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August 12, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Re: Global Diversity Alliance, Inc.
Document Number: N02000003274

Enclosed is an original and one (1) copy of Amended and Restated Articles of Incorporation of Global Diversity Alliance, Inc. and a check for \$43.75 to be applied as follows:

Filing Fee \$35.00
Certified Copy 8.75

Please file the Amended and Restated Articles, and return a certified copy to me in the envelope provided. Thank you for your prompt attention to this matter.

Very truly yours,

Carol A. Licko

Carol A. Licko

CAL/sc
Enclosures

WASHINGTON, DC

\\MI-88955/0001-50486 v1 BERLIN BRUSSELS LONDON PARIS BUDAPEST PRAGUE WARSAW MOSCOW TOKYO

NEW YORK BALTIMORE McLEAN MIAMI DENVER BOULDER COLORADO SPRINGS LOS ANGELES

N02000003274
Amend+Restat
4/18/02
*C/Licko

FILED
02 AUG 15 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
GLOBAL DIVERSITY ALLIANCE, INC.
In Compliance with Chapter 617, F.S., (Not for Profit)
Document Number N02000003274

Pursuant to Sections 617.1006 and 617.1007, Fla. Stat., the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Global Diversity Alliance, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:
10005 S.W. 2nd Terrace
Miami, FL 33174

ARTICLE III - PURPOSE

The Corporation is a not-for-profit corporation organized exclusively for educational, scientific and charitable purposes permissible under Section 501(c)(3) of the United States Internal Revenue Code, and relating to fostering innovative approaches that advance sexual rights and promote sexual health by addressing issues related to sexual diversity, unsafe abortion and sexuality and gender-based violence. The Corporation is a charitable, non-profit, international agency that provides technical assistance, financial and/or commodity support to community-based non-profit, non-governmental and public sector agencies/organizations/groups working in developing countries, including the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To meet these purposes, the Corporation shall have all the powers conferred by the laws of the State of Florida upon not-for-profit corporations.

ARTICLE IV - MANNER OF ELECTION

The initial Board of Directors shall consist of four (4) members. Directors shall be elected to serve a three-year term by members of the Corporation pursuant to the provisions set forth in the By-Laws of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL DIRECTORS/OFFICERS

The names, addresses and titles of the initial officers and directors are:

Fred Nunes
President & Chairman of the
Board of Directors
14907 Running Ridge Lane
Silver Springs, MD 20906-1954

Christopher Price
Executive Director
10005 S.W. 2nd Terrace
Miami, FL 33174

Dino Ianni
Treasurer & Director
940 Logan Street
Denver, CO 80203

Andrea Price
Secretary & Director
668 Ogden Street
Denver, CO 80218

The affairs of the Corporation shall be managed by the Board of Directors. Except as otherwise expressly provided by statute, these Articles of Incorporation and the By-Laws of the Corporation, all as may be amended from time to time by the Board of Directors, shall govern the Corporation. All powers of management, direction and control of the Corporation, its properties and business affairs shall be vested in the Board of Directors.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** of the registered agent is:

Carol A. Licko, Esq.
Hogan & Hartson, LLP
1111 Brickell Avenue, Suite 1900
Miami, FL 33131

ARTICLE VII - INCORPORATOR

The **name and address** of the Incorporator is:

Christopher Price
10005 S.W. 2nd Terrace
Miami, FL 33174

ARTICLE VIII - EXISTENCE

The Corporation shall have perpetual existence. The Corporation is a non-profit, non-partisan corporation and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its members, officers, directors or any private persons except that the Corporation is authorized to pay reasonable compensation for services rendered by its employees

and to make payment and distributions in furtherance of its purposes set forth in Article III hereof. The Corporation shall exercise such powers as are in the furtherance of the exempt powers of the organization which are set forth in Section 501(c) of the Internal Revenue Code, as amended, and the regulations promulgated thereunder. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any present, former or future officer, director, employee or agent of the Corporation to the fullest extent provided by law.

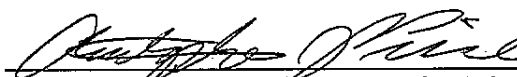
ARTICLE X – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, scientific or any other purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors 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.

ARTICLE XI – EFFECTIVE DATE

The Amended and Restated Articles of Incorporation are effective as of the date of filing with the Florida Secretary of State. These duly adopted Articles of Incorporation supersede the original articles of incorporation, and any amendments made to them.

ARTICLE XII – ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION. There are no members entitled to vote on the Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors.



Christopher Price, Executive Director
Aug. 12, 2002

Date