

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

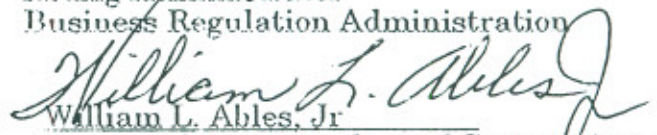
THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this *CERTIFICATE of INCORPORATION* is hereby issued to

UKRAINIAN-AMERICAN BUSINESS COUNCIL

as of *October 12th, 1995*.

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration


William L. Ables, Jr.
Act. Asst. Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
OF
UKRAINIAN-AMERICAN BUSINESS COUNCIL

TO: Department of Consumer and Regulatory Affairs,
Business Regulation Administration
Corporations Division
614 H Street, N.W., Washington, D.C. 20001

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the District of Columbia Non-Profit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is the UKRAINIAN-AMERICAN BUSINESS COUNCIL.

SECOND: The period of duration of the Council shall be perpetual.

THIRD: The purpose of the Council will be to provide a non-profit entity for persons having a common business interest by and through which they will promote trade and commerce between the United States of America and Ukraine through all necessary and proper activities as are contemplated by Section 501(c)(6) of the Internal Revenue Code of the United States of America, or corresponding sections of any future federal tax code of the United States of America.

In furtherance of this stated purpose declared herein, the Council shall have the following powers:

- (a) to have perpetual succession by its corporate name;
- (b) to sue and to be sued, complain and defend, in its corporate name;
- (c) to have a corporate seal which may be altered at direction of the Board of Directors and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;
- (d) to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- (e) to sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

FILED

OCT 12 1995

BY: _____

(f) to lend money to and otherwise assist its employees other than its officers and directors;

(g) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, whether for profit or not for profit, associations, partnership, or individuals, or direct or indirect obligations of the United States, or of any other government, State, territory, governmental district, or municipality or of any instrumentality thereof;

(h) to make contracts and incur liabilities, borrow money at such rates of interest as the Council may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

(i) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) to conduct its affairs, carry on its operations, hold property, and have offices and exercise the powers granted by these Articles in any part of the world;

(k) to elect or appoint officers and agents of the Council, and define their duties and fix their compensation;

(l) to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the District of Columbia, for the administration and regulation of the affairs of the Council;

(m) to make donations for the public welfare or for religious, charitable, scientific research, or educational purposes, or for other purposes for which the Council is organized;

(n) to indemnify any director or officer or former director or officer of the Council, or any person who may have served at its request as a director or officer of another association, whether for profit or not for profit, against expenses actually and necessarily incurred by that person in connection with the defense of any action, suit, or proceeding in which that person is made a party by reason of being or having been such director or officer, except in relation to matters as to which that person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of Board of Directors or members, or otherwise;

(o) to cease its corporate activities and surrender its corporate franchise;

(p) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Council is organized.

The Council, however, is expressly prohibited from issuing shares of stock. Further, no dividend shall be paid and no part of the net income of the Council shall be distributed to its members, directors or officers.

Notwithstanding the foregoing, the Council may pay compensation, including pensions, in a reasonable amount to its directors, officers, employees or independent contractors for services rendered, may confer benefits upon other entities in conformity with its purposes, and upon dissolution or final liquidation may make distributions to other entities as permitted by the laws of the District of Columbia.

But in no event shall loans made by the Council to its directors or officers. The directors of the Council who vote for or assent to the making of a loan to a director or officer of the Council, any officer or officers participating in the making of such a loan, shall be jointly and severally liable to the Council for the amount of such loan until the repayment thereof.

FOURTH: The Council shall be composed of its Board of Directors and non-voting members.

FIFTH: The Council's membership may be divided into such classes of members as may be established, designated and qualified by the Council's bylaws.

SIXTH: The affairs of the Council and its corporate powers shall be exercised by the Board of Directors who may exercise all such powers of the Council and do all such lawful acts and things as are not by statute or these Articles of the Council prohibited. The Board of Directors shall also have the authority to designate officers, committees and spokesmen to conduct the Council's business and to represent the Council at all functions or forums at which the Council is entitled to be represented. The manner in which directors shall be elected or appointed shall be provided for in the Council's bylaws.

SEVENTH: The provisions for the regulation of the internal affairs of the Council, including provisions for distribution of assets on dissolution or final liquidation, shall be set forth in the Council's bylaws, provided that, upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

EIGHTH: The registered agent of the Council shall be Jack I. Heller, Heller & Rosenblatt, 1501 M Street, N.W. Washington, D.C. 20005 Suite 700
a

NINTH: The number of directors constituting the initial Board of Directors shall be three (3). However, the Council shall have the authority in its bylaws to provide for additional directors.

The initial directors shall be the following seven (7) individuals who shall serve until the first annual meeting of the Council or until such time as their successors shall be elected and qualified:

Richard Crowder
3100 Sycamore Road
DeKalb, Illinois 60115

Robert Bennet
Westinghouse Bldg.
Gateway Center
Pittsburgh, Pennsylvania 15222

Dean Dort
Deere Co.
1667 K Street, N.W., Suite 1230
Washington, D.C. 20006

James Enyart
Monsanto
800 N. Lindburgh Blvd.
St. Louis, Missouri 63167

Michael Johnson
FMC
1027 K Street, N.W.
Washington, D.C. 20006

Sean Skinner
DowElanco
9330 Zionsville Road, 308/2F
Indianapolis, Indiana 46268


Alan Andreas
ADM
4666 Fairies Parkway
Decatur, Illionis 62626

TENTH: The name and address, including street and number and zip code, of each incorporator is:

James H. Roberts
1501 M Street, N.W.
Washington, D.C. 20005

Jack I. Heller
1501 M Street, N.W.
Washington, D.C. 20005

Peter R. Rosenblatt
1501 M Street, N.W.
Washington, D.C. 20005



James H. Roberts



Jack I. Heller



Peter R. Rosenblatt

I, Zandra R. Williams, a Notary Public, hereby certify that on the 10th day of October, 1995, James H. Roberts, Jack I. Heller and Peter R. Rosenblatt appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Dated: October 10, 1995



Zandra R. Williams
Notary Public, District of Columbia
My Commission Expires March 14, 1996

ARTICLES OF AMENDMENT
OF
UKRAINIAN-AMERICAN BUSINESS COUNCIL

FILED JAN 17 1996
BY RH

TO: Department of Consumer and Regulatory Affairs,
Business Regulation Administration
Corporations Division
614 H Street, N.W., Washington, D.C. 20001

We, the undersigned natural persons of the age of twenty-one years or more, acting as officers of a corporation under the District of Columbia Non-Profit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5), hereby submit the following Articles of Amendment for approval by the Department of Consumer and Regulatory Affairs:

FIRST: The name of the corporation is the UKRAINIAN-AMERICAN BUSINESS COUNCIL.

SECOND: The articles of incorporation are hereby amended by changing the name of the COUNCIL to the UKRAINE-UNITED STATES BUSINESS COUNCIL.

THIRD: The amendment was advised by the board of directors and approved by the members of the COUNCIL in accordance with the COUNCIL's articles of incorporation and applicable law.

FOURTH: The amendment was adopted by the members of the COUNCIL on October 23, 1994.


Richard Crowder
President

1/3/96
Date


Robert Bennett
Secretary

1/3/96
Date