

ARTICLES OF INCORPORATION  
OF FRIENDS OF THE ART MUSEUM  
OF THE AMERICAS

To: 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:

First: The name of the corporation is Friends of the Art Museum of the Americas.

Second: The period of duration is perpetual.

Third: The purposes of the corporation are educational, cultural and charitable in order to foster, encourage, stimulate and promote interest in art, artists and artistic works of the Americas. To these ends, it may carry-out the following activities:

- a. Undertake fund-raising activities in order to provide financial support for such activities of the Museum as may be mutually agreed between the parties;
- b. Participate in all types of activities related to these purposes and which are in the interests of the Museum and the corporation;
- c. Foment, stimulate and promote interest in Latin American art, artists, artistic works and objects and particularly those of contemporary creation;
- d. Provide funds for the purchase of such artistic works for the permanent collection of the Museum;
- e. Sponsor, organize and/or otherwise support conferences and seminars which foster appreciation of art in the Americas. Finance, as appropriate, the preparation, publication and distribution of books, brochures or audio-visual materials relating to art in the Americas.
- f. Increase and improve the knowledge and appreciation of the products of artists throughout the Americas by sponsoring, organizing and presenting exhibitions in the United States and other countries.

- g. Grant stipends, fellowships or commissions to promote the study of contemporary Latin American art and its creation;
- h. Cooperate with other organizations, both governmental and non-governmental including the Organization of American States, that have a special interest in the promotion of the arts and culture of the Americas; and
- i. Operate exclusively for the accomplishment of educational, cultural and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended.

It shall be understood that all of the above mentioned objectives, purposes and powers shall be regarded as independent objectives, purposes and powers, together with all the powers conferred on the corporation under the District of Columbia Non-Profit Incorporation Act.

Fourth: The Corporation will have members.

Fifth: The qualifications and rights of members shall be as provided in the by-laws of the corporation.

Sixth: The manner of election or appointment of directors and officers of the corporation shall be as provided in the by-laws of the corporation.

Seventh: The corporation shall have all of the powers necessary and incidental to the carrying out of the above purposes, including, but not limited to, powers granted to it under the District of Columbia Non-Profit Corporation Act, provided, however, that:

- A) The corporation shall not have or exercise any power or authority, either expressly, by interpretation of by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, contributions to which are deductible for federal federal income tax purposes:
- B) No part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent 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 it engage in any activities that are unlawful under the laws of the United States of America, the District of Columbia, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the said Code;
- C) The corporation shall never be operated for the primary purpose-of carrying on a trade or business for profit, and no part of its assets or net earnings shall be used, nor shall it ever be organized or operated, for purposes that are not

exclusively charitable or educational within the meaning of Section 501(c)(3) of the said Code;

- D) No compensation or payment shall ever be paid or made to any officer, director, trustee, or organizer of the corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for the corporation; and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among any such persons; provided, further, that no part of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the said Code;
- E) In the event of termination, dissolution, or winding-up of the corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) an organization with similar purposes which has established tax-exempt status under Section 501(c)(3) of the said Code:
- E) Any references herein to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provision of the Internal Revenue Code of 1954 as now in effect or as hereafter amended, supplemented, or superseded.

Eight: The address of the current registered office of the corporation is:

Association of Friends of the Museum of Modern Art of Latin America  
c/o Museum of Modern Art of Latin America  
201 - 18th Street, N.W., Washington, D.C. 20006

and the name of its current registered agent at such address is:

Mrs. Barbara W. Gordon, President

Ninth: The names and addresses of the original incorporators of the Association are as follows:

Barbara W. Gordon  
2950 Q Street, NW  
Washington, D.C. 20007

Kenneth M. Crosby  
1100 Connecticut Avenue, NW  
Washington, D.C. 20036

E. David Harrison  
1707 L Street, NW, Suite 1030  
Washington, D.C. 20036

Tenth: The names and addresses of the current officers and Board of Directors are as follows:

Mrs. Barbara W. Gordon  
2950 Que Street, N.W.  
Washington, D.C. 20007

Mr. Niles Bond  
2440 Virginia Avenue, N.W.  
Washington, D.C. 20037

The Honorable John Jova  
1336 31th St., N.W.  
Washington, D.C. 20007

Mr. Carlos Garcia-Tunon  
7502 Glennon Drive  
Bethesda, MD 20817

Mr. Dennis Tristani  
National Bank of Washington  
619 14th Street, N.W.  
Washington, D.C. 20005

Mr. Miguel Nunez-Lawton  
2844 Wisconsin Avenue, N.W.  
Washington, D.C.

Mrs. Gloria Fitchett  
5800 Plainview Road  
Bethesda, MD 20817

Mr. William Lowenthal  
6320 Crosswoods Circle  
Falls Church, VA 22044

Ms. Leslie Ahlander  
7445 S.W. 128th Street  
Miami, Florida 33156

Ms. Elizabeth Del Mar  
520 N Street, N.W.  
Washington, D.C. 20024  
Mrs. Ann Haas  
2510 Virginia Avenue, N.W.  
Apt. 1007N

Washington, D.C. 20037

Mr. Leonard J. Horwitz  
2500 Virginia Avenue  
Apt. 403-S, Watergate East, N.W.  
Washington, D.C. 20037

Ms. Robin Justiz  
1080 Wisconsin Avenue, N.W., #104  
Washington, D.C. 20007

Ms. Elba Martinez  
940 25th Street, N.W.  
Washington, D.C. 20037

Mr. David Scott  
3016 Cortland Place, N.W.  
Washington, D.C. 20008

Ms. Lisa Schlakman  
6622 Dearborn Drive  
Falls Church, VA 20008

Mr. Steve Strickland  
3010 32nd Street, N.W.  
Washington, D.C. 20007

Eleventh: The corporation reserves the right to make from time to time amendments of these Articles of Incorporation which may now or hereafter be authorized by law, except that no such amendment shall be made which would change the purposes of this corporation to include purposes which would not be exclusively educational, scientific or charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or which would grant the corporation one or more powers which would disqualify it from any tax-exempt status it may have achieved.

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



C E R T I F I C A T E

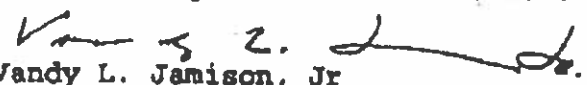
THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to ASSOCIATION OF FRIENDS OF THE MUSEUM OF MODERN ART OF LATIN AMERICA

Name Change To  
FRIENDS OF THE ART MUSEUM OF THE AMERICAS

as of May 3rd , 1991 .

Aubrey H. Edwards  
Acting Director

Henry C. Lee, III  
Administrator  
Business Regulation Administration

  
Assistant Vandy L. Jamison, Jr  
Superintendent of Corporations  
Corporations Division

Sheron Pratt Dixon  
Mayor

**ARTICLES OF AMENDMENT**  
to the  
**ARTICLES OF INCORPORATION**  
OF  
**ASSOCIATION OF FRIENDS OF THE**  
**MUSEUM OF MODERN ART OF LATIN AMERICA**

To: Department of Consumer & Regulatory Affairs  
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 name of the corporation is Association of Friends of the Museum of Modern Art of Latin America.

**SECOND:** The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Act:

The Articles of Incorporation are hereby amended by striking out the Article First and inserting in lieu thereof the following:

**FIRST:** The name of the corporation is Friends of the Art Museum of the Americas.

**FILED**

**9 - MAY 1991**

*WLA*

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THIRD: The Amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on *December 6*, 1990, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.


DATE: April 16, 1991

Friends of the Art Museum of  
the Americas

By:

  
\_\_\_\_\_  
William E. Kimberly  
President

ATTEST:

  
\_\_\_\_\_  
Secretary



ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
OF  
THE ASSOCIATION OF THE FRIENDS OF THE  
MUSEUM OF CONTEMPORARY LATIN AMERICAN ART

To: Department of Consumer & Regulatory Affairs  
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 name of the corporation is The Association of the Friends of the Museum of Contemporary Latin American Art.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Act:

The Articles of Incorporation are hereby amended by striking out the Article THIRD and inserting in lieu thereof the following:

THIRD: The purposes of the corporation are educational, cultural and charitable in order to foster, encourage, stimulate and promote interest in art, artists and artistic works of the Americas. To these ends, it may carry-out the following activities:

FILED  
SEP 22 1989

BY: [Signature]  
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- a. Undertake fund-raising activities in order to provide financial support for such activities of the Museum as may be mutually agreed between the parties;
- b. Participate in all types of activities related to these purposes and which are in the interests of the Museum and the corporation;
- c. Foment, stimulate and promote interest in Latin American art, artists, artistic works and objects and particularly those of contemporary creation;
- d. Provide funds for the purchase of such artistic works for the permanent collection of the Museum;
- e. Sponsor, organize and/or otherwise support conferences and seminars which foster appreciation of art in the Americas. Finance, as appropriate, the preparation, publication and distribution of books, brochures or audio-visual materials relating to art in the Americas;
- f. Increase and improve the knowledge and appreciation of the products of artists and throughout the Americas by sponsoring, organizing and presenting exhibitions in the United States and other countries;
- g. Grant stipends, fellowships or commissions to promote the study of contemporary Latin American art and its creation;

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h. Cooperate with other organizations, both governmental and non-governmental including the Organization of American States, that have a special interest in the promotion of the arts and culture of the Americas; and

i. Operate exclusively for the accomplishment of educational, cultural and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended.

It shall be understood that all of the above mentioned objectives, purposes and powers shall be regarded as independent objectives, purposes and powers, together with all the powers conferred on the corporation under the District of Columbia Non-profit Incorporation Act.

**THIRD:** The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on January 16, 1989, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

DATE: May 17, 1989

The Association of the Friends of  
the Museum of Contemporary Latin  
American Art

By: William E. Kimberly  
William Kimberly  
President

ATTEST:

William E. Kimberly  
Secretary