

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



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
DRUG REFORM COORDINATION NETWORK, INC.



C E R T I F I C A T E

as of MAY 12TH , 1997 .

Hampton Cross
Director

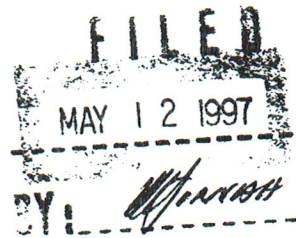
Katherine A. Williams
Administrator
Business Regulation Administration

Robert D. Henry
Robert D. Henry

Act. Asst. Superintendent of Corporations
Corporations Division

Motion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
of
DRUG REFORM COORDINATION NETWORK, INC.



TO: Department of Consumer and Regulatory Affairs,
Business Regulation Administration, Corporations Division,
614 H Street, N.W., Washington, D.C. 20001

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

- FIRST: The name of the corporation is Drug Reform Coordination Network, Inc.
- SECOND: The period of duration is perpetual.
- THIRD: The purpose for which the corporation is organized is to heighten public awareness of the consequences of drug policies, including but not limited to the current war on drugs; to promote rational debate on drug prohibition and alternatives to total prohibition; and to promote positive reform in the drug laws.

To these ends, the corporation will:

- (a) research the public health, medical, economic, social, criminal justice, and other costs of the war on drugs, and related topics;
- (b) communicate regularly with organizations and individuals concerned with drug policy;
- (c) provide communications and networking services to such persons;
- (d) disseminate information about drug policy and the impact of the war on drugs, through the Internet, through a newsletter and other bulletins, through the mass media, and by other means;
- (e) distribute informational and action-oriented bulletins on drug policy reform.

FOURTH: The corporation will have no members.

FIFTH: The Board of Directors shall have the power to vote.

SIXTH: The method of election or appointment of the Board of Directors, their qualifications, powers, duties, compensation and tenure of office, the manner of

filling vacancies on the Board and the manner of calling and holding meetings of the Directors, shall be as stated in the bylaws of the corporation. The power to adopt or amend organizational bylaws is reserved to the Board of Directors.

- SEVENTH:
- (a) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - (b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that 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 set forth in Article Third hereof.
 - (c) Upon the dissolution of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated to achieve similar purposes to this corporation.

EIGHTH: The address, including street and number and zip code, of the initial registered office is 4455 Connecticut Ave., NW, Suite B-500, Washington, D.C. 20008, and the name of the initial registered agent at such address is David Borden.

NINTH: The number of Directors constituting the initial Board of Directors is eight and the names and addresses, including street and number and zip code, of the persons who are to serve as the initial Directors until the first annual meeting or until their successors be elected or appointed and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
David Borden	Washington, D.C.
Keith Cylar	New York, NY
Dawn Day	Princeton, NJ
Cheryl Epps	Washington, D.C.

Richard M. Evans

Northampton, MA

Clifford A. Schaffer

Canyon Country, CA

Joey Tranchina

Redwood City, CA

Aaron D. Wilson

New York, NY

TENTH: The name and address, including street and number and zip code, of each incorporator is:

NAME

ADDRESS

David Borden

Washington, D.C.

Cheryl Epps

Washington, D.C.

Peter Kempner

Washington, D.C.

DATE: May 9, 1997

INCORPORATOR

INCORPORATOR

INCORPORATOR

I, DEBORAH SUGAR, a Notary Public, hereby certify that on the 9TH day of May, 1997, David Borden, Cheryl Epps, and Peter, appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Deborah Sugar
Notary Public District of Columbia
My Commission Expires: June 30, 2000

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



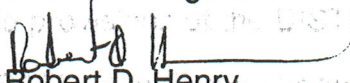
CERTIFICATE

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
DRUG REFORM COORDINATION NETWORK, INC.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
as of **May 24th , 1999** . DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

Lloyd J. Jordan
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration


Robert D. Henry
Superintendent of Corporations
Corporations Division

Act. Asst.

Anthony A. Williams
Mayor

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
DRUG REFORM COORDINATION NETWORK, INC.

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
614 H STREET, N.W. ROOM 407
WASHINGTON, D.C. 20001

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: Drug Reform Coordination Network, Inc.

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 Fourth shall be amended to read as follows:

"The Corporation shall have one or more classes of members, as determined by the bylaws, who support the goals and objectives of the Corporation. Members shall have no right to vote for directors or on any other matters affecting the Corporation."

Article Seventh, subparagraph (c), shall be amended to read as follows:

"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 such purposes and activities as permitted by Section 501(c)(4) of the Internal Revenue Code which shall at the time qualify as exempt from taxation under Section 501(c)(4) of the Internal Revenue 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 of 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."

THIRD: The amendment was adopted in the following manner: The amendment was adopted at a meeting of the Board of Directors held on May 13, 1999, and received the

vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Date: 5/24/99

Drug Reform Coordination Network, Inc.

By David Borden
David Borden, President

ATTEST: Adam J. Smith
Adam J. Smith, Secretary