DAVID O. SMITH
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343 N CHARLES ST
BALTIMORE MD 21201-4326

Date: 06-18-2004

This letter is to confirm acceptance of the following filing:

ENTITY NAME       : THE HENRY FOUNDATION, INC.
DEPARTMENT ID      : D10059723
TYPE OF REQUEST    : ARTICLES OF INCORPORATION
DATE FILED         : 06-18-2004
TIME FILED         : 12:50:PM
RECORDING FEE      : $100.00
ORG. & CAP FEE     : $20.00
EXPEDITED FEE      : $70.00
COPY FEE           : $24.00
FILING NUMBER      : 1000361989964105
CUSTOMER ID        : 0001406965
WORK ORDER NUMBER  : 0000908033

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCOMPLETE. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.
NOTICE: Effective January 1, 2004
As a result of a change in State law, the annual report fee for most legal entities (including LLCs and LLPs) will increase to $300. This fee is for the privilege of maintaining a legal entity's existence in Maryland, and is due and payable with the filing of the personal property return. The increase is effective for any return, regardless of year, filed after 12/31/2003.

There continues to be no annual report fee for non-stock corporations, business trusts, churches, foreign interstate companies, foreign insurance companies, sole proprietorships and general partnerships, but these entities must still file a personal property return annually.
ARTICLES OF INCORPORATION
of
THE HENRY FOUNDATION, INC.

Pursuant to the provisions of Section 2-104 and Section 5-202 of the Maryland General Corporation Law, the undersigned hereby executes the following Articles of Incorporation:

FIRST: The name of the corporation is The Henry Foundation, Inc. (the "Corporation").

SECOND: The name and address of the incorporator, who is 18 years old or older and is forming a corporation under the general laws of the State of Maryland, is: Dr. Richard Conn Henry, 12515 Meadowood Drive, Silver Spring, Maryland 20904.

THIRD: The Corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (any reference to the "Code" shall include the corresponding provision of any future federal tax statute), including:

a. To promote and provide comprehensive science, aerospace, and scientific education and research;

b. To make grants to organizations and governmental units for charitable, educational, and scientific purposes;

c. To carry out such other acts and to undertake such other activities as may be necessary, appropriate, or desirable in furtherance of, or in connection with, the conduct, promotion, or attainment of the foregoing purposes; and

d. To conduct any lawful activities consistent with the purposes of an organization described in Section 501(c)(3) of the Code.

The Corporation shall adhere to the following restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual and no part of the income of the Corporation shall be distributed to its members, 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 herein;

b. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distribution of statements, except as authorized under the Code; and

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED June 18, 2004

STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

This stamp replaces our previous certification system. Effective: 6/94
c. Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by an organization described in Section 170(c)(2) or 501(c)(3) of the Code.

FOURTH: The Corporation shall have its principal office at 12515 Meadowood Drive, Silver Spring, Maryland 20904 or such other place as the directors of the Corporation may from time to time determine.

FIFTH: The name and address of the resident agent of the Corporation is Dr. Richard Conn Henry, 12515 Meadowood Drive, Silver Spring, Maryland 20904.

SIXTH: The Corporation shall have no authority to issue capital stock.

SEVENTH: The Corporation shall have perpetual existence.

EIGHTH: The Corporation shall have no members.

NINTH: The method for electing the Corporation’s directors shall be as set forth in the Bylaws. The number of directors shall not be fewer than three. The number of directors constituting the initial Board of Directors is three. The names and address of the respective directors, who will serve as directors until their successors are elected and qualify, are as follows:

Dr. Richard Conn Henry  
12515 Meadowood Drive  
Silver Spring, MD 20904

Dr. Rita Mahon  
12515 Meadowood Drive  
Silver Spring, MD 20904

Dr. Adeboyajo Oni  
4329 Leland Street  
Chevy Chase, MD 20815

TENTH: The Corporation shall have all the powers allowed to a nonstock corporation organized under the Maryland General Corporation Law.

ELEVENTH: To the fullest extent permitted by the general laws of the State of Maryland, a director or officer of the Corporation shall not be personally liable to the Corporation for any act or for monetary damages except to the extent that the director fails to perform his or her duties in accordance with Section 2-405.1 of the Maryland General Corporation Law.

TWELFTH: Upon the termination, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as organizations described in Section 501 (c)(3) of the Code, or to the federal
government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court in 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.

IN WITNESS WHEREOF, I have made, subscribed, and verified these Articles of Incorporation, and acknowledged the same to be my act, as of this 17th day of June, 2004.

By:

[Signature]

Dr. Richard Conn Henry
Incorporator

I, [Name], a Notary Public, hereby certify that on the 17th day of June, 2004, [Name] appeared before me and signed the foregoing document as incorporator and has averred that the statements herein contained are true.

DARRYL BRYON MONTAGUE
Notary Public
City of Baltimore, Maryland
My Commission Expires May 01 2008

[Seal]

My Commission Expires: 5/1/2008
CERTIFIED COPY MADE