

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



CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 7th day of September, 1984, Articles of Incorporation of:

OMEGA LIFE MEMBERSHIP FOUNDATION, INC.

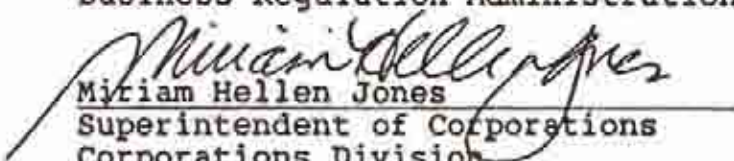
The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of this office.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 20th day of July, 1988.

Donald G. Murray  
Director

Henry C. Lee, III  
Acting Administrator  
Business Regulation Administration

  
Miriam Hellen Jones  
Superintendent of Corporations  
Corporations Division

ARTICLES OF INCORPORATION  
OF THE  
OMEGA LIFE MEMBERSHIP FOUNDATION, INC.

18.00  
2.00  
\$12.00

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

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 for such corporation pursuant to the District of Columbia NON-PROFIT CORPORATION ACT (D.C. Code Title 29, Chapter 10);

FIRST: The Name of the Corporation is OMEGA LIFE MEMBERSHIP FOUNDATION, INC.

SECOND: The period duration is PERPETUAL.

THIRD: The purpose or purposes for which the corporation is organized are (a) to take, receive, acquire, own, have, and hold, the life membership estate, dues, assets, funds, principal, income, monies, accounts and properties both real and personal, tangible and intangible, of the individual life members of the Omega Psi Phi Fraternity, Incorporated, for such uses and purposes and with such powers, duties and obligations as are set forth, in this Charter and in the corporate by-laws or which are established by any Trust Instrument duly authorized, adopted and enacted. (b) In general, to do any and all acts and things, and to exercise any and all powers which it may now hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the District of Columbia for the purpose of accomplishing any of the purposes of the Corporation. (c) To seek an exemption from taxation pursuant to 26 U.S.C. §501(c). (d) The Corporation shall not engage nor shall any substantial portion of its assets, funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of

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statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

FOURTH: The corporation shall have members as provided for in the By-laws.

FIFTH: The manner in which directors shall be elected shall be provided in the by-laws provided that such directors shall be elected by the corporation's membership, and said Board of Directors shall consist of not more than seventeen members, eleven (11) of which are elected by the Districts one (1) from each District of the Omega Psi Phi Fraternity, Inc.

SIXTH: Provisions for the regulation of the internal affairs of the corporation, including provision for distribution of assets on dissolution or final liquidation shall be provided in the by-laws, provided that no distribution shall be had other than to a non-profit corporation which has as its purposes and devote its funds to scientific and literary pursuits; educational scholarships, student housing, leadership training and educational loans; and to which an exemption from taxation has been granted pursuant to 26 U.S.C. §501(c).

SEVEN: The address, including street and number and zip code, of the initial registered agent is 2714 Georgia Avenue, N.W. 20001 and the name of the initial registered agent at such address is Robert Reeder.

EIGHTH: The number of directors constituting the initial board of directors are eleven 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 are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Edgar A. Burnett	7321 Cornell Avenue St. Louis, Mo 63130

James M. Conley	912 38th Ave. N. Nashville, Tenn. 37209
Lester B. Johnson	1905 Fitzgerald St. Savannah, Fla. 31405
Bro. Kenneth Wilson	3377 Gibraltar Hts. Apt. K-4 Toledo, Ohio 43609
Henry Spears	2069 Wabash Ave. Montgomery, Ala 36108
William Bowers	3917 Haddon Road Denver, Co 80205
Bro. Kenneth Stewart	1713 16th Street Chicago, Ill 60064
Bro. Clarence E. Lightner	717 Delaney Dr. Raleigh, N.C. 27610
H. Albion Ferrell	2333 First Street, N.W. Washington, D.C. 20001
Melvin J. Washington	7815 - 16th Street, N.W. Washington, D.C. 20012
Marion W. Garnett	5201 South Cornell Ave. Apt. 16B Chicago, Ill 60615

NINTH: The name and address, including street and number, of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Clarence E. Lightner	717 Delaney Drive Raleigh, N.C. 27610
Edgar A. Burnett	7321 Cornell Avenue St. Louis, Mo 63130
William Bowers	3917 Haddon Road Denver, Co. 80205

Incorporators

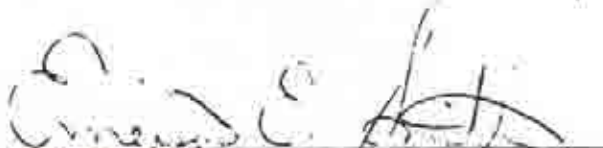
Clarence E. Lightner  
Edgar A. Burnett  
W. A. Bowers

Date: 8-20-54

STATE OF MISSOURI  
County of St. Louis

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:        ss:  
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I, Emerson E. Smith, a Notary Public  
in and for the above State and County, hereby certify that on the  
28th day of August, 1984,  
personally appeared before me Edgar Burnett, who  
signed the foregoing document as an incorporator and acknowledged that  
the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public

Notarial Seal

My Commission Expires:  
EMERSON E. SMITH  
NOTARY PUBLIC, STATE OF MISSOURI  
MY COMMISSION EXPIRES JUNE 14, 1985  
CITY OF ST. LOUIS  
\_\_\_\_\_

STATE OF NORTH CAROLINA

:  
:  
:

58:

County of Wake

I, Margaret M. Lytton, a Notary Public  
in and for the above State and County, hereby certify that on the  
20th day of August, 1984 personally  
appeared before me Clarence E. Lytton, who signed  
the foregoing document as an incorporator and acknowledged that the  
statements therein contained are true.

Margaret M. Lytton  
Notary Public

Notarial Seal

My Commission Expires:

June 12, 1988

STATE OF COLORADO

County of ~~Arapahoe~~ <sup>Denver</sup>

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:  
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SS:

I, Jeanette L. Payne, a Notary Public in and for the above State and County, hereby certify that on the 4th day of September, 1984, personally appeared before me William Bowers, who signed the foregoing document as an incorporator and acknowledged that the statements therein contained are true.

Jeanette L. Payne  
Notary Public

Notarial Seal

My Commission Expires:

My Commission Expires Feb. 13, 1988  
227 So. Decatur St.  
Denver, Colorado 80219



ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
OMEGA LIFE MEMBERSHIP FOUNDATION, INC.

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 following amendments of the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

- (1) The Second article was amended to read as follows:

SECOND: The period of duration is PERPETUAL.

- (2) The Third article was amended to read as follows:

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

- (a) To take, receive, acquire, own, have, and hold, the life membership estate, assets, funds, principal, income, monies, accounts grants, donations, gifts and properties both real and personal, tangible and intangible, for such uses and purposes and with such powers, duties and obligations as are set forth, in this Charter and in the corporate by-laws.
- (b) In general, to do any and all acts and things, and to exercise any and all powers which it may now hereafter be lawful for the corporation to do or exercise under and pursuant to the laws of the District of Columbia for the purpose of accomplishing any of the purposes of the Corporation.
- (c) To devote its funds to scientific and literary pursuits; educational scholarships, student housing, middle and low income housing, leadership training and educational loans; which qualify as a deduction under section 170 (c) (2) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law).
- (d) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law).

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(e) The Corporation shall not engage nor shall any substantial portion of its assets, funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in ( including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive or un-American activities.

(f) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. Notwithstanding any other provision of these articles, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (B) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Law).

(3) The Fifth article was amended to read as follows:

FIFTH: The manner in which directors shall be elected shall be provided in the by-laws and shall be no more than seventeen members of which one shall be elected from each region as established by the by-laws.

(4) The Sixth article was amended to read as follows:

SIXTH: Provisions for the regulation of the internal affairs of the corporation, including provision for distribution of assets on dissolution or final liquidation shall be provided in the by-laws, provided that no distribution shall be had other than to a non-profit corporation which has as its purposes and devotes its funds to scientific and literary pursuits; educational scholarships , student housing, leadership training and educational loans; to which an exemption from taxation has been granted pursuant to section 501 (c) (3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law).

Second: The amendments were adopted in the following manner:

"The amendments were adopted at a meeting of the Board of Directors held on September 8, 1984 and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof".

DATE

Sept 15 1984

OMEGA LIFE MEMBERSHIP FOUNDATION, INC.

By

Clarence Lightner  
Clarence Lightner, Acting President

Attest:

Edna G. Bennett  
Acting Secretary