



C E R T I F I C A T E

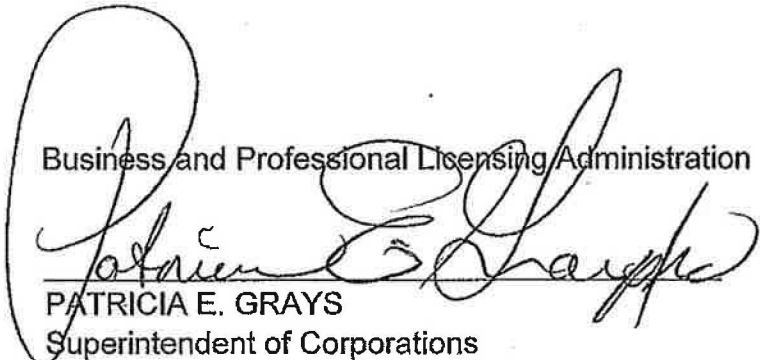
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

THE GLOBAL LANGUAGE NETWORK

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **13th** day of **March, 2008**.

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
THE GLOBAL LANGUAGE NETWORK

TO: Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
941 N. Capitol Street, N.E.
Washington, DC 20002

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:

FIRST:

The name of the Corporation shall be: THE GLOBAL LANGUAGE NETWORK
(hereafter, the "Corporation").

SECOND:

The period of duration is perpetual.

THIRD:

The Corporation shall be a nonprofit corporation which shall engage in any lawful act or activity for which corporations may be organized under the provisions of the District of Columbia Nonprofit Corporation Act. It shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United

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States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2), including, but not limited to, the following purposes:

1) to promote global awareness and eliminate culture and language barriers by making the learning of foreign languages and foreign cultures accessible to the public which will foster awareness of the global community and multi-cultural understanding and appreciation;

2) to offer foreign language instruction and cultural education through classes, seminars, events and other means deemed suitable and appropriate;

3) to underwrite, sponsor and support academic and scholarly studies, symposia, conferences and other forms of public education related to the learning of foreign languages and foreign cultures;

4) to accomplish the above purposes by all reasonable and practical means, including the dissemination of information in all forms and through all media to the public and working with government agencies, other organizations, and volunteers; and

5) to do any lawful acts and enter into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the charitable purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes.

In furtherance of such purposes, the Corporation shall have full power and authority:

(A) To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes;

(B) To publish, conduct, sponsor, promote and support academic and scholarly studies, publications, periodicals, lectures, seminars, meetings, conferences and discussions on matters related to the foregoing purposes in the United States and abroad;

(C) To collect and acquire books, manuscripts, periodicals, printed materials and other property (both tangible and intangible, personal and real) useful in connection with the foregoing purposes and to donate such property to universities, public libraries and other institutions and organizations or otherwise make the property so acquired available for research, study and dissemination of knowledge;

(D) To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefor solely for the purposes hereof;

(E) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;

(F) To distribute property and extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified Code Section 501(c)(3) organizations or for their purposes;

(G) To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein; and

(H) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these articles of incorporation, including the exercise of all other powers and authority enjoyed by nonprofit corporations generally by virtue of the provisions of the District of Columbia Nonprofit Corporation Act (within and subject to the limitations of Section 501(c)(3) of the Code.)

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article THIRD and with its status as an organization described under Section 501(c)(3) of the Code or successor Code Section.

FOURTH:

The Corporation shall be neither organized nor operated for pecuniary gain or profit.

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation or any other private person; but 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 as set forth in Article "THIRD" hereof.

(B) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

FIFTH:

The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three (3). The initial directors named in Article "SEVENTH" of these Articles of Incorporation shall serve until the first annual meeting of the Board of Directors or until their successors have been elected and qualified in accordance with the Bylaws. The directors shall be elected at all times thereafter by the voting members in accord with the procedure set forth in the Bylaws of the Corporation.

The directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a non-profit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code.

The officers of the Corporation shall be the President, Secretary and Treasurer; provided, the Board of Directors may create additional offices as may be set forth in the Bylaws or established by resolution. Officers may be, but need not be, directors.

SIXTH:

The Corporation shall not have any capital stock.

The Corporation shall have members. One class of members, known as voting members, shall have the right to vote. The initial voting members shall be designated in the bylaws. Thereafter, no person may become a voting member without the written consent of two-thirds of all voting members. The Corporation shall have one or more classes of non-voting members, as set forth in the Bylaws.

SEVENTH:

The initial Board of Directors of the Corporation shall consist of seven (7) persons who are to serve as the initial directors until the first annual meeting of the Board of Directors or until their successors are elected and qualified. Their names and addresses, including street and number and zip code, are set forth below:

NAME

Andrew Brown

ADDRESSES

500 S. Courthouse Road, Suite 13
Arlington, VA 22204

Svetozar Palankov	2515 K Street, N.W., Suite 507 Washington, DC 20037
Richard Sawaya, Ph.D	1922 F Street, N.W., Suite 301 Washington, DC 20052
Mohamed Gouali, Ph.D	510 21st Street, N.W., Suite 110 Washington, DC 20006
Iouri Bairatchnyi	1818 H Street, N.W. Washington, DC 20433
Carrie O'Neill, JD	2100 Pennsylvania Avenue, N.W. Suite 250 Washington, DC 20052
Bennard Cann	6717 Pine Grove Drive Suitland, MD 20746

EIGHTH:

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

NINTH:

The address, including street and number and zip code, of the initial registered office is 1900 L Street, N.W., Suite 215, Washington, D.C. 20036 and the name of the initial registered agent of the Corporation at such address is Noland MacKenzie Canter, III, P.C.

TENTH:

All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

ELEVENTH:

The names and addresses including street and number and zip code, of each incorporator are:

NAME

ADDRESSES

MacKenzie Canter, III

1900 L Street, N.W.
Washington, DC 20036

Mark Diskin

1900 L Street, N.W.
Washington, DC 20036

Courtney Herbold

1900 L Street, N.W.
Washington, DC 20036

TWELFTH:

The Articles of Incorporation and Bylaws of the Corporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office; provided, however, that the amendment shall not be effective unless and until it has been ratified and approved by the written consent of at least two-thirds (2/3) of the voting members.

The Articles of Incorporation and Bylaws of the Corporation shall set forth the date of the meeting of the Board of Directors at which the amendment was adopted, and a statement of the facts that such amendment received the vote of a majority of all the directors then in office and was approved by two-thirds (2/3) of the voting members, as aforesaid.

IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation on this 12th day of March, 2008.

MacKenzie Canter, III
MacKenzie Canter, III

Mark Diskin
Mark Diskin

Courtney Herbold
Courtney Herbold

District of Columbia SS:

I, Louise G. Hendricks, a notary public in and for the District of Columbia, do hereby certify that on the 12th day of MARCH, 2008, MacKenzie Canter, III, Mark Diskin, and Courtney Herbold appeared before me and signed the foregoing document as incorporators, and averred that the statements therein contained are true.

Louise G. Hendricks
Notary Public

My Commission Expires:

LOUISE G. HENDRICKS
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires March 14, 2009



★ ★ ★ GOVERNMENT
OF THE
DISTRICT OF COLUMBIA

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Billing Voucher

Charge To:

Department of Consumer and Regulatory Affairs
Business and Professional License Administration
Corporation Division
941 North Capitol St. N.E.
Washington, D.C. 20002

D.C. TREASURER

Charge For: NON-PROFIT INCORPORATION

Office Use Only

Date 3/13/2008

PAY THIS AMOUNT PAYABLE
TO THE D.C. TREASURER

QTY:	1	\$	70.00	3222
	1	\$		
	1	\$		
	1	\$		
	1	\$		
		\$	70.00	Total