

**ARTICLES OF INCORPORATION  
OF  
HUNGARIANAMERICA FOUNDATION, INC.**

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 2001 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

- FIRST: The name of the corporation (the “**Corporation**”) is HungarianAmerica Foundation, Inc.
- SECOND: The period of the Corporation’s duration is perpetual.
- THIRD: The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes (“**exempt purposes**”) within the meaning of Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “**Code**”). In particular, and without limiting the foregoing, the Corporation shall provide a forum for discussion and presentation on arts, humanities and sciences.
- FOURTH: The Corporation has no members.
- FIFTH: The manner of the election or appointment of the directors of the Corporation shall be provided in the Bylaws of the Corporation.
- SIXTH: The provisions for the regulation of the internal affairs of the Corporation are to be stated in the Bylaws of the Corporation, as the same may be amended from time to time.
- SEVENTH: The address of the registered office of the Corporation and the name of the registered agent at such address is:

Beata Salamon  
2141 P Street, NW, #606  
Washington, D.C. 20037

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EIGHTH: The number of directors constituting the initial board of directors is 5, and the names and addresses, including street and number of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

Kenneth Nyirady  
612 Kingsley Road, SW  
Vienna, VA 22180-6403

Jozsef T. Komlodi  
926 N. Barton Street  
Arlington, VA 22201

Zoltan Safar  
3429 Tulane Drive, Apt. 24  
Hyattsville, MD 20783

Edit V. Velenyi  
14508 Chesterfield Road  
Rockville, MD 20853

Sandor Vegh  
14508 Chesterfield Road  
Rockville, MD 20853

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

Richard N. Gale, Esq.  
Arent Fox Kintner Plotkin & Kahn, PLLC  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036

Steven A. Cohen, Esq.  
Arent Fox Kintner Plotkin & Kahn, PLLC  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036

Beata Salamon, Esq.  
Arent Fox Kintner Plotkin & Kahn, PLLC  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036

ELEVENTH: No substantial part of the activities of the Corporation shall involve the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publication or distribution of statement(s), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

TWELFTH: During any period when the Corporation is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not do any of the following:

(a) Engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, which would result in any tax liability under Section 4941(a) of the Code;

(b) Fail to distribute for the purposes specified in Article THIRD hereof amounts sufficient to avoid tax liability under Section 4942(a) of the Code;

(c) Retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would result in any tax liability under Section 4943(a) of the Code;

(d) Fail to exercise ordinary business care and prudence in making investments or make any investment which, under Section 4944 of the Code, would jeopardize the carrying out of any of its exempt purposes and result in any tax liability under Section 4944(a) of the Code; or

(e) Make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would result in any tax liability under Section 4945(a) of the Code.

THIRTEENTH: In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all of the proper liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively to an entity or organization which is then exempt as an organization described in Sections 170(c)(2) and 501(c)(3) of the Code or to more than one such exempt entity or organization, as shall be determined by the Board of Directors of the Corporation or, in default of any such determination, by the Government of the District of Columbia for exclusively public purposes.

*[Signatures appear on the next page.]*

**INCORPORATORS:**

*[Handwritten Signature]*

(Signature)

*[Handwritten Signature]*

(Signature)

*[Handwritten Signature]*

(Signature)

I, *Barbara J. Robertson*, a Notary Public, hereby certify that on the *14<sup>th</sup>* day of May, 2003, Richard N. Gale, Steven A. Cohen and Beata Salamon personally appeared before me and signed the foregoing document as incorporator, and have averred that the statements therein contained are true.

(NOTARY SEAL)

*[Handwritten Signature]*  
Notary Public

Barbara J. Robertson  
Notary Public District of Columbia  
My Commission Expires May 14, 2005