

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE AMERICAN UNIVERSITY OF IRAQ FOUNDATION, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2013, AT 12:27 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0741108

DATE: 09-17-13

CERTIFICATE OF INCORPORATION

OF

THE AMERICAN UNIVERSITY OF IRAQ FOUNDATION, INC.

Under Section 102 of the General Corporation
Law of the State of Delaware

Section 1. **Name.** The name of the Corporation is THE AMERICAN UNIVERSITY OF IRAQ FOUNDATION, INC. (the "Corporation").

Section 2. **Registered Office and Agent.** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

Section 3. **Purposes.** (a) The Corporation is a non-stock, not for profit corporation. It is organized and shall be operated exclusively for charitable or educational purposes within the meaning of sections 170(c)(2)(B) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws (the "Code").

(b) In furtherance of such purposes, the Corporation shall concentrate at least initially on activities in the United States and Iraq relating to the support and promotion in Iraq of education at the university level based on American models, including, without limitation and

in the discretion of the Corporation's board of directors, activities involving the acquisition or construction in Iraq of property, facilities and equipment necessary or appropriate for the establishment and operation of a university; the planning of courses of study; the recruitment of faculty, students and staff; related international partnerships and initiatives; and fundraising, financing and other activities in support of the foregoing.

(c) At any time or from time to time the Corporation in its discretion may change its activities or programs, or engage in new activities or programs, provided that in all events, and notwithstanding any other provision of this certificate, the Corporation shall engage only in those activities and programs that are permitted for organizations described in section 501(c)(3) of the Code, contributions to which are deductible under section 170(c)(2) of the Code.

Section 4. Powers. The powers of the Corporation, to be exercised in furtherance of the foregoing purposes, shall include, without limitation, the powers:

(a) To solicit, collect, accept, hold, invest and administer contributions, gifts, bequests, devises, benefits of trusts (but not to act within the State of Delaware as trustee of any trust) and property of any kind whatsoever without limitation as to amount or value, and to use, disburse or donate the income or principal thereof in the furtherance of the purposes of the Corporation;

(b) To give, convey, assign or otherwise transfer any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that no such gift, conveyance, assignment or transfer shall be made that would disqualify the Corporation from exemption under section 501(c)(3) of the Code;

(c) To maintain offices, accounts and records, to hold assets and to engage in activities in any part of the United States and in foreign countries;

(d) To form or participate in joint ventures, partnerships or consortia intended to assist in carrying out the purposes of the Corporation; and

(e) To do any and all lawful acts and things that may be necessary or appropriate for the accomplishment of the purposes of the Corporation.

Nothing in this certificate shall be deemed to permit the Corporation to carry on any activity, exercise any power or do any act that is unlawful or unauthorized for a corporation formed under the General Corporation Law of Delaware as the same now exists or may hereafter be amended.

Section 5. Stock and Membership. The Corporation shall not have authority to issue capital stock but, as and to the extent provided in the bylaws, the Corporation shall have members. The terms and conditions of membership shall be as provided in the bylaws.

Section 6. Restrictions and Limitations. (a) The Corporation shall not be conducted or operated for profit, and no part of the net earnings or assets of the Corporation shall inure to the benefit of any private individual, nor shall any of such net earnings or assets of the Corporation be used other than for the objectives and purposes of the Corporation, provided 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 Section 3 hereof.

(b) Except as may otherwise be permitted by the Code and the laws of the State of Delaware, 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 in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) If during any period the Corporation shall be a "private foundation," as that term is defined in section 509(a) of the Code, the Corporation shall distribute its income for each such period at such time and in such manner as not to subject it to tax under section 4942 of the Code, and the Corporation shall not during such period (i) engage in any act of self-dealing as defined in section 4941(d) of the Code; (ii) retain any excess business holdings as defined in section 4943(c) of the Code; (iii) make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; or (iv) make any taxable expenditures as defined in section 4945(d) of the Code.

Section 7. **Adoption of Bylaws.** The board of directors of the Corporation shall have the power to make, alter, amend, add to or repeal the bylaws of the Corporation.

Section 8. **Election of Directors.** Election of directors may be conducted by written ballot, voice vote, or such other method as the bylaws may provide or as may be approved by resolution of the board of directors. The initial directors of the Corporation, who shall serve until their successors are elected and qualify, shall be those persons elected by the

incorporator of the Corporation pursuant to the General Corporation Law of the State of Delaware.

Section 9. Limitation of Liability of Directors. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

Section 10. Amendments. The board of directors has the right to amend, alter, change or repeal any provision contained in this certificate or in the bylaws of the Corporation in the manner now or hereafter provided by law, and all rights conferred herein on directors are subject to this reserved power, provided that any such amendment, alteration, change or repeal shall be consistent with the requirements of sections 170(c)(2) and 501(c)(3) of the Code, and provided that any amendment, alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

Section 11. Liquidation. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the property or other net assets of the Corporation, or any net proceeds thereof, shall be distributed for one or more exempt purposes within the meaning of, or to one or more organizations

described in, section 501(c)(3) of the Code, as the board of directors shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the directors of the Corporation or any other private individual. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the State of Delaware for the county in which the principal office of the Corporation is then located, exclusively for the purposes set forth in Section 3 hereof, or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

Section 12. Incorporator. The name and mailing address of the incorporator are as follows:

John Paul Schnapper-Casteras
450 Massachusetts Ave NW, Apt. 401
Washington, DC 20001

I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate of Incorporation hereby declaring and certifying that the facts herein stated are true, and, accordingly, have hereunto set my hand this 13th day of September, 2013.



John Paul Schnapper-Casteras
Incorporator