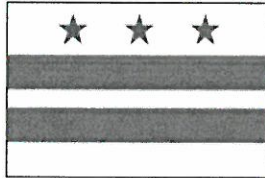


**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
CORPORATIONS DIVISION



**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF RESTATED ARTICLES*** is hereby issued to:

DOCUMENTATION CENTER OF CAMBODIA

**Effective Date:** 12/7/2015

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of 12/7/2015 4:26 PM

Business and Professional Licensing Administration



A handwritten signature in cursive script, reading 'Patricia E. Grays'.

PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Muriel Bowser  
Mayor

Tracking #: qc81JgT5

DEC 07 2015

File Copy

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of**

**The Documentation Center of Cambodia, Inc.**

The Documentation Center of Cambodia, Inc. (the "Corporation"), a nonprofit corporation organized existing under the Nonprofit Corporation Act of 2010 of the District of Columbia, as from time to time amended (the "Act"), does, by its President, hereby certify that:

- I. The original Articles of Incorporation of the Corporation were filed in the District of Columbia on November 4, 2004.
- II. These Amended and Restated Articles of Incorporation of the Corporation amend and restate the original Articles of Incorporation by deleting from such Articles of Incorporation all of the provisions thereof and substituting in lieu thereof the provisions of the Amended and Restated Articles of Incorporation set forth in Exhibit A, attached hereto.
- III. The amendment and restatement of the original Articles of Incorporation was duly adopted and approved by the Board of Directors of the Corporation on October 30, 2015, in the manner required by the Act and the Articles of Incorporation and the Bylaws of the Corporation.

By: 

Name: Youk Chhang

Title: President

**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
The Documentation Center of Cambodia, Inc.**

**ARTICLE I**

**NAME**

**1.01 Name**

The name of this corporation shall be the **Documentation Center of Cambodia, Inc.** (the “Corporation”). The Corporation may also do business as the Sleuk Rith Institute, SRI, the Documentation Center of Cambodia or DC-Cam.

**ARTICLE II**

**DURATION**

**2.01 Duration**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

**PURPOSE**

**3.01 Purpose**

The Corporation is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as now in effect or as may be hereafter amended (the Code”).

The purposes for which the Corporation has been formed are to promote awareness of Khmer Rouge crimes in Cambodia; provide educational, therapeutic or other similar support to the victims of such crimes; support justice and accountability for gross violations of human rights; sponsor educational programs, research, documentation and information gathering and dissemination with respect to mass atrocities, human rights and the rule of law, and democratization processes in the Southeast Asian regional context and around the world, including, but not limited to, supporting memorials, libraries, museums and educational



institutions and programs at all levels; and such other purposes as are consistent with Section 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by contribution, gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the board of directors of the Corporation (the "Board") may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable and educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Nonprofit Corporation Act of 2010 of the District of Columbia.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

The Corporation is not organized and shall not be operated for the private gain of any person. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

#### **4.02 Personal Liability**

No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

#### **4.03 Dissolution**

The property of the Corporation is irrevocably dedicated to its educational, research, and charitable purposes. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code or any corresponding successor section. The entity to receive the assets of the Corporation shall be selected by the Board.

#### **4.04 Restricted Activities**

No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by Section 501(h) of the Code, and the Corporation shall not participate in or intervene in (including publishing or distributing statements concerning) any political campaign on behalf of, or in opposition to, any political party or candidate for public office.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

#### **5.01 Governance**

The internal affairs of the Corporation shall be governed by the Board as described in the Bylaws.

#### **5.02 Initial Directors**

The initial directors of the Corporation shall be:

1. Youk Chhang – 15423 Court Green Trail, Cypress, TX 77433 USA
2. John D. Ciorciari – 2020 Winsted Blvd., Ann Arbor, MI 48103 USA
3. Heng Vanda – No. 216-218, Mao Tse Toung Blvd., Sangkat Tomnop Toek, Khan Chamkarmon, Phnom Penh, Cambodia
4. Jaya Ramji-Nogales – 731 S. 9<sup>th</sup> St., Philadelphia, PA 19147, USA
5. Ronald Slye – 601 Belmont Avenue East, Apartment A-10, Seattle, WA 98102 USA
6. Irene Sokha – 12 Street 4, Borei Angkor Phnom Penh, Phnom Penh, Cambodia.
7. Markus Zimmer – 8884 S. Willow Green Drive, Sandy, Utah 84093 USA

### **ARTICLE VI**

#### **MEMBERSHIP**

#### **6.01 Membership**

The Corporation shall have no members.

**ARTICLE VII**  
**AMENDMENTS**

**7.01 Amendments**

Any amendment to these Articles of Incorporation requires approval by a two-thirds (2/3) vote of the Board.

**ARTICLE VIII**  
**ADDRESSES OF THE CORPORATION**

**8.01 Registered Office**

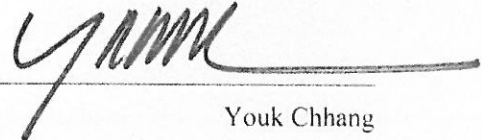
The address of the registered agent of the Corporation is 1800 R Street NW #407, Washington DC 20009. The name of the initial registered agent at such address is John D. Ciorciari.

**ARTICLE IX**  
**INCORPORATORS**

The incorporators of the Corporation are as follows:

1. Youk Chhang – 15423 Court Green Trail, Cypress, TX 77433, USA
2. Irene Sokha – 349 11<sup>th</sup> Street SE, Washington, DC 20003 USA
3. Wynne Coughill – 349 11<sup>th</sup> Street SE, Washington, DC 20003 USA

IN WITNESS WHEREOF, the undersigned do hereby certify that the above stated Articles of Incorporation of the Documentation Center of Cambodia, Inc. were approved by the Board of Directors on October 30, 2015 and constitute a complete copy of Articles of Incorporation of the Documentation Center of Cambodia, Inc.



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Youk Chhang

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John D. Ciorciari

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Heng Vanda

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Jaya Ramji-Nogales

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Ronald Slye

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Irene Sokha

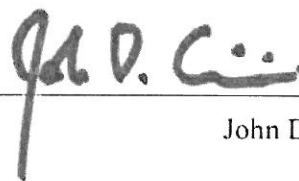
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Markus Zimmer

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Youk Chhang



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John D. Ciorciari

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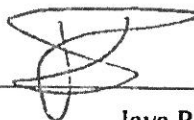
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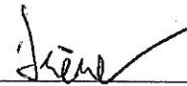
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