



ARTICLES OF INCORPORATION
OF
GENERATIONS FOR PEACE INC.

**ESTABLISHED UNDER THE LAWS OF MARYLAND, USA,
AS A TAX-EXEMPT NON-STOCK CORPORATION**

**These amended Articles of Incorporation were adopted by
Resolution of the Members dated 13 July 2014,
and from that date replace the
original Articles of Incorporation dated 18 November 2012**



Generations For Peace Inc. is a charitable tax-exempt **501(c)(3)** non-profit incorporated in the USA with **EIN 46-1577158** and principal address at 5425 Wisconsin Avenue, Suite 600, Chevy Chase, MD 20815, USA.
Email: info@generationsforpeace.org. **Tel:** +1.240.383.1810

ARTICLES OF INCORPORATION FOR A TAX-EXEMPT NONSTOCK CORPORATION GENERATIONS FOR PEACE, INC.

The undersigned, HRH Prince Feisal Bin Al Hussein and Sarah Kabbani, being the Chairman and President, respectively, of Generations For Peace, a charitable non-profit peace building organisation registered in Jordan and dedicated to peace building; each having their address at Generations For Peace, Al Hussein Youth & Sport City, PO Box 963772, Amman 11196, Jordan; and each being at least eighteen years of age, do hereby form a nonprofit corporation under the laws of the State of Maryland.

ARTICLE I Name of Corporation

The name of the corporation is "GENERATIONS FOR PEACE, INC." (hereinafter, the "Corporation") and registered address in Maryland is 5425 Wisconsin Avenue, Suite 600, Chevy Chase, MD 20815, USA.

ARTICLE II Purposes

Section 1.

The purposes of the Corporation are exclusively charitable, educational, scientific, and nonprofit purposes, as defined under section 501(c)(3) of the and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue Law or regulations promulgated thereunder, hereinafter collectively referred to as the "Internal Revenue Code") as follows:

- (i) To follow the finest traditions of Jordan's Royal Family and strive incessantly for the highest standards of planning, coordination, support, delivery and research of programmes, whether harnessing the power of sport or otherwise, that lead or contribute to sustainable peace for future generations;
- (ii) To design, lead, coordinate, support, promote and research programmes educating the public concerning the nature, causes and effects of conflict, and on approaches for conflict resolution, restoring and maintaining peace, reconciliation, reintegration, and conflict prevention, whether through harnessing the power of sport or otherwise and including without limitation through the prevention or relief of poverty, the advancement of human rights, non-discrimination, equality and respect for diversity, tolerance and inclusiveness, racial and religious harmony, the advancement of health, education, good governance, citizenship, and community development;
- (iii) To innovate, test, monitor, evaluate and research or procure the research of different models of peace-building interventions and programme management and to make such research available to the public; to become universally recognized as a leader in the theory and the best practice delivery of sustainable peace building for future generations; and to become a partner of choice for peace building initiatives across the world;
- (iv) To support the cultivation in communities facing conflict of a positive, innovative and empowering environment in which the core values of leadership, respect and tolerance, empowerment, teamwork, and responsibility are respected, upheld and promoted;
- (v) To pursue these purposes in any community facing past, present, or potential future conflict in any form, in any country, place, and without any differentiation or discrimination on the ground of race, color, nationality, creed or sex;
- (vi) To perform other activities permitted to corporations under the general laws of the State of Maryland to the extent such activities are permitted by organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code;
- (vii) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code; and
- (viii) To solicit and collect donations and request funds in the form of monies, properties, real, and personal, stocks, bonds, securities and other things of value to hold title to property, collect income there from and to disburse and pay the proceeds over to tax exempt organizations and do all other acts that are permitted by 501(c)(3) Corporations. The Corporation is intending to qualify as an organization referred to under Section 501(c)(3) of the Internal Revenue Code.

Section 2.

The forgoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of these Articles of Incorporation of the Corporation, and each shall be construed as a power as well as a purpose and object of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the general laws of the State Maryland.

**ARTICLE III
Powers**

In order to carry out the purposes, the Corporation shall have the following powers within the limitations stated herein:

- (i) To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of this State of Maryland as may be necessary and proper for carrying on its legitimate affairs;
- (ii) To receive and take by gift, grant, assignment, transfer, devise or bequest any real or personal property in trust for any charitable, educational, or social purposes and for such other purposes as may be necessary and proper for carrying out the Corporation's legitimate affairs;
- (iii) To sell, convey, mortgage, pledge, lease as lessor, grant security interests in and otherwise dispose of all or any part of its property and assets;
- (iv) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (v) To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
- (vi) To sue and be sued, complain and defend, in its corporate name;
- (vii) To make donations for the public welfare or for charitable, scientific, literary or educational purposes, or for other purposes for which the Corporation is organized;
- (viii) To invest the Corporation's funds from time to time in any real or personal property; to lend money for its corporate purposes and to take and hold real and personal property as security for the payment of funds so invested or loaned; and
- (ix) To do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized as the Directors of the Corporation may from time to time deem appropriate and which are not inconsistent with powers conferred upon a non-stock Corporation by the general laws of the State of Maryland and the requirements of the Internal Revenue Code.

**ARTICLE IV
Resident Agent and Principal Office**

The name and address of the resident agent of the Corporation in this State is InCorp Services, Inc., 1519 York Road, Lutherville MD 21093, USA, or such other person as may be designated from time to time by the Board.

**ARTICLE V
No Stock**

The Corporation shall have no capital stock and is not authorized to issue capital stock. The membership shall be as set forth in the Corporation's Bylaws (the "Bylaws"). The undersigned incorporators shall be the initial members of the Corporation.

ARTICLE VI Directors

The initial number of directors of the Corporation shall be Six (6) and shall be set forth in the Bylaws. The members of the Corporation may alter the number of directors of the Corporation pursuant to the Bylaws of the Corporation provided that the number of directors of the Corporation does not exceed Forty (40) and is never less than Two (2). The directors may be divided into classes in such manner as may be permitted by law and provided in the Bylaws of the Corporation.

ARTICLE VII Regulation of Powers

Section 1.

The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors and the members:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person, 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 II hereof.
- (ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), and 2522(a)(2) of the Internal Revenue Code.
- (iii) Except as limited by Article VII, Section 1(v), the Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or, at its request, any other entity, to the full extent required or permitted by the general laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's Bylaws (as hereinafter defined) and be permitted by law, provided, however, that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under section 501(c)(3), of the Internal Revenue Code and contributions to which are deductible under sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), and 2522(a)(2) of the Internal Revenue Code. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification arrangements as may be permitted by law. No amendment of these Articles of Incorporation of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.
- (iv) To the fullest extent permitted by Maryland statutory or other law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the corporation or its members for money damages. No amendment of these Articles of Incorporation of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
- (v) Except as limited by the next sentence, the Corporation reserves the right from time to time to make any amendments of these Articles of Incorporation in accordance with the provisions below and that may now or hereafter be authorized by law, including any amendments changing the terms of contract rights, as expressly set forth in these Articles of Incorporation. The Corporation reserves the right from time to time to make any amendment its corporate purposes and objects as contained in this Article II hereof so that they may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code and contributions to which are deductible under sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), and 2522(a)(2) of the Internal Revenue Code.

Section 2.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force, except to the extent that the general laws of the State of Maryland permit activities which are not permitted under the Internal Revenue Code for any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), and 2522 (a)(2) of the Internal Revenue Code.

Section 3.

The Corporation shall merge or consolidate only with another non-stock corporation such that the successor Corporation is exempt under section 501(c)(3) of the Internal Revenue Code.

Section 4.

During any period of time that the Corporation is treated as a "private foundation" pursuant to Section 509 of the Internal Revenue Code, the Corporation shall be subject to the following restrictions and prohibitions:

- (i) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to subject the corporation to taxation on undistributed income under Section 4942 of the Code;
- (ii) The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code;
- (iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code which would subject the corporation to taxation under Section 4943 of the Internal Revenue Code;
- (iv) The Corporation shall not make any investments or otherwise acquire assets in such manner so as to subject the corporation to taxation under Section 4944 of the Internal Revenue Code; and
- (v) The Corporation, Inc., shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE VIII
Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE IX
Dissolution**

If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organizations(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, provided the Corporation, before any such distributions, shall first pay all of the liabilities of the Corporation as required by the general laws of the State of Maryland. Any remaining assets shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

**ARTICLE X
Amendment**

These Articles of Incorporation may be amended by a two-thirds (2/3rds) vote of the Directors present at any duly constituted meeting of the Board, *provided, however*, that such amendments shall have been proposed at a previous meeting of the Board and notice of its consideration shall have been sent to all members along with the notice of the meeting required by the Bylaws.

**ARTICLE XI
Severability**

In the event any provision (or portion thereof) of these Articles of Incorporation shall be found to be invalid, prohibited, or unenforceable for any reason, the remaining provisions (or portions thereof) of these Articles of Incorporation shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited, or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of the Corporation that each such remaining provision (or portion thereof) of these Articles of Incorporation remain, to the fullest extent permitted by law, applicable and enforceable, notwithstanding any such finding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of July, 2014 and acknowledge the same to be my act.

SIGNATURES OF INCORPORATORS:



.....
Feisal Bin Al Hussein
Generations For Peace
Al Hussein Youth & Sport City
PO Box 963772
Amman 11196
Jordan



.....
Sarah Kabbani
Generations For Peace
Al Hussein Youth & Sport City
PO Box 963772
Amman 11196
Jordan