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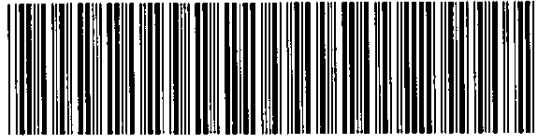
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DEPARTMENT OF STATE
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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 909927 4309914

AUTHORIZATION :

COST LIMIT : \$ 10.00

ORDER DATE : December 14, 2015

ORDER TIME : 12:14 PM

ORDER NO. : 909927-005

CUSTOMER NO: 4309914

DOMESTIC FILING

NAME: GLOBAL DIALOGUE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender - EXT. 62956

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
GLOBAL DIALOGUE, INC.**

(A Not for Profit Corporation Organized
Under Chapter 617, Florida Statutes, the "Act")

**Article I
NAME**

The name of the organization shall be the GLOBAL DIALOGUE, INC. (hereinafter called the "Corporation").

**Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 3109 Grand Avenue, Suite 493, Miami, Florida 33133.

**Article III
PURPOSES AND RESTRICTIONS**

Section 1. **Purposes.** The Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding subsequent federal tax law (the "Code"), and not for pecuniary profit.

Without limiting the generality of the foregoing, the Corporation will engage in activities dedicated:

- a. To support and strengthen the United States and its institutions by seeking to help develop a better informed public;
- b. To simulate interest in world affairs through a program of lectures, forums, media events and other educational activities for the public generally and for students;
- c. To provide support, materials and training opportunities for teachers in the fields of foreign policy, geography and current events;
- d. To facilitate cooperation among organizations or groups that have similar aims both locally, nationally and internationally, including the United Nations and the U.S. Department of State; and
- e. To promote international understanding and world peace through public diplomacy programs, including travel and international visitors programs.

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The Corporation may carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

Section 2. **Restrictions.**

(a) 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, nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes, it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in section 501(c)(3) of the Code. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for personal services rendered and to make payments and distributions in furtherance of any of its purposes.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of the section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) In the event the Corporation is characterized as a private foundation within the meaning of section 509 of the Code, the Corporation, during such period of characterization:

(i) Shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(ii) Shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(iii) Shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(iv) Shall not make any investments in a manner as to subject it to tax under section 4944 of the Code.

(v) Shall not make any taxable expenditures as defined in section 4945(d) of the Code.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

Article IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

Article V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall not be less than three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

Article VI
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301


Article VII
DISSOLUTION

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 one or more not-for-profit funds, foundations, or corporations selected by the Board of Directors that are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes and that have established their federal tax-exempt status under Section 501(c)(3) of the Code. To the extent reasonably possible, the Board of Directors shall select one or more of such organizations (satisfying the requirements of the preceding sentence) having purposes and activities which are the same as or similar to those purposes and activities of the Corporation enumerated in Article III.

Article VIII
EFFECTIVE DATE

The effective time and date of these Articles of Incorporation shall be the time and date of recording established by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation on this 11th day of December, 2015.


Ameen Kildar, Incorporator

CERTIFICATE OF REGISTERED AGENT AND REGISTERED OFFICE

That **Global Dialogue, Inc.** desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has named Corporation Service Company as its registered agent and 1201 Hays St, Tallahassee, FL 32301 as its registered office.

ACKNOWLEDGMENT:

Having been named as registered agent for Global Dialogue, Inc. on whom process may be served, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of this position.

Dated this 14th day of DECEMBER, 2015.


Registered Agent

Melissa Zender
Asst. Vice President

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