

**STATE OF DELAWARE**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**THE NATIONAL HELLENIC SOCIETY, INC.**  
**A NON-STOCK CORPORATION**

**ARTICLE ONE**

**CORPORATE NAME**

The name of this corporation is THE NATIONAL HELLENIC SOCIETY, INC.

**ARTICLE TWO**

**REGISTERED OFFICE**

The corporation's registered office in the State of Delaware is to be located at:

16192 Coastal Highway  
Sussex County  
Lewes, Delaware 19958

The registered agent in charge thereof is Harvard Business Services, at the same address.

**ARTICLE THREE**

**CORPORATION'S NATURE AND PURPOSES**

The National Hellenic Society 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).

This corporation is a non-stock, non-profit corporation. The purpose of the corporation is to perform only those acts necessary and incidental to fulfilling exempt purposes and to engage in any lawful act or activity for which non-profit corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE FOUR**

**NON-STOCK CORPORATION**

This corporation shall not have any capital stock, and the conditions of membership shall be stated in the By-Laws.

**ARTICLE FIVE**

**INCORPORATOR**

The name and mailing address of the Incorporator is:

Arthur Dimopoulos  
1749 St. Matthew's Court, N.W.  
Washington, DC 20036

**ARTICLE SIX**

**DIRECTOR OF THE CORPORATION**

The powers of the Incorporator are to terminate upon filing of the Certificate of Incorporation, and the name and address of the person who is to serve as Director until his successors are elected are as follows:

Timothy Maniatis  
7272 Wisconsin Avenue, Suite 300  
Bethesda, Maryland 20814

**ARTICLE SEVEN**

**BOARD OF DIRECTORS AUTHORITY**

The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws, but in no case being less than three directors. The directors need not be members of the corporation unless so required by the By-Laws or by Statute. The Board shall be elected by the members of the corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The Board may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise all the powers of the Board in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the By-Laws so provide, be classified as to term of office. The corporation may elect such officers as the By-Laws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the By-Laws may provide. The Board of Directors

as said Court shall determine which are organized and operated exclusively for such designated purposes.

### ARTICLE ELEVEN

#### RESERVATION OF RIGHTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Corporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon members herein are granted subject to their reservation.

### ARTICLE TWELVE

#### LIABILITY AND INDEMNIFICATION

Directors and the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the corporation or its members; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) a transaction from which the Director derived an improper personal benefit.

The corporation shall hold harmless and indemnify the Directors for any liability, loss and attorneys fees arising from any claims, threatened or actual, as a result of serving or having served as a Director of the corporation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a non-profit corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 4<sup>th</sup> day of January, 2008.

BY: /s/ Arthur Dimopoulos  
Incorporator

NAME: Arthur Dimopoulos