

**ARTICLES OF INCORPORATION  
OF  
RESERVA: THE YOUTH LAND TRUST, INC.**

The undersigned, being a natural person of the age of at least eighteen years and acting as an incorporator for the purpose of organizing a nonprofit corporation pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation:

**FIRST:** The name of the corporation is Reserva: The Youth Land Trust, Inc.

**SECOND:** The duration of the corporation is perpetual.

**THIRD:** The corporation is formed as a District of Columbia nonprofit corporation under under D.C. Code Title 29 Chapter 4. The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue law (the "Code"), including, without limitation, and consistent with Section 501(c)(3) of the Code, the purposes of:

(a) To educate and promote awareness of environmental issues, protect biodiversity, and fight climate change by engaging the youth and young adults in projects to address these issues;

(b) To make charitable contributions to other organizations that are recognized as described in Section 501(c)(3) of the Code;

(c) To engage in any charitable, scientific or educational activity designed and carried on to promote the above purposes;

(d) To solicit, receive, invest, administer and distribute property and funds for the above purposes, and for no other purpose; and

(e) To perform all activities permitted of corporations under the District of Columbia Nonprofit Corporation Act, as amended, and having the power to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore mentioned, either alone or in association with or in partnership with any other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid powers or any part or parts thereof, provided the same be not inconsistent with the laws under which the Corporation is organized.

- FOURTH:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except 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 above; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code); the corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of or in opposition to any candidate for public office; and, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.
- FIFTH:** The corporation shall have no members.
- SIXTH:** The address, including street and number, of the initial registered office of the corporation is 1330 New Hampshire Ave., NW, Apt 1008, Washington DC 20036 and the name of the corporation's initial registered agent at the aforesaid address is Georgia Broaddus.
- SEVENTH:** In the event of the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall distribute all of the assets of the corporation to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the corporation shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.
- EIGHTH:** The number of directors of the corporation shall be set forth in the Bylaws of the corporation. In no event shall the number of directors be less than three (3). The initial number of directors of the corporation shall be three (3). The number of directors may be increased or decreased as provided in the Bylaws. The names and addresses of the initial directors are as follows:

Georgia Broaddus  
1330 New Hampshire Ave NW, Apt 1008  
Washington DC 20036

Bella Lack  
61 Temple Road  
Richmond, London, UK  
TW92EB

Lucy Houliston  
87 Elm Park Avenue  
Hornchurch, Essex, UK  
RM12 4SN

Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the corporation's Board of Directors and the manner of election or appointment of the directors of the corporation shall be prescribed by the Bylaws of the corporation.

**NINTH:** The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the Bylaws.

**TENTH:** The name and address, including street and number, if any, of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Robert C. Louthian, III, Esq.	McDermott Will & Emery 500 N. Capitol Street, NW Washington, DC 20001

**ELEVENTH:** These Articles of Incorporation may be amended only by a vote of the Board of Directors as provided in the Bylaws and in accordance with the District of Columbia Nonprofit Corporation Act, as amended.