

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF CHILDFUND ALLIANCE
A Virginia Nonstock Corporation**

1 Name

The name of the Corporation is ChildFund Alliance.

2 Purpose

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the "Code"), including but not limited to promoting the well-being of children and their families throughout the world, and, in keeping with humanitarian values, the Corporation supports a holistic approach to child development emphasizing the physical, cognitive, social and spiritual development of children in the context of family and community. It subscribes to long-term, sustainable and community-based solutions to development problems affecting children and their families around the world.

The Corporation shall promote the brand name and services of ChildFund Alliance in all appropriate ways, including, but not limited to, the licensing of ChildFund Alliance – related trade names, trademarks and service marks and the development of brand awareness and logos. In addition it may, but is not required to, determine territorial limitations and definitions, to develop common standards in program, fundraising, governance and finance and to act as a mediator or arbitrator, if requested, for disputes arising between organizations subscribing to the Terms and Conditions for Membership in ChildFund Alliance hereafter identified.

Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

3 Activities and Powers

- (a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and -827 of the Virginia Nonstock Corporation Act.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Internal Revenue Code); and the Corporation shall not 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.

- (c) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2.

4 Members

The Corporation shall have no members.

5 Directors

- (a) Each Director of the Corporation is a representative designated by an organization (an "Affiliated Organization") that:
 - (i) Is organized as a not-for-profit corporation under the laws of its domiciliary state.
 - (ii) Subscribes to these Terms and Conditions for Membership in ChildFund Alliance:
 - (A) Is a child-focused organization creating lasting and meaningful change in the lives of impoverished or vulnerable children, families and communities;
 - (B) Has a formally constituted governing body and staff qualified to accomplish its stated objectives with acceptable efficiency, and demonstrates good practice in governance and internal management, including but not limited to:
 - (1) raising enough funds (locally) to support its own administrative costs, pay membership dues and have a sound financial base;
 - (2) having its accounts annually audited by an independent registered public auditor, and periodically publishing reports on operations, including but not limited to, financial statements;
 - (C) Adheres to and promotes basic principles in support of common standards in program, fundraising, governance and finance;
 - (D) Complies with the Articles of Incorporation and Bylaws and all other governing documents with respect to ChildFund Alliance;
 - (E) Is autonomous, non-governmental, non-sectarian and not-for-profit;
 - (F) Complies with the laws of its home country and of any country in which it operates, and does not discriminate on the basis of race, ethnicity, national origin, religion, belonging to a particular social group or other basis prohibited by the law of its home country;
 - (G) Has demonstrated capabilities as a fundraising office;
 - (H) Adheres to the principle that from July 1, 2001, there will be one Affiliated Organization of ChildFund Alliance registered in a country. This does not preclude another Affiliated Organization of ChildFund Alliance from working

in cooperation in any country in combination with a previously registered Affiliated Organization of ChildFund Alliance if the affected organizations so agree;

- (I) Seeks to cooperate in international humanitarian and development issues relating to children, their families and communities;
 - (J) Uses the name ChildFund Alliance and ChildFund Alliance logos in tandem with its own name and logo to identify itself as a licensee of ChildFund Alliance's trademark, trade names and service marks while moving toward the development and branding of universal logos identifying all associated organizations and enjoys the rights and privileges associated with the use and promotion of all relevant affiliations of ChildFund Alliance including any related trademarks, service marks, and list of program countries identifying the goodwill and worldwide reputation of ChildFund Alliance;
 - (K) Enjoys the rights and privileges associated with the use and promotion of the name and logo of the ChildFund Alliance community; and
 - (L) Supports relevant advocacy issues relating to children's rights and development, including adherence to the aims and principles set out in the U.N. Convention on the Rights of the Child.
- (iii) Is a Licensor or Licensee of the Corporation.
- (b) Each such organization shall be entitled to designate at least one Director of the Corporation.
 - (c) The Directors shall meet at least once a year in any manner permitted or authorized by the laws of the State of Virginia for the purpose of electing the officers of the Corporation and for conducting such other business as may properly come before the Directors. Directors may vote by proxy. A person holding a Director's proxy may exercise, as proxy, all powers to vote and deliberate on behalf of the Director as the Director could if present either in person or by any manner permitted by the laws of the State of Virginia.
 - (d) The number of Directors shall be set forth in the Bylaws, or by resolution of the Board of Directors, but in no event shall be less than three. They shall meet at least annually.
 - (e) The Directors shall be appointed for a four-year term. Each Director shall be a present or former board member or a present staff member of an Affiliated Organization. If a Director vacates his or her office before completion of the term for which he or she was designated, his or her replacement shall be elected for a new four-year term and shall be designated by the Affiliated Organization that had originally designated the Director.

6 Dissolution

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations selected by the Board of Directors that are organized and operating exclusively for charitable purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code when distributions are to be made to them.

7 Indemnification

To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Articles, the Corporation shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was a Director, or while a Director, is or was serving at the Corporation's request as a director, officer, partner, trustee, manager, member, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee, or agent of the Corporation who is not a Director to the same extent as if that person were a Director.

8 Insurance

The Corporation shall purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with Article 7 and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by that person in any such capacity or arising from the person's status as such, whether or not the Corporation would have power to indemnify against such liability under the provisions of Article 7.

9 Miscellaneous

These Articles of Incorporation are intended to constitute a Directors' agreement, as permitted by Section 13.1-852.1 of the Virginia Nonstock Corporation Act.