

ARTICLES OF INCORPORATION

of

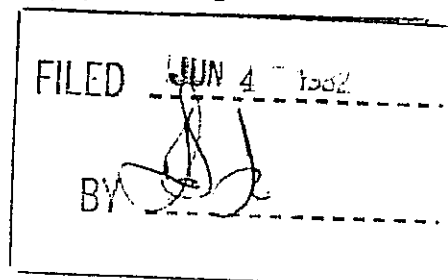
BUSINESS EXECUTIVES FOR NATIONAL SECURITY, INC.

(under the District of Columbia
Nonprofit Corporation Act)

The undersigned incorporators, desiring to form a corporation under the District of Columbia Nonprofit Corporation Act, as amended and and as it may be amended or revised (the "Act"), do hereby certify:

1. Name. The corporation's name is Business Executives for National Security, Inc..
2. Duration. The period of duration is perpetual.
3. Purpose and Activities. The corporation (a) is organized exclusively for charitable, educational, literary and scientific purposes, including (without limitation) public education on questions of peace and disarmament; (b) may engage in all activities permitted by the Act incidental to or in furtherance of those purposes, except as restricted herein; and

* All citations in these Articles to the "Internal Revenue Code of 1954" or the "Code" shall be deemed to include both amendments thereto and statutes which succeed the cited provisions (i.e., the corresponding provision(s) of any subsequent or recodified federal tax laws).



(c) shall comply with the laws, rules and regulations set forth in and promulgated pursuant to the Internal Revenue Code of 1954 (hereinafter "the Code"*) and applicable to organizations described in §501(c)(3), to which contributions are deductible under §170(c)(2), thereof.

4. Restrictions if a private foundation. To the extent required by §508(e)(1) of the Code and/or §29-1030a of the Act, the corporation:

- (a) shall distribute its income for each taxable year at such time(s) and in such manner(s) as not to become subject to tax on undistributed income imposed by §4942 of the Code;
- (b) shall not engage in any act of self-dealing as defined in §4941(d) of the Code;
- (c) shall not retain any excess business holdings as defined in §4943(c) of the Code;
- (d) shall not make any investment in such manner as to subject it to tax under §4944 of the Code; and
- (e) shall not make any taxable expenditure as defined in §4945(d) of the Code.

5. Membership. The corporation may have one or more classes of members as provided in its Bylaws.

6. Directors. The size and manner of election or appointment of the corporation's Board of Directors shall be as provided in its Bylaws.

7. Application of Earnings. The corporation shall issue no stock and its net earnings shall be devoted exclusively to charitable, educational, literary and scientific purposes, as provided in Article 3 hereof, and no part thereof shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and expenses incurred on its behalf, and may otherwise make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

8. Distribution on Dissolution. Upon dissolution of the corporation, , the Board of Directors, after paying or making provisions for the payment of all liabilities, shall arrange for the distribution of all remaining assets in such a manner(s) as are consistent with the corporation's purposes and with applicable provisions of law, either by direct distribution or by distribution to one or more organizations

organized and operated exclusively for charitable, educational, literary, religious, or scientific purposes as shall at the time qualify as tax-exempt under §501(c)(3) of the Code.

9. Registered Agent and Office. The address of the corporation's initial registered agent in the District of Columbia is 1232 17th Street, N.W., Third Floor, Washington, D.C. 20036, and its initial registered agent at that address is Thomas R. Asher.

10. Initial Directors. The number of Directors constituting the initial Board of Directors is three, and their respective names and addresses are:

Thomas R. Asher	1232 Seventeenth Street, N.W. Washington, DC 20036
Archibald Gillies	275 Central Park West New York, NY 10024
Stanley Weiss	2126 Connecticut Avenue, N.W. Washington, DC 20036

11. Incorporators. The names and addresses of the incorporators, each of whom is over 21 years of age, are:

Thomas R. Asher

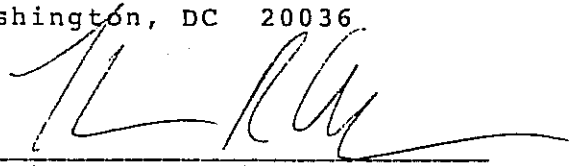
1232 -17th Street, N.W.
Washington, DC 20036

Maria M. Ashwell

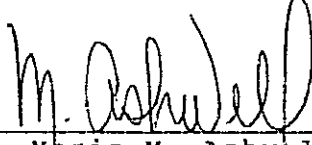
1232 -17th Street, N.W.
Washington, DC 20036

Suzanne L. Kalfus

1232 -17th Street, N.W.
Washington, DC 20036



Thomas R. Asher



Maria M. Ashwell



Suzanne L. Kalfus

Date: June 1, 1982, District of Columbia, ss:

On this day there personally appeared before me Thomas R. Asher, Maria M. Ashwell, and Suzanne L. Kalfus, all of the incorporators referred to in Article 10 of the foregoing Articles of Incorporation of Business Executives for National Security, Inc., who acknowledged the execution thereof and swore or affirmed to the truth of the facts therein stated.

Witness my hand and notarial seal this 1st day of June, 1982.



Notary Public, D.C.

My commission expires:

My Commission Expires November 30, 1985