

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 AMENDMENT** is hereby issued to:

HEALTH - AMERICA'S CHARTIES

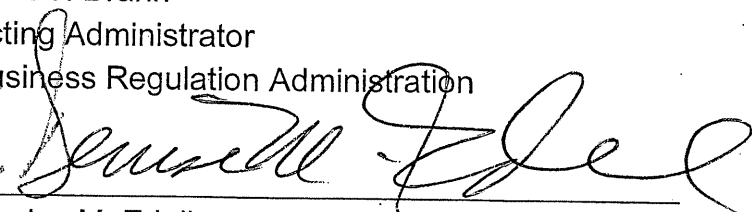
Name Changed To

HEALTH FIRST - AMERICA'S CHARITIES

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **9th** day of **January, 2004**.

David Clark
DIRECTOR

John T. Drann
Acting Administrator
Business Regulation Administration


Denise M. Edelin
Paralegal Specialist
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEALTH – AMERICA’S CHARITIES

To: D.C. Department of Consumer
and Regulatory Affairs
Corporations Division
614 H Street, N.W., Room 407
Washington, D.C. 20001

Pursuant to the District of Columbia Non-Profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation.

First: The name of the corporation is Health – America’s Charities (the “Corporation”).

Second: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-Profit Corporation Act:

Article I is amended to read in its entirety as follows:

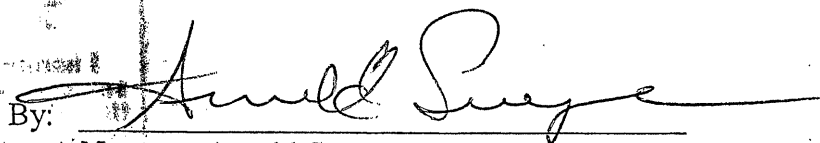
The name of the corporation is Health First – America’s Charities (the “Corporation”).

Third: The amendment was adopted in the following manner:

By unanimous consent of the Board of Directors, dated 12/1, 2003, the Board of Directors adopted a resolution proposing and submitting the amendment to a vote of the Sole Corporate Member, and the amendment was adopted on 12/1, 2003, by the Consent of the Sole Corporate Member, being the only member having voting rights with respect to consideration of the amendment.

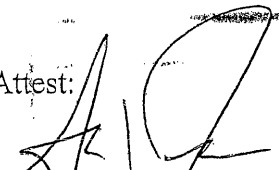
HEALTH – AMERICA’S CHARITIES

Date: 12/16/03

By: 

Name: Arnold Swope
Title: Vice-President

Attest:


Name: Leon Feinerman
Title: Secretary

FILE
1-9-04
dk

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



C E R T I F I C A T E

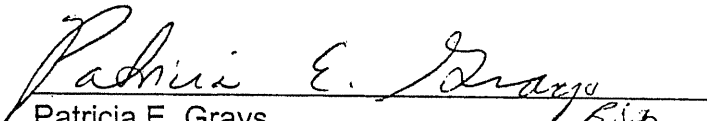
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

HEALTH - AMERICA'S CHARITIES

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **19th** day of **June, 2003**.

David Clark
DIRECTOR

Elizabeth O. Kim
Administrator
Business Regulation Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLE IV

The Corporation shall have two (2) classes of members. The classes of members and the rights of the classes of members shall be set forth in the Bylaws. The members of each class shall have the right to vote as set forth in the Bylaws.

ARTICLE V

The affairs of this Corporation shall be managed by its Board of Directors. The number of directors (not less than three) and the manner of choosing directors shall be fixed in the Bylaws.

ARTICLE VI

Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE VII

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of Incorporation of the Corporation:

(a) The Corporation shall not engage in any activity that is unlawful under the laws of the United States, the District of Columbia, or any jurisdiction where such activities are carried on;

(b) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(c) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

(d) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified.

The Corporation shall not 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; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(e) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(f) In the event that the Corporation becomes a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) --

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(g) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred (1) to America's Charities, provided that it is then qualified for exemption from federal income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), and, if it is not then so qualified, then (2) to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

ARTICLE VIII

The private property of the officers, directors and members of the Corporation shall be exempt from execution or other liability of any debts, liabilities or obligations of the Corporation, except that the Corporation may recover certain costs and expenses of the Corporation from its members pursuant to the Bylaws.

ARTICLE IX

The address, including street and number, of the Corporation's initial registered office in the District of Columbia is 1090 Vermont Avenue, NW, Suite 910, Washington, D.C. 20005. The name of the Corporation's initial registered agent at such address is National Registered Agents, Inc.

ARTICLE X

The number of directors constituting the initial Board of Directors is six (6) and the names and addresses, including street and number, 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:

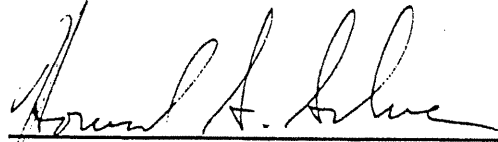
<u>NAME</u>	<u>ADDRESS</u>
Peter Wilderotter	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Vicki Pinkston	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Leon Feinerman	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Marcia Bullard	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Don Sodo	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Arnold Swope	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151

ARTICLE XI

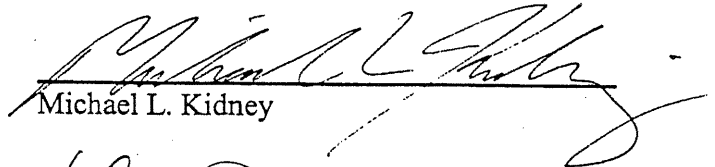
The names and addresses, including street numbers, of the Incorporators of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Howard S. Silver	555 13th Street, N.W. Washington, D.C. 20004-1109
Michael L. Kidney	555 13th Street, N.W. Washington, D.C. 20004-1109
Lucinda T. Yeh	555 13th Street, N.W. Washington, D.C. 20004-1109

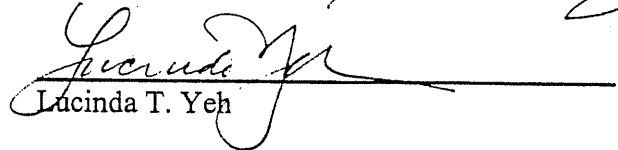
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of June, 2003.



Howard S. Silver



Michael L. Kidney



Lucinda T. Yeh

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

)
) ss:

I, Brenda P. Cohen, a Notary Public, hereby certify that on the 18th day of June, 2003, Howard S. Silver, Michael L. Kidney and Lucinda T. Yeh personally appeared before me being by me first duly sworn, declared that they signed the foregoing Articles of Incorporation of Health - America's Charities as Incorporators, and that the statements therein contained are true.

Brenda P. Cohen
Notary Public

(Notarial Seal)

My Commission Expires:

6/14/07