

**EXHIBIT A:**  
**PIC Certificate and Articles of Incorporation**

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



**C E R T I F I C A T E**

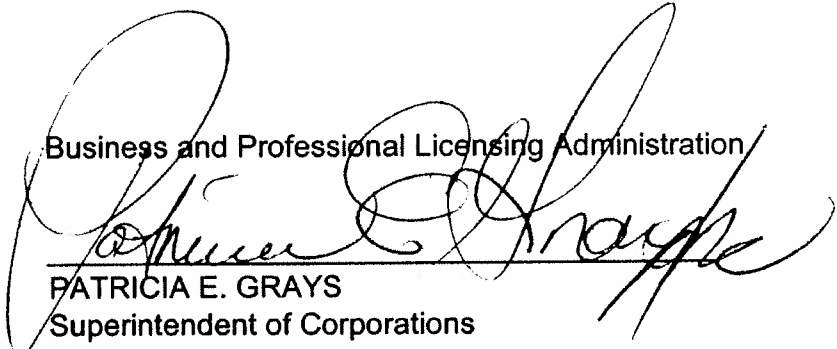
**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

**PRESIDENTIAL INAUGURAL COMMITTEE 2009**

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of the **19th** day of **November, 2008**.

LINDA K. ARGO  
Director

Business and Professional Licensing Administration

  
\_\_\_\_\_  
PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Adrian M. Fenty  
Mayor

ARTICLES OF INCORPORATION

OF

Presidential Inaugural Committee 2009

To: D.C. Department of Consumer  
and Regulatory Affairs  
Corporations Division  
Washington, D.C.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act.

**ARTICLE I**

The name of the Corporation is Presidential Inaugural Committee 2009 (hereinafter called the "Corporation").

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The Corporation is organized for the purpose of promoting the social welfare, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to carry out the functions and activities connected with the inauguration of the President of the United States in accordance with 36 U.S.C.A. §§ 501 through 511 and D.C. Code Ann., §§ 2-801 through 2-829; and, consistent with the above, to exercise all powers available to corporations organized pursuant to the District of Columbia Non-Profit Corporation Act.

**FILE COPY**

#### **ARTICLE IV**

The Corporation shall have no voting members.

#### **ARTICLE V**

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors (not less than three) and the manner of choosing directors shall be fixed in the Bylaws.

#### **ARTICLE VI**

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

#### **ARTICLE VII**

At all times and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation, --

(a) The 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 would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable

compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

(c) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(d) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

#### **ARTICLE VIII**

The address, including street and number, of the Corporation's initial registered office in the District of Columbia is 555 13<sup>th</sup> Street, N.W., Washington, D.C. 20004. The name of the Corporation's initial registered agent at such address is Deborah T. Ashford.

**ARTICLE IX**

The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

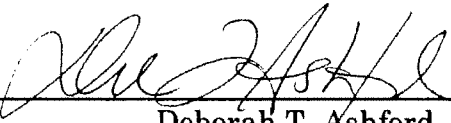
William Daley	Presidential Inaugural Committee 2009 Washington, D.C. 20599
John W. Rogers, Jr.	Presidential Inaugural Committee 2009 Washington, D.C. 20599
Patrick Ryan	Presidential Inaugural Committee 2009 Washington, D.C. 20599
Julianna Smoot	Presidential Inaugural Committee 2009 Washington, D.C. 20599

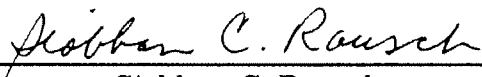
**ARTICLE X**

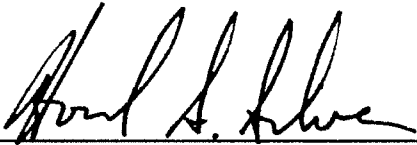
The names and addresses of the Incorporators of the Corporation, are:

Deborah T. Ashford	555 Thirteenth Street, N.W. Washington, D.C. 20004
Siobhan C. Rausch	555 Thirteenth Street, N.W. Washington, D.C. 20004
Howard S. Silver	555 Thirteenth Street, N.W. Washington, D.C. 20004

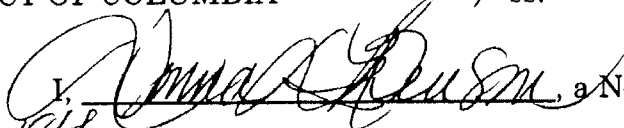
IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 18th day of November, 2008.

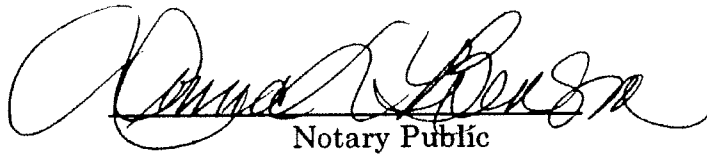
  
Deborah T. Ashford

  
Siobhan C. Rausch

  
Howard S. Silver

CITY OF WASHINGTON )  
DISTRICT OF COLUMBIA ) ss:

I, , a Notary Public, hereby certify that on the 18th day of November, 2008, Deborah T. Ashford, Siobhan C. Rausch, and Howard S. Silver, personally appeared before me being by me first duly sworn, declared that they signed the foregoing Articles of Incorporation of Presidential Inaugural Committee 2009 as Incorporators, and that the statements therein contained are true.

  
Notary Public

(Notarial Seal)

My Commission Expires:

10/14/2012