

I, Vera L. Baker, a notary public in and for the District of Columbia, do hereby certify that LOUISE MEYER, THELMA WELLMAN, and WILLIAM E. PHILLIPS, parties to a certain Certificate of Incorporation bearing date on the 13th day of November, 1956, and hereto annexed, personally appeared before me in said District, the said LOUISE MEYER, THELMA WELLMAN, and WILLIAM E. PHILLIPS, being personally well known to me as the persons who executed the said Certificate of Incorporation, and acknowledged the same to be their act and deed.

Given under my hand and seal this 13th day of November, 1956.

Vera L. Baker
Notary Public

[illegible]
My commission expires [illegible]

FILED
11-15-56
BY: LG
Alfred Goldstein

1956 NOV 15 AM 1 28
SUPT. OF CORP. D.C.

20

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 9th day of January, 19 80, on behalf of ADVENTIST DEVELOPMENT AND RELIEF AGENCY INTERNATIONAL

an Election to Accept the provisions of the present NONPROFIT CORPORATION ACT.

WE FURTHER CERTIFY that the above named corporation is duly incorporated and existing under and by virtue of the Code of Law of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date hereinafter mentioned.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 22nd day of January, 19 91.

Donald G. Murray
Director

Henry C. Lee, III
Administrator

Miriam H. Martinez

Superintendent of Corporations

Marion Barry, Jr.
Mayor

The State of Maryland

Office of the Secretary of State

I, John T. Willis, Secretary of State of the State of Maryland, Under and by virtue of the authority vested in me by Section 7-106 of the State Government Article of the Annotated Code of Maryland, *Do Hereby Certify*

That Robert P. Duckworth

who has made and signed the attached certificate, was on date thereof, the duly elected and qualified

Clerk of the Circuit Court for Anne Arundel County

whose official acts as such should be given full faith and credit in all Courts of Justice and elsewhere.

In Testimony Whereof,

I have hereunto set my hand and have caused to be affixed the official seal of the Secretary of State, at Annapolis, Maryland, this Twenty Fourth day of August in the year of our Lord one thousand nine hundred and Ninety Five.

John T Willis

Secretary of State

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DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
Business Regulation Administration
CORPORATION DIVISION
WASHINGTON

DISTRICT OF COLUMBIA

This is to certify *that the pages attached hereto constitute a full, true, and complete copy of* CERTIFICATE AND ARTICLE OF AMENDMENT TO THE ARTICLES OF INCOROPORATION OF SEVENTH-DAY ADVENTIST WORLD SERVICE, INC. NAME CHANGED TO: ADVENTIST DEVELOPMENT AND RELIEF AGENCY INTERNATIONAL, AS RECEIVED AND FILED APRIL 6, 1984...

№ 012842

STATE OF MARYLAND,

ANNE ARUNDEL COUNTY, SCT.

I, Robert P. Duckworth, Clerk of the Circuit Court for Anne Arundel County, (said Court being a Court of Record,) do hereby certify that Diana Jo Beeler

whose name is [illegible] the Certificate of Proof of Acknowledgment of the annexed instrument, and thereon written, was, at the ti[illegible] [illegible]rtificate of Proof of Acknowledgment, a Notary Public, in and for said County, dwelling in said Cou[illegible] [illegible]orn, and duly authorized to take the same, and to take the Proof and Acknowledgment of de[illegible] [illegible]cquainted with the hand-writing of said Notary, and verily believe that the signature to the [illegible] [illegible]ledgment is genuine and that the annexed Instrument is executed and acknowledged in co[illegible]

[illegible]STIMONY WHEREOF, I have herewith subscribed my name and affixed the Seal [illegible] the Circuit Court for Anne Arundel County, at Annapolis, this 24th day of August A. D., 19 95.

Robert P. Duckworth
Clerk of the Circuit Court for Anne Arundel County.

LIC-23
B.P.C.

By [signature]
~~ASSISTANT~~ SUPERINTENDENT OF CORPORAT
Form N-1 81-FMB

Government of the District of Columbia
Marion S. Barry, Jr., Mayor
April, 1983

This is an exact copy of the original docume
Notarized this twenty-fourth day of August 1
A Notary Public in and for the State of Mary

Diana Jo Beeler
(Notary Public) Diana Jo Beeler

My commission expires October 1, 1995.

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATION DIVISION
614 H STREET, N.W.
WASHINGTON, D.C. 20001-2782

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CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and ACCORDINGLEY this Certificate of Amendment is herby issued to SEVENTH-DAY ADVENTIST WORLD SERVICE, INC. Name Changed To: ADVENTIST DEVELOPMENT AND RELIEF AGENCY INTERNATIONAL

as of April 6, 1984.

Carol B. Thompson
Director

By Shelly Finch
Assistant Superintendent of Corporations

Government of the District of Columbia
Form RD-C 53
Rev. July 1963

FILING FEE 20.00
INDEXING FEE 2.00
$22.00

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ARTICLES OF AMENDMENT
OF
SEVENTH-DAY ADVENTIST WORLD SERVICE, INC.
HEREINAFTER KNOWN AS
ADVENTIST DEVELOPMENT AND RELIEF AGENCY INTERNATIONAL

Now comes Seventh-day Adventist World Service, Inc., hereinafter known as Adventist Development and Relief Agency International, a non-profit corporation organized under the laws of Washington, District of Columbia, and does hereby certify to the Recorder of Deeds Office, Corporations Division, that:

FIRST: The name of the corporation Seventh-day Adventist World Service, Inc. is and the same is hereby changed. The new name shall hereinafter be: Adventist Development and Relief Agency International; and the same shall be substituted wherever the former name should appear.

SECOND: The Articles of Incorporation are hereby amended by striking in their entirety Article "Third" and by substituting in lieu thereof the following:

Third. The business and objects of this corporation are as follows:

1. This corporation is organized and operated, not for business purposes or for pecuniary profit, but exclusively for charitable, educational or developmental purposes. The corporation shall have no capital stock and shall declare no dividends. No part of the income or property of the corporation shall inure to the benefit of any private shareholder or individual; no private shareholder or individual shall be the owner of, or entitled to any extent to, any of the assets, funds, or property of said corporation. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary, or operation of law, any surpluses of money or assets, remaining after the full payment of all corporate obligations, shall be paid and delivered to the General Conference of Seventh-day Adventists or the nominee of said Conference for use solely for the charitable, educational or developmental purposes set forth in paragraph 2 of this Article Third. The corporation shall not participate in, or intervene in (by publication or distribution of statements or otherwise) any political campaign on behalf of any candidate for public office.

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BY: ____________

2. Subject always to the provisions of paragraph 1 of this Article Third, the purpose of this corporation is to undertake, promote, develop and carry on charitable, educational or developmental work; to carry on national and international relief among peoples of all nations, in times of peace or war, in alleviation of pain, hunger and suffering by providing food, clothing, and medicines, and as well, funds and services for their administration and distribution; to aid in the spiritual, moral and physical rehabilitation or victims of war or other disaster including emigration, immigration, repatriation and resettlement of refugees and the supply and conduct of social services such as health, education, recreation, self-help, vocational training, and community centers, including provision of funds, supplies and equipment; and to carry on reconstruction by providing technical services, funds, supplies, and equipment for the restoration, construction, and installation of schools, libraries, orphanages, hospitals, health centers, industrial plants, and agricultural projects.

IN WITNESS WHEREOF, Seventh-day Adventist World Service, Inc., hereinafter Adventist Development and Relief Agency International, has caused these presents to be signed in its name and on its behlaf by its chief executive officer and by its Secretary on this 5th day of April, 1984, and its chief executive officer acknowledges these Articles of Amendment are the act and deed of Adventist Development and Relief Agency International, and under penalties of perjury that the matters and facts set forth herein have been authorized and approved and are true in all material respects to the best of his knowledge, information and belief.

Seventh-day Adventist
World Service, Inc.
hereinafter known as
Adventist Development and
Relief Agency International

Attest:

Robert R. Drachenberg
Secretary and
Executive Director

By Kenneth J. Mittleider
Kenneth Mittleider
Chairman of Board

[Seal]