

OFFICE OF RECORDER OF DEEDS, D. C.

Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia
Non-profit Corporation Act have been complied with and ACCORD-
INGLY this Certificate of Amendment

is hereby issued to the ASSOCIATION FOR POPULATION/FAMILY
PLANNING LIBRARIES AND INFORMATION CENTERS Changed To
ASSOCIATION FOR POPULATION/FAMILY PLANNING LIBRARIES AND
INFORMATION CENTERS-INTERNATIONAL
as of the date hereinafter mentioned.

Date April 11, 1975

PETER S. RIDLEY,
Recorder of Deeds, D. C.

Margurite C. Stokes

Margurite C. Stokes
Assistant Superintendent of Corporations

16-75 692601 H6657
OFFICE OF RECORDER OF DEEDS
Washington, D. C.

Recorder

Peter S. Ridley

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

ASSOCIATION FOR POPULATION/FAMILY PLANNING
LIBRARIES AND INFORMATION CENTERS

To: The Recorder of Deeds, D.C.
Washington, D.C.

Pursuant to the provisions of 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 ASSOCIATION FOR POPULATION/FAMILY PLANNING LIBRARIES AND INFORMATION CENTERS.

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 FIRST of the Articles of Incorporation is amended to read as follows:

"FIRST: The name of the corporation is ASSOCIATION FOR POPULATION/FAMILY PLANNING LIBRARIES AND INFORMATION CENTERS-INTERNATIONAL."

THIRD: The amendment was adopted in the following manner:

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BY: *MS*

The amendment was adopted at a meeting of the members held on April 17, 1974, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

Date April 9, 1975

(CORPORATE SEAL)

ASSOCIATION FOR POPULATION/
FAMILY PLANNING LIBRARIES AND
INFORMATION CENTERS

BY Blanche Horowitz
President

Attest:

Louise H. Kaufman
Secretary

EXHIBIT B

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MAY-5-72 430000 F6136 * -CP- 12.00

OFFICE OF RECORDER OF DEEDS
Washington, D. C.

Recorder

Robert S. Ridley

OFFICE OF RECORDER OF DEEDS, D. C.

Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

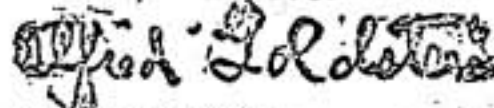
THIS IS TO CERTIFY that all provisions of the District of Columbia
Non-profit Corporation Act have been complied with and ACCORD-
INGLY this Certificate of Incorporation

is hereby issued to the ASSOCIATION FOR POPULATION/FAMILY
PLANNING LIBRARIES AND INFORMATION CENTERS

as of the date hereinafter mentioned.

Date May 2, 1972

PETER S. RIDLEY,
Recorder of Deeds, D. C.



Alfred Goldstein
Superintendent of Corporations

ARTICLES OF INCORPORATION

OF

ASSOCIATION FOR POPULATION/FAMILY
PLANNING LIBRARIES AND INFORMATION CENTERS

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation of such corporation pursuant to the District of Columbia Nonprofit Corporation Act:

FIRST: The name of the corporation is ASSOCIATION FOR POPULATION/FAMILY PLANNING LIBRARIES AND INFORMATION CENTERS.

SECOND. The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

A. To operate exclusively for charitable and educational purposes.

B. To exercise all the powers conferred upon corporations formed under the District of Columbia Non-profit Corporation Act in order to accomplish the corporation's charitable and educational purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

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FOURTH: The corporation shall issue no capital stock.

FIFTH: Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the Bylaws.

SIXTH: The corporation shall have one class of ^{regular} members and one class of student members, whose rights, including the right to vote, shall be as provided in the Bylaws.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the Bylaws as adopted by the Board of Directors.

EIGHTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

A. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as "the Code"), contributions to which are deductible for

federal income tax purposes; nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501 (c) (3) of the Code.

B. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501(c) (3) of the Code.

C. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part, and, during such time or times that the corporation is a private foundation within the meaning of Section 509 of the Code, no part of the activities of the corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation). Nor shall the corporation, directly or indirectly, 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.

E. At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where its activities are carried on.

F. No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its federal income tax exemption.

G. Notwithstanding any other provision of these Articles, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;

(2) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(3) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(4) The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; and

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

NINTH: Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Code.

TENTH: The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatever.

ELEVENTH: The corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in

which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article ELEVENTH shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of board of directors, or otherwise. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then, during such time or times, no payment shall be made under this Article ELEVENTH if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code), or a taxable expenditure (as defined in Section 4945(d) of the Code).

TWELFTH: All references contained in these Articles to the Internal Revenue Code of 1954, or to "the Code," shall be deemed to refer to the Internal Revenue Code of 1954, and the regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such

section or chapter and the regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any regulation established pursuant thereto.

THIRTEENTH: The address of the initial registered office of the corporation and the name of its initial registered agent at such address are:

Richard L. Hubbard
1229 19th Street, N.W.
Washington, D. C. 20036

The number of directors constituting the initial Board of Directors of the corporation is ten. The names and addresses of the persons who are to serve on the initial Board of Directors are:

Samuel Baum
Chief, International Demographic
Statistics Center
Bureau of the Census
U.S. Department of Commerce
Washington, D. C. 20233

Bates Buckner
Director, Technical Information
Programs
Carolina Population Center
University of North Carolina
University Square
Chapel Hill, North Carolina 27514

Blanche Horowitz
Director, Library Services
Planned Parenthood-World Population
810 Seventh Avenue
New York, New York 10019

Frances B. Jacobson
Librarian
Population Reference Bureau, Inc.
1755 Massachusetts Avenue, N.W.
Washington, D. C. 20036

Dorothy W. Kaufman
Librarian
Social and Economic Statistics Center
Department of Commerce
Washington, D. C. 20233

Simone Sauterot
Reference Center
Population Division
Grand Central Post Office No. 20
Room 3157
United Nations
New York, New York 10017

Gerald J. Spector
Utilization Review Training Institute
Hospital Utilization Project
3530 Forbes Avenue
Pittsburgh, Pennsylvania 15213

Rolf Versteeg
Program Liaison Officer
Center for Population Research
National Institute for Child
Health and Human Development
National Institutes of Health
Building 31
Bethesda, Maryland 20014

Karen Wilhelm
Senior Staff Assistant
Population Office
The Ford Foundation
320 East 43rd Street
New York, New York 10017

Wilma E. Winters
Librarian
Harvard Center for Population Studies
655 Huntington Avenue
Boston, Massachusetts 02115

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation this _____ day of _____, 1972.

Samuel Baum

Frances B. Jacobson

Rolf Versteeg

DISTRICT OF COLUMBIA, ss:

I, _____, a Notary Public, hereby certify that on the _____ day of _____, 1972, personally appeared before me Samuel Baum, Frances B. Jacobson and Rolf Versteeg, who signed the foregoing document as incorporators, and declared that the statements contained therein are true.

IN WITNESS WHEREOF, we have signed the acknowledged these Articles of Incorporation this 1st day of May, 1972.

Richard L. Hubbard
Richard L. Hubbard

Frances B. Jacobson
Frances B. Jacobson

Winifred L. Moats
Winifred L. Moats

DISTRICT OF COLUMBIA, ss:

I, Marguerite E. O'Brien, a Notary Public, hereby certify that on the 1st day of May, 1972, personally appeared before me Richard L. Hubbard, Frances B. Jacobson, and Winifred L. Moats, who signed the foregoing document as incorporators, and declared that the statements contained therein are true.

Marguerite E. O'Brien

MARGUERITE E. O'BRIEN
NOTARY PUBLIC, D. C.
My Commission Expires April 14, 1976