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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 09-01-2015, and ending 08-31-2016

Name of foundation CIC INC		A Employer identification number 52-1654193	
% THE ORGANIZATION Number and street (or P O box number if mail is not delivered to street address) 1049 30TH STREET NW		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20007		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,534,822		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify _____) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	108,118			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	26	26		
	4 Dividends and interest from securities	62,666	62,666		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-25,080			
	b Gross sales price for all assets on line 6a _____ 226,580				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,217			
	12 Total. Add lines 1 through 11	148,947	62,692		
	13 Compensation of officers, directors, trustees, etc	11,167			11,167
	14 Other employee salaries and wages	38,150	4,196		33,954
	15 Pension plans, employee benefits	1,272			1,272
	16a Legal fees (attach schedule).	148,166	27,260	0	120,906
	b Accounting fees (attach schedule).	21,806	5,481	0	16,325
	c Other professional fees (attach schedule)	2,935	2,935		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,876	1,498		3,378
	19 Depreciation (attach schedule) and depletion	27,445	27,027	0	
	20 Occupancy	89,551	89,551		
	21 Travel, conferences, and meetings	17			17
	22 Printing and publications				
	23 Other expenses (attach schedule).	175,689	34,000		142,889
	24 Total operating and administrative expenses. Add lines 13 through 23	526,074	191,948	0	329,908
	25 Contributions, gifts, grants paid	49,000			49,000
	26 Total expenses and disbursements. Add lines 24 and 25	575,074	191,948	0	378,908
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-426,127			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	25,112	1,000	1,000
	2	Savings and temporary cash investments	204,625	79,426	79,426
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	915,094	871,866	1,216,667
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ 1,058,747 Less accumulated depreciation (attach schedule) ▶ 654,512	431,262	404,235	3,100,000
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	337,917	132,471	131,729
	14	Land, buildings, and equipment basis ▶ 6,369 Less accumulated depreciation (attach schedule) ▶ 4,339	1,074	2,030	2,004
15	Other assets (describe ▶ _____)	0	3,996	3,996	
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)		1,915,084	1,495,024	4,534,822
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	6,849	12,916	
	23	Total liabilities(add lines 17 through 22)	6,849	12,916	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,908,235	1,482,108	
	30	Total net assets or fund balances(see instructions)	1,908,235	1,482,108	
31	Total liabilities and net assets/fund balances(see instructions) . .	1,915,084	1,495,024		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 1,908,235
2	Enter amount from Part I, line 27a	2 -426,127
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 1,482,108
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 1,482,108

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 226,580		251,660	-25,080
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			-25,080
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-25,080
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	272,941	4,826,114	0 056555
2013	148,640	3,918,573	0 037932
2012	117,704	1,707,458	0 068935
2011	50,420	1,510,742	0 033374
2010	46,200	1,337,799	0 034534

2	Total of line 1, column (d).	2	0 23133
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 046266
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	4,657,944
5	Multiply line 4 by line 3.	5	215,504
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	215,504
8	Enter qualifying distributions from Part XII, line 4.	8	378,908

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	7,516
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	7,516
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,516
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	7,516

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/>	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes <input checked="" type="checkbox"/>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T <input checked="" type="checkbox"/>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	13	Yes	
14 The books are in care of ► <u>THE ORGANIZATION</u> Telephone no ► <u>(202) 333-9095</u> Located at ► <u>1049 30TH STREET NW WASHINGTON DC</u> ZIP+4 ► <u>20007</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ► _____	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____	2b		No
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B **Statements Regarding Activities for Which Form 4720 May Be Required (Continued)**

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes

☒ No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes

☒ No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes

☐ No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes

☒ No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes

☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes

☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes

☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes " to 6b, file Form 8870

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes

☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

Total

number of other employees paid over \$50,000.

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
LERCH EARLY & BREWER CHTD 7600 WISCONSIN AVE SUITE 700 BETHESDA, MD 20814	LEGAL SERVICES	136,301
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3. ▶	

Part X

Minimum Investment Return
(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,397,830
b	Average of monthly cash balances.	1b	231,047
c	Fair market value of all other assets (see instructions).	1c	3,100,000
d	Total (add lines 1a, b, and c).	1d	4,728,877
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,728,877
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	70,933
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,657,944
6	Minimum investment return. Enter 5% of line 5.	6	232,897

Part XI

Distributable Amount
(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	232,897
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	0
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	232,897
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	232,897
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	232,897

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	378,908
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	378,908
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	378,908

Note:The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				232,897
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			49,493	
b Total for prior years 2013 , 2012 , 2011				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 378,908				
a Applied to 2014, but not more than line 2a			49,493	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				232,897
e Remaining amount distributed out of corpus	96,518			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	96,518			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	96,518			
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				
d Excess from 2014. . . . 0				
e Excess from 2015. . . . 96,518				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3	Complete 3a, b, or c for the alternative test relied upon					

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
---	--	--	--	--	--

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ANNA C CHENNAULT

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NA

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

CYNTHIA L CHENNAULT
1049 30TH STREET NW
WASHINGTON, DC 20007
(202) 333-9095

b The form in which applications should be submitted and information and materials they should include

NO ESTABLISHED FORMAT

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> AMERICAN CHINESE SCHOOL 250 RICHARD MONTGOMERY DRIVE ROCKVILLE,MD 20852	N/A	PC	GENERAL SUPPORT	20,000
INTERNATIONAL LEADERSHIP FOUNDATION 1300 PENNSYLVANIA AVE NW WASHINGTON,DC 20004	N/A	PC	COMMUNITY PARTNER SPONSOR	4,000
WALTER REED NATIONAL MILITARY MEDICAL CENTER 8901 ROCKVILLE PIKE BETHESDA,MD 20889	N/A	GOV	SPONSOR OF THE LT GENERAL CLAIRE L CHENNAULT AWARDS, WHICH ARE PRESENTED ANNUALLY AS FACULTY RECOGNITION AWARDS TO TWO MEMBERS OF THE TEACHING STAFF OF WRNMMC, DETERMINED BY A SELECTION COMMITTEE OF WRNMMC BASED ON PRE-DETERMINED CRITERIA SPONSOR OF THE LT GENERAL CLAIRE L CHENNAULT AWARD FOR OUTSTANDING PSYCHIATRY FACULTY, WHICH IS AWARDED TO ONE FACULTY MEMBER OF WRNMMC WHO ACTIVELY PARTICIPATES IN THE TRAINING OF RESIDENTS & FELLOWS IN THE NATIONAL CAPITAL CONSORTIUM PSYCHIATRY GENERAL RESIDENCY OR FELLOWSHIP TRAINING PROGRAMS THE AWARD IS DETERMINED BY A SELECTION COMMITTEE OF WRNMMC BASED ON PRE-DETERMINED CRITERIA	5,000
THE UNIVERSITY OF FLORIDA FOUNDATION INC PO BOX 14425 GAINSVILLE,FL 32604	N/A	PC	TO SUPPORT CHEN XIANGMEI SCHOLARSHIP ON CHINESE STUDIES	20,000
Total			3a	49,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	26	
4	Dividends and interest from securities. . . .			14	62,666	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	-25,080	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue a IRS 2013 FEDERAL EXCISE REFUND _____			01	3,217	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). . .				40,829	
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		40,829

[illegible]

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ANNA C CHENNAULT 1049 30TH STREET NW WASHINGTON, DC 20007	CHAIRMAN 1 0	0	0	0
CYNTHIA CHENNAULT 1049 30TH STREET NW WASHINGTON, DC 20007				
DAVID YAO 1049 30TH STREET NW WASHINGTON, DC 20007	PRESIDENT (EFF NOVEMBER 2015) 1 0	0	0	0
CHRISSIE CHEN 1049 30TH STREET NW WASHINGTON, DC 20007				
THOMAS G CORCORAN JR 1049 30TH STREET NW WASHINGTON, DC 20007	EXEC DIR (THRU NOVEMBER 2015) 40 0	11,167	642	0
YAOHUI WANG 1049 30TH STREET NW WASHINGTON, DC 20007				
YAOHUI WANG 1049 30TH STREET NW WASHINGTON, DC 20007	SECRETARY (EFF NOVEMBER 2015) 1 0	0	0	0
YAOHUI WANG 1049 30TH STREET NW WASHINGTON, DC 20007				

TY 2015 Accounting Fees Schedule**Name:** CIC INC**EIN:** 52-1654193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOND BEEBE PC	17,806	3,561		14,245
PREPARATION OF 2014 FORM 990PF				
AND BOOKKEEPING				
COHN REZNICK	4,000	1,920		2,080
PREPARATION OF 2013 FORM 990PF				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Amortization Schedule

Name: CIC INC

EIN: 52-1654193

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
SETTLEMENT COSTS	2013-10-04	42,598	2,093	39 0	1,092			3,185

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: CIC INC

EIN: 52-1654193

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE	1989-09-01	990	958	M7					
FURNITURE	1991-09-01	429	417	M7					
FURNITURE	1994-02-01	900	899	M7					
FURNITURE	1994-09-01	563	525	M7					
FURNITURE	1996-02-28	153	153	M7					
ART/FRAMING	1998-08-11	900	898	M7					
1049 30TH ST BLDG	1991-07-25	759,332	589,589	M31		24,109			
BLDG IMPROVEMENTS	1991-11-21	6,880	5,259	M31		218			
PICTURE FRAMES	1993-10-06	2,400	2,400	M7					
SECURITY SYSTEM	1995-08-15	4,341	4,341	M7					
FIREPLACE LOGS	1995-04-19	1,536	1,536	M7					
TELEPHONE SYSTEM	1999-08-11	3,161	3,161	M7					
WATER HEATER	1999-02-19	1,399	1,399	M7					
BASEMENT REMODELIN	1999-08-19	2,550	1,323	SL	31	81	81	81	
PLAZA REMODELING	1999-12-16	7,000	3,552	SL	31	222	222	222	
AIR CONDITIONING	2007-05-02	19,045	4,210	M39		488			
WATER HEATER	2008-12-22	2,000	2,000	M7					
TRACK LIGHTS	2009-12-29	1,000	1,000	M7					
PATIO	2010-09-10	7,500	3,405	M15		467			
RENOVATIONS	2011-11-18	3,500	371	M39		90			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
WINDOWS	2012-10-24	2,800	231	M39		72			
REFRIGERATOR	2012-06-01	1,872	679	M7		188			
LAND	1991-07-25	189,833		L					
COMPUTER EQUIP	2015-05-11	1,060	71	SL	5	212			
COMPUTER EQUIP	2015-12-08	1,374		SL	5	206			

TY 2015 Investments Corporate Stock Schedule**Name:** CIC INC**EIN:** 52-1654193

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALTRIA GROUP INC	38,669	101,316
ASTRAZENECA PLC SPND ADR	51,873	49,215
AT&T INC	51,410	72,480
BP PLC	0	0
CENTURYLINK INC	38,300	26,410
CONOCOPHILLIPS	25,868	16,420
CISCO SYSTEMS INC	44,557	56,592
GLAXOSMITHKLINE PLC	59,543	61,061
JOHNSON & JOHNSON	37,528	71,604
KIMBERLY CLARK	39,127	64,030
PAYCHEX INC	53,006	103,139
PHILIP MORRIS INTL INC	51,743	89,437
PPL CORPORATION	65,695	79,994
REYNOLDS AMERICAN INC	40,290	89,226
SPECTRA ENERGY CORP	60,397	71,240
THOMSON REUTERS CORP	67,905	87,378
TORONTO DOMINION BANK	68,136	66,900
VENTAS INC REIT	28,081	36,335
VERIZON COMMUNICATIONS INC	49,738	73,890

TY 2015 Investments - Land Schedule**Name:** CIC INC**EIN:** 52-1654193

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
1049 30TH ST BLDG	759,332	613,698	145,634	
BLDG IMPROVEMENTS	6,880	5,477	1,403	
PICTURE FRAMES	2,400	2,400		
SECURITY SYSTEM	4,341	4,341		
FIREPLACE LOGS	1,536	1,536		
TELEPHONE SYSTEM	3,161	3,161		
WATER HEATER	1,399	1,399		
BASEMENT REMODELIN	2,550	1,404	1,146	
PLAZA REMODELING	7,000	3,774	3,226	
AIR CONDITIONING	19,045	4,698	14,347	
WATER HEATER	2,000	2,000		
TRACK LIGHTS	1,000	1,000		
PATIO	7,500	3,872	3,628	
RENOVATIONS	3,500	461	3,039	
WINDOWS	2,800	303	2,497	
REFRIGERATOR	1,872	1,803	69	
LAND	189,833		189,833	

TY 2015 Investments - Other Schedule**Name:** CIC INC**EIN:** 52-1654193

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANGEL OAK MULTI STRATEGY INC	AT COST	0	0
ISHARES IBOXX INVT GRADE CORP	AT COST	20,703	21,061
ISHARES INTERMEDIATE CREDIT BD	AT COST	63,728	64,658
ISHARES IBOXX HIGH YIELD CORP	AT COST	0	0
ISHARES 10+ YEAR CREDIT BOND	AT COST	0	0
SPDR BARCLAYS CONVERTIBLE SEC	AT COST	48,040	46,010

**TY 2015 Land, Etc.
Schedule****Name:** CIC INC**EIN:** 52-1654193

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
SETTLEMENT COSTS	42,598	3,185	39,413	
FURNITURE	990	958	32	
FURNITURE	429	417	12	
FURNITURE	900	899	1	
FURNITURE	563	525	38	
FURNITURE	153	153		
ART/FRAMING	900	898	2	
COMPUTER EQUIP	1,060	283	777	
COMPUTER EQUIP	1,374	206	1,168	

TY 2015 Legal Fees Schedule

Name: CIC INC

EIN: 52-1654193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LERCH EARLY & BREWER CHTD	136,301	27,260		109,041
LEGAL SERVICES FOR MATTERS				
PERTAINING TO FOUNDATION				
BRUCE JOHNSON & ASSOCIATES	11,865			11,865
LEGAL SERVICES FOR MATTERS				
PERTAINING TO FOUNDATION				

TY 2015 Other Assets Schedule**Name:** CIC INC**EIN:** 52-1654193

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECEIVABLES	0	3,996	3,996

TY 2015 Other Expenses Schedule**Name:** CIC INC**EIN:** 52-1654193

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	335			335
OFFICE SUPPLIES	884			884
POSTAGE	476			476
TELEPHONE	2,991			2,991
OTHER EXPENSES	683			509
STATE FILING FEES	130			130
COMPUTER EQUIPMENT				1,374
PAYROLL TAX FORM CHARGES	190			190
SETTLEMENT CHARGES	170,000	34,000		136,000

TY 2015 Other Income Schedule**Name:** CIC INC**EIN:** 52-1654193

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
IRS 2013 FEDERAL EXCISE REFUND	3,217		

TY 2015 Other Liabilities Schedule**Name:** CIC INC**EIN:** 52-1654193

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITIES	749	6,816
EXPENSE REIMBURSEMENT PAYABLE	6,100	6,100

TY 2015 Other Professional Fees Schedule**Name:** CIC INC**EIN:** 52-1654193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THE GROUP AG-INVESTEMENT FEES	2,854	2,854		
THE GROUP AG-ADR FEES	30	30		
CHARLES SCHWAB-ADR FEES	51	51		

TY 2015 Taxes Schedule**Name:** CIC INC**EIN:** 52-1654193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,186	1,186		
PAYROLL TAXES	3,690	312		3,378
FEDERAL EXCISE TAX	5,000			

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990</div>	<div>OMB No 1545-0047</div> <div>2015</div>
---	--	---

<div>Name of the organization</div> <div>CIC INC</div>	<div>Employer identification number</div> <div>52-1654193</div>
--	---

Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>
--	---

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization CIC INC	Employer identification number 52-1654193
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNA CHENNAULT CHARITABLE LEAD UNIT 1049 30TH STREET NW SUITE 1020 WASHINGTON, DC 20007	\$ 98,118	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	ANNA CHENNAULT 1049 30TH STREET NW WASHINGTON, DC 20007	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization CIC INC	Employer identification number 52-1654193
---------------------------------	--

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization CIC INC	Employer identification number 52-1654193
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
CIC, INC.

September 15, 2016

The undersigned, being the all the directors of CIC, Inc., a District of Columbia non-stock and non-profit corporation (the “**Corporation**”), acting by written consent without a meeting in accordance with Section 29-406.21 of the District of Columbia Nonprofit Corporation Act of 2010, do hereby consent to the adoption of the following resolutions:

RESOLVED, that the Corporation’s Articles of Incorporation be amended and restated in their entirety the filing of Amended and Restated Articles of Incorporation in substantially the form attached hereto as **Exhibit A** (the “**Amended and Restated Articles**”); and

FURTHER RESOLVED, that Cynthia Chennault (the “**Authorized Person**”) is hereby authorized to execute and deliver on behalf of the Corporation the Amended and Restated Articles, to file the Amended and Restated Articles with the District of Columbia’s Department of Consumer and Regulatory Affairs (“**DCRA**”), and in connection therewith to execute and deliver on behalf of the Corporation any and all further documents, certificates, or instruments, to take on behalf of the Corporation any and all further actions, and to pay on behalf of the Corporation any and all expenses that the Authorized Person determines, in his sole discretion, to be necessary or desirable in order to carry out the foregoing resolutions, the execution and delivery of any such documents, certificates, or instruments, the taking of any such actions, and the payment of any such expenses to be conclusive evidence of that determination.

FURTHER RESOLVED, that effective upon DCRA’s acceptance of the Amended and Restated Articles, that the form of Bylaws attached hereto as **Exhibit B** are ratified, approved and re-adopted as the Corporation’s Bylaws.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent as the date and year first above written.

BOARD OF DIRECTORS

Thomas G. Corcoran Jr. 9/22/16
THOMAS G. CORCORAN, JR.

DAVID YAOHUI WANG

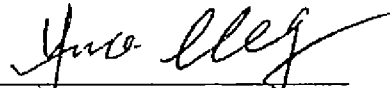
CYNTHIA CHENNAULT

ANNA C. CHENNAULT

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent as the date and year first above written.

BOARD OF DIRECTORS

THOMAS G. CORCORAN, JR.



DAVID YAOHUI WANG

CYNTHIA CHENNAULT

ANNA C. CHENNAULT

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent as the date and year first above written.

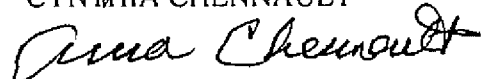
BOARD OF DIRECTORS

THOMAS G. CORCORAN, JR.

DAVID YAOHUI WANG



CYNTHIA CHENNAULT



ANNA C. CHENNAULT

EXHIBIT A
ARTICLES OF AMENDMENT AND RESTATEMENT
(SEE ATTACHED)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CIC, INC.**

CIC, Inc. (the "Corporation"), a corporation organized and existing under the District of Columbia Nonprofit Corporation Act of 2010, whose Articles of Incorporation (the "Articles") were first filed and accepted by the District of Columbia Department of Consumer and Regulatory Affairs on October 30, 1989, hereby certifies as follows:

1. The Corporation desires to amend and restate the Articles of the Corporation as currently in effect.
2. The Articles of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation (which is hereinafter referred to as the "Corporation") is CIC, Inc.

**ARTICLE II
TERM OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

**ARTICLE III
PURPOSES**

Section 1. The purposes, objectives and powers of said Corporation shall be as hereinafter set forth; that this corporation is a non-profit corporation organized without capital stock and the corporation shall not have the authority to issue capital stock; provided, however, that at all times said Corporation shall be operated exclusively for charitable, scientific, or educational purposes, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as it may be amended from time to time ("Code"); and no part of the assets or earnings or receipts of time; and no part of the assets or earnings or receipts of said Corporation shall at any time inure to the benefit of any officer or director of said Corporation (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no part of the activities of said Corporation shall be or consist of carrying on propaganda or otherwise attempting to influence legislation. Within the foregoing limitations, the objects and purposes of the Corporation shall be as follows:

To promote international understanding and cooperation in the following manner:

(1) Organizing scientific, technical and professional exchanges among the world's people,

(2) Developing forums for discussion of significant issues relating to cooperation,

(3) Developing programs for expanded international communication and cooperation,

(4) Establishing and administering scholarship funds for deserving scholars participating in the Corporation's programs,

(5) Funding or assisting in the funding of visits to the United States by individuals or delegations sharing the Corporation's goals and purposes,

(6) Developing programs for the administration and exchange of cultural exhibits from other countries which share the Corporation's commitments.

In furtherance and pursuance of the foregoing purposes, subject to the limitations set forth herein, the Corporation shall have and may exercise all of the powers conferred by the laws of the District of Columbia, including all powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have any may exercise additional powers which may be conferred by law.

Section 2. Notwithstanding any of the foregoing powers granted to and vested in the Corporation, the Corporation (in any year when it is deemed not exempt from these rules imposed upon private foundations by the Code):

(a) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent tax laws.

(b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

(c) Shall not retain any excess business holdings as defined in section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

(d) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

(e) Shall not make any taxable expenditures as defined in Section 4945(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 3. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulation as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) of such Code and its regulations as they now exist or as they may hereafter be amended.

Section 4. The private property of the directors, officers and members of the Corporation shall not be subject to payment of the corporate debts to any extent whatever.

Section 5. The Corporation shall have authority to accept as contributions personal property and real property, and to receive, administer, maintain, use and employ, in whole or in part, its income, funds, securities and property, real and personal, as an association organized and operated exclusively for educational, charitable, and other nonprofit purposes beneficial to the public, as such terms and purposes are used and defined in or in connection with Section 501 (c)(3) of the Code and the regulations thereunder, and to pursue such objects and purposes either directly or by contribution to organizations that qualify as exempt organizations pursuant to Section 501(c)(3) of the Code.

ARTICLE IV

MEMBERSHIP

The Corporation shall have members. Membership is open to any lineal descendent of Anna C. Chennault and whose application for membership is approved in accordance with the Bylaws.

Such members shall have the right to vote for the election of Directors and upon such other matters as shall, from time to time, be properly placed before them.

ARTICLE V

REGISTERED OFFICE AND AGENT

Pursuant to D.C. Code Title 29, the initial registered agent and registered office of the Corporation is listed below:

C T Corporation System
1015 15th Street, NW, Suite 1000
Washington, D.C. 20005

ARTICLE VI

DIRECTORS

Section 1. The number of Directors constituting the Board of Directors shall be as set forth in the Bylaws, but in any event shall not be less than three (3) Directors.

Section 2. The members of the initial Board of Directors shall serve until their replacements are duly elected and qualified as provided in the Bylaws. Thereafter, the Directors of the Corporation shall be elected by the voting members in such manner, for such terms, and on such conditions as shall be prescribed in the Bylaws of the Corporation.

Section 3. A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the District of Columbia Nonprofit Corporation Act is amended after the effective date of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Section 4. In no event shall any member of the Board of Directors be required to be a resident of the District of Columbia. Further, Directors need not be residents of the United States of America, or any of its territories.

ARTICLE VII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended upon a vote of two-thirds (2/3) of the Board of Directors of the Corporation, subject to any mandatory contrary provisions of District of Columbia Nonprofit Corporations Act.

ARTICLE VIII

REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation, to the extent that they are not set forth herein as follows:

(1) No membership, directorship or officership in this Corporation shall be assignable inter vivos or pas to any personal representative, heir, or devisee of any director or officer.

(2) This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that will prevent this Corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)3 of the Code and the regulations thereunder.

(3) This 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.

(4) No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner engage in activities that are unlawful under the laws of the United States of America, the District of Columbia, or any other jurisdiction where such activities are carried on.

(5) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this Corporation shall be used, for purposes that are not exclusively educational, charitable, or otherwise permitted by Section 501(c)3 of the Code and the regulations thereunder.

(6) No compensation or payment shall ever be paid or made to any director, officer, trustee, creator, or organizer of this Corporation or substantial contributor to it, except as a reasonable allowance for actual expenditures or service actually made or rendered to or for this Corporation; provided, neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any of such persons; provided further, that neither the whole nor any part or portion of such assets or net earnings shall be used for, accrue to, or inure to the benefit of any private individual within the meaning of Section 501(c)3 of the Code and the regulations thereunder.

(7) The Corporation may be liquidated or dissolved, and any such liquidation or dissolution may be carried out in the manner prescribed by the Bylaws of the Corporation, but any assets of the Corporation available for distribution after payment of its lawful debts and satisfaction of applicable legal obligations shall be transferred or assigned only to a corporation or other legal entity which is dedicated to charitable or educational purposes and which would then qualify under the provision of Section 501(c)3 of the Code and the regulations thereunder. Any such assets not so disposed of shall be disposed of by the Superior Court of the District of Columbia, but exclusively for such purposes or to such organization or organizations, as said court shall determine,

but which are then organized and operated exclusively for charitable, educational, or scientific purposes with the meaning of Section 501(c)3 of the Code as it shall from time to time be amended.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS

Any member of the Board of Directors shall be indemnified for all cost and expense, including reasonable attorney's fees incurred, due or allegedly due to any action taken or omission to act in his or her capacity as a Director of this Corporation, in accordance with the provisions more particularly set forth in the Bylaws of this Corporation, as from time to time amended. It is the intent of the incorporators that Directors be indemnified to the maximum extent permitted under the laws of the District of Columbia, as they may be from time to time amended.

3. The foregoing Amended and Restated Articles of Incorporation were unanimously approved and adopted by the Board of the Corporation on September 15, 2016, and member approval was not required.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed by its President, this 15 day of September, 2016.

CIC, INC.

By: Cynthia L. Chomant
Name:
Title: President

CIC, INC.

BYLAWS

**ARTICLE I
NAME, PURPOSE AND GOVERNANCE STRUCTURE**

SECTION 1.01 Name. The name of the Corporation will be "CIC, Inc." (the "Corporation").

SECTION 1.02. Purpose. The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To that end, the Corporation is organized for the purposes of promoting international understanding and cooperation among the world's people through organizing exchanges, developing forms for discussion, developing programs for communication and cooperation, establishing and administering scholarship funds, funding or assisting in the funding of visits to the United States by individuals sharing the Corporation's goals and developing programs for the administration and exchange of cultural exhibits from other countries. The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under Section 501(c)(3) of the Code.

SECTION 1.03. Governance Structure. The functions of the Corporation shall be carried out through the Board (the "Board"), members, and such committees, subcommittees, and working groups as may be established and authorized by the Board in accordance with the procedures set forth in these Bylaws or otherwise adopted by the Board.

**ARTICLE II
MEMBERS**

SECTION 2.01 Number of Members. There shall be no restriction upon the number of members who may belong to the Corporation.

SECTION 2.02. Membership. Any person eighteen (18) years or older and a lineal descendent of Anna C. Chennault may be approved for membership by the Board.

SECTION 2.03. Rights and Privileges. To the extent provided herein, each member shall have the right to vote and to hold office.

SECTION 2.04. Resignations and Termination. All resignations shall be tendered to the Corporation in writing addressed to the Secretary. Resignation shall be effective upon the Corporation's receipt of a member's notice of resignation. Any member may be expelled by unanimous vote of the Board at any meeting called for such purpose if a member demonstrates a pattern of behavior antithetical to the purposes and values of the Corporation. Such member shall be notified of the intention of the Board to consider that member's expulsion and shall be given the opportunity of a hearing before the Board. Passage of such a resolution shall, without other act on the part of the Board, annul such membership.

SECTION 2.05. Annual Meeting. The Corporation shall hold an annual meeting at the time and place designated by the Board. Except as the Charter or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 2.06. Special Meeting. At any time in the interval between annual meetings, a special meeting of the members may be called by the President or by a majority of the Board or by twenty-five percent (25%) of the

members¹; a call by the directors or members may be by vote at a meeting or in writing (addressed to the Secretary of the Corporation) with or without a meeting.

SECTION 2.07. Notice of Meetings; Waiver of Notice. Not less than ten (10) and not more than sixty (60) days before each members' meeting, the Secretary shall give written notice of the meeting, or cause notice to be given, to each member entitled to vote at the meeting and each other member entitled to notice of the meeting. The notice shall state the time, date and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a member when it is personally delivered to him, facsimile or e-mailed to him at his contact information as it appears on the records of the Corporation, or mailed to him at his address as it appears on the records of the Corporation. Such notices shall be effective (i) if delivered personally, sent by courier service, or sent by prepaid overnight delivery service upon actual receipt by the intended receipt; (ii) if mailed, upon the earlier of 5 business days after deposit in the mail or the date of delivery as shown by the return receipt therefore; or (iii) if sent by facsimile or e-mail of a PDF document (with confirmation of transmission), on the day the notice or other communication is sent if sent during normal business hours of the recipient (for this purpose, between 9:00 a.m. and 5:00 p.m. in the place where the recipient is located), and on the next business day if sent after normal business hours of the recipient. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he before or after the meeting signs a waiver of the notice which is filed with the records of members' meetings, or is present at the meeting in person or by proxy without objection. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.08. Quorum; Voting. Unless statute or the Charter provides otherwise, a simple majority of all members eligible to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the members. A majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. In the absence of a quorum, the members present in person or by proxy, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 2.09. General Right to Vote; Proxies Each member is entitled to one vote on each matter submitted to a vote at a meeting of members. A member may vote either in person, by mail, or by electronic mail provided that the member shall state, or submit information from which can be determined, that the method of voting was authorized by such member. A member may also vote by proxy signed by the member or his duly authorized attorney in fact. Such authorization shall be signed and submitted by mail, facsimile, or as a PDF attachment to an email. In addition, the authorization may be returned without written signature and submitted by other means of electronic transmission, such as electronic mail or via an electronic voting site, if it can be reasonably be determined that the vote was authorized. Unless a proxy provides otherwise, it is not valid more than eleven (11) months after its date.

SECTION 2.10. List of Members. At each meeting of members, a full, true, and complete list of all members entitled to vote at such meeting, certified by the Secretary, shall be furnished by the Secretary.

SECTION 2.11. Informal Action by Members. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if there is filed with the records of members meetings an unanimous written consent which sets forth the action and is signed by each member entitled to vote on the matter.

ARTICLE III BOARD OF DIRECTORS

SECTION 3.01. Function of Directors. The business and affairs of the Corporation shall be managed under the direction of its Board. All powers of the Corporation may be exercised by or under authority of the Board.

SECTION 3.02. Number of Directors. The number of directors shall be established by the Board and shall not be less than three (3) directors at all times.

¹ Holders of 10% up to 25% of the votes entitled to be cast may call a meeting. D.C. Code Section 29-405.01.

SECTION 3.03. Election and Tenure of Directors. The directors shall be elected annually by the two-thirds (2/3) vote of all the members present in person, or by proxy, at the annual meeting of the members at which a quorum is present. Directors shall serve until the next annual meeting of the members and until their successors are duly elected and qualified. The directors shall elect a Chairman and such Chairman shall preside at all meetings of the directors.

SECTION 3.04. Removal and Resignation of Directors Unless statute or the Articles of Incorporation provide otherwise, the members may remove any director with or without cause by the two-thirds (2/3) vote of all members present in person, or by proxy, at any special meeting of the members called for that purpose at which a quorum is present. A director may resign at any time by delivering written notice to the Board, its Chairman, the President or the Secretary. A resignation is effective when the notice of resignation is delivered unless the notice specifies a later effective time, in which case the resignation is effective as of the specified effective time

SECTION 3.05. Vacancy on Board. A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board which results from any cause except an increase in the number of directors and a majority of the entire Board may fill a vacancy which results from an increase in the number of directors. A director elected to fill a vacancy serves for the unexpired term of their respective predecessor.

SECTION 3.06. Regular Meetings. Any regular meeting of the Board shall be held on such date and at any place as may be designated from time to time by the Board. Failure to hold regular meetings does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 3.07. Special Meetings. Special meetings of the Board may be called at any time by the Chair of the Board, the President or by a majority of the Board by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board shall be held on such date and at any place as may be designated from time to time by the Board. In the absence of such designation such meeting shall be held at such place as may be designated in the call.

SECTION 3.08. Annual Meeting. The annual meeting of the Board for the appointment of officers shall be held at such time and place may be determined by the Board with notice given in manner similar to notice of a regular meeting.

SECTION 3.09. Notice of Meeting The Secretary shall give written notice of the meeting, or cause notice to be given, to each director of each regular and special meeting of the Board at least ten (10) days prior to the meeting, unless impractical. The notice shall state the time and place of the meeting. Notice is given to a director when it is personally delivered to him, facsimile or e-mailed to him at his contact information as it appears on the records of the Corporation, or mailed to him at his address as it appears on the records of the Corporation. Such notices shall be effective (i) if delivered personally, sent by courier service, or sent by prepaid overnight delivery service upon actual receipt by the intended receipt; (ii) if mailed, upon the earlier of 5 business days after deposit in the mail or the date of delivery as shown by the return receipt therefore; or (iii) if sent by facsimile or e-mail of a PDF document (with confirmation of transmission), on the day the notice or other communication is sent if sent during normal business hours of the recipient (for this purpose, between 9:00 a.m. and 5:00 p.m. in the place where the recipient is located), and on the next business day if sent after normal business hours of the recipient. Unless the Bylaws or a resolution of the Board provide otherwise, the notice need not state the business to be transacted at or the purpose of any regular or special meeting of the Board. No notice of any meeting of the Board need be given to any director who attends without objection, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board regular or special may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 3.10. Action by Directors. Unless statute or the Articles of Incorporation or Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present is action of the Board. A simple majority of the entire Board shall constitute a quorum for the transaction of business. In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a

quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the Board and filed with the minutes of proceedings of the Board.

SECTION 3.11. Meeting by Conference Telephone. Members of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 3.12. Compensation. The Board shall have the power, in its discretion, to pay to directors a fixed sum for attendance at each meeting of the Board, or alternatively, a reasonable salary as allowed under Section 4941 of the Code. A director who serves the Corporation in any other capacity may receive compensation for such other services, pursuant to a resolution of the directors.

ARTICLE IV COMMITTEES

SECTION 4.01. General. The Board may by resolution and adopted by a majority of the entire Board, create one or more committees of the Board, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation between meetings of the Board, except that it shall not have authority to dissolve, merge or consolidate the Corporation; amend the charter of the Corporation; sell, lease or exchange all or substantially all of the property of the Corporation; fill vacancies in the Board; amend or repeal these Bylaws, or to adopt new Bylaws; or amend or repeal any resolution of the Board which by its terms shall not be so amended or repealed. Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Section 3.11.

ARTICLE V OFFICERS

SECTION 5.01. Officers of the Corporation. The Corporation shall have a President, Secretary and Treasurer. It may also have other officers, assistant officers, and subordinate officers as may be established by the Board. A person may hold more than one office in the Corporation.

SECTION 5.02. Election, Tenure and Removal of Officers. The officers of the Corporation shall be chosen at the annual meeting of the Board by a majority of the directors present at such meeting which a quorum is present. Each officer shall hold office until the next annual meeting of the Board and until his successor is duly elected and qualified. Any officer of the Corporation may be removed without cause by a vote of two-thirds (2/3) of the Board then in office. In the event that there are less than three directors, removal without cause requires unanimous vote. The removal of an officer does not prejudice any of his contract rights. The Board (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may fill a vacancy which occurs in any office for the unexpired portion of the term.

SECTION 5.03. President. The President shall oversee the activities of the Corporation, subject to the decisions of the Board, and shall perform such other duties as are necessarily incident to the office of President.

SECTION 5.04. Secretary. It shall be the duty of the Secretary to attend and keep the minutes of all meetings of the Board; to issue proper notices of all meetings; to perform all other duties which are incident to the office of Secretary; and to perform such other duties as the Board or the President may from time to time prescribe. The Secretary shall have custody of the minute book of the corporation and the corporate seal of the Corporation,

and the Secretary shall have authority to affix the seal to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary. The Board may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The Secretary may also attest all instruments signed by the President.

SECTION 5.05. Treasurer. It shall be the duty of the Treasurer to collect all monies due the Corporation and to have custody of the funds of the Corporation and to place the same in such depositories as may be approved by the Board. He shall approve payment of all bills against the Corporation; he shall record and submit to the Board a report of all receipts and disbursements and a report of the financial condition of the Corporation, both of which reports the Board may cause to be audited by a firm of certified accountants of its selection. The Treasurer shall, at the discretion of the Board, furnish a satisfactory bond in such sum as the Board shall prescribe. He shall perform all other duties which are incident to the office of treasurer and shall perform such other duties as the Board or the President may from time to time prescribe.

SECTION 5.06. Assistant and Subordinate Officers. The assistant and subordinate officers of the Corporation are all officers below the office of President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board.

SECTION 5.07. Compensation. Officers shall serve with such compensation, if any, as is agreed upon by the Board and as is not inconsistent with compensation as allowed under Section 4941 of the Code.

ARTICLE VI FINANCE

SECTION 6.01. Checks, Notes, Contracts, etc. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents, provided that unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, to pledge its credit, or to render it liable for any purpose or in any amount.

SECTION 6.02. Investments. The funds of this Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds, or other securities, as the Board in its uncontrolled discretion may deem desirable, provided, however, that no investments shall be made in such a manner as to subject the Corporation to tax under Section 4944 of Code or the regulations thereunder.

SECTION 6.03. Loans. No loans shall be made by the Corporation to its directors or officers.

SECTION 6.04. Fiscal Year. The fiscal year of the Corporation shall commence on September 1 of each year and end on August 31 of the same year.

ARTICLE VII LIMITATION OF LIABILITY AND INDEMNIFICATION

SECTION 7.01. Limitation of Liability. To the fullest extent permitted by District of Columbia statutory and decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and provided further that such limitation shall not apply as to any matter which is violative of the Articles, or the Bylaws. No amendment or repeal of any of the provisions of the Articles or Bylaws shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

SECTION 7.02. Indemnification. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative (other than on action by or in the right of the Corporation) by reason of the fact that he was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The Corporation shall indemnify a director or officer to the extent the director or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a director or officer of the corporation against reasonable expenses incurred by the director or officer in connection with the proceeding.

Any indemnification under this Section 8.02 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Section 8.02. Such determination shall be made by (1) the Board if there are two (2) or more disinterested directors, by a majority vote of all the disinterested directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two (2) or more disinterested directors appointed by such a vote; or (2) by the members of the Corporation.

The Corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he is or was a director if the individual delivers to the corporation: an affirmation in the form of a record of his good faith belief that he has met the relevant standard of conduct described in this Section 8.02 and an undertaking in the form of a record to repay any funds advanced if the individual is not entitled to mandatory indemnification and it is ultimately determined that the individual has not met the relevant standard of conduct described in this Section 8.02.

Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each officer or director. The Corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of the Corporation.

ARTICLE VIII MISCELLANEOUS

SECTION 8.01. Maintenance of Tax Exempt Status. The Corporation shall not carry on any 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 Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

SECTION 8.02. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board and of any executive or other committee when exercising any of the powers of the Board. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Articles of Incorporation and Bylaws shall be kept at the principal office of the Corporation.

SECTION 8.03. Corporate Seal. The Board shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 8.04. Execution of Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 8.05. Conflict of Interest. In the event any director or officer of the Corporation is or may be an officer, director, stockholder, employee, or have a financial interest in a corporation or other organization with which this Corporation shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, he shall fully disclose such interest to the Board. After revealing any such interest, such director shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership, or individual, shall be affected by the fact that the director or officer of this Corporation is interested in or is a director or officer of such other corporations, provided that such contract is negotiated on an arm's length basis and is fair and reasonable to the Corporation.

SECTION 8.06. Amendments. These By-laws may be altered, amended or repealed at any regular or special meeting of the Board by the affirmative vote of two-thirds (2/3) of the directors voting at a meeting at which a quorum is present.