

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



C E R T I F I C A T E

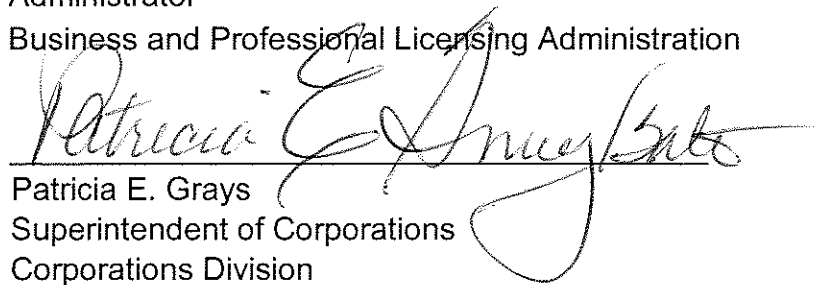
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

JUBILEE USA NETWORK

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **25th** day of **May, 2005**.

Patrick J. Canavan, Psy. D.
Acting Director

John T. Drann
Administrator
Business and Professional Licensing Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF INCORPORATION OF JUBILEE USA NETWORK

FILE
MAY 25 2005

To:
Department of Consumer and Regulatory Affairs
Business and Professional Licensing Administration
Corporations Division
941 North Capitol Street, NE
Washington DC 20002

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 2001 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Jubilee USA Network.

SECOND: The period of its duration is from the date of the approval of these Articles of Incorporation until the Jubilee USA Network determines that the purposes for which the corporation has been organized are completed.

THIRD: Its principle purposes for which the corporation is organized are to foster and sponsor educational development on issues pertaining to international development and debt.

FOURTH: (1) The corporation shall have members. (2) The members will be divided into the following classes, those that are member organizations of the Network Council, and other individual members that choose to share work with the corporation and are supporters. (3) Members of the Network Council will have the right to vote. They will be the primary body of the corporation. The individual members that choose to share work will not have the right to vote unless they form a local Jubilee chapter to have representation at the Network Council.

FIFTH: Members of the Network Council will elect the board of directors of the corporation, known as the Coordinating Committee, at Network Council meetings. The primary responsibility for the direction and management of the affairs of the Jubilee USA Network and the disposal of its property and funds shall be vested in the Coordinating Committee. This Coordinating Committee will be made up of between 10 and 15 members of the Network Council. A member of the Network Council can be nominated by any other member to become a candidate. The Network Council will vote to elect the members of the Coordinating Committee in order for the number of directors to be between 10 and 15. These elections can only take place at Network Council meetings.

SIXTH: (1) The regulation of the internal affairs of the corporation will be in the hands of the staff of the corporation and the members of the Coordinating Committee, under the supervision of the Network Council (2) The members of the Network Council must approve by majority vote any decision to dissolve or liquidate the corporation. All remaining assets of the corporation shall be distributed equally among the members of the Network Council.

SEVENTH: The address of the initial registered office of the corporation is 222 East Capitol Street, NE, Washington DC 20003. The name of the initial registered agent is Neil Watkins, 1809 Monroe St., NW, Washington, DC, 20010.

EIGHTH: The persons who are to serve as Coordinating Committee members until the first annual meeting or until their successors are elected are:

Diana Aubourg
411 Washington Street
Boston, MA 02124

Ann Marie Clarke Brill
3820 Oliver Avenue
Annandale, VA 22003

Imani Countess
1501 Cherry Street
Philadelphia, PA 19102

Marie Dennis
P.O. Box 29132
Washington D.C. 20017

Stan Duncan
434 Lincoln St.
Abington, MA 02351

Jacob Fain
2027 Massachusetts Avenue, NW
Washington, DC 20036

Rev. Seamus Finn, OMI
Missionary Oblates of Mary Immaculate
391 Michigan Ave, NE
Washington, DC 20017

Abbey Fisher
712 Priority Rd.
York PA 17404

Aaron Goldzimer
1875 Connecticut Avenue, NW
Washington, D.C. 20009

William K. Harman
1837 Hill Top Lane
Encinitas, CA 92024

Rita Jankowska-Bradley
23 Columbine Court
Missoula, MT 59802

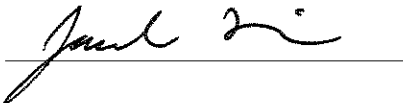
Nunu Kidane
1440 Kains Avenue
Berkeley, CA 94702

Ann Oestreich, IHM
400 Bertrand Annex - Saint Mary's
Notre Dame, IN 46556-5018

Adam Taylor
2401 15th Street NW
Washington DC 20009

NINTH: The incorporators are:

Jacob Fain
2027 Massachusetts Avenue, NW
Washington, DC 20036



Adam Taylor
2401 15th Street NW
Washington DC 20009

Adam Taylor

Neil Watkins
1809 Monroe St., NW,
Washington, DC, 20010

Neil Watkins

DATE: May 20th, 2005

I, Philip G. Wyse, a Notary Public, hereby certify that on the 20th
Day of May, 2005, Jacob Fam, Adam Taylor and Neil Watkins appeared before me and signed the
foregoing document as incorporators, and have averred that the statements therein contained are true.

(NOTARY SEAL)

Philip G. Wyse

Philip G. Wyse
Notary Public, District of Columbia
My Commission Expires 4-14-2010