



State of Ohio
Department of State

E768-1192

Anthony J. Celebrezze, Jr.
Secretary of State

Date: 7/03/80

Number 557041

Receipt No. 56100

E768-1192 076

Received of INTERNATIONAL INSIGHT, INC.
or filed by _____

The sum of \$ 25.00 for filing ARN _____ of

INTERNATIONAL INSIGHT, INC.

Returned to: 56100

INTERNATIONAL INSIGHT, INC.

ATT: G.N. NADER

P.O. BOX 723

CLEVELAND, OH 44107

ARN \$ 25.00

Name: INTERNATIONAL INSIGHT, INC.

Total Fee: \$ 25.00

E0768-1193



Department of State

The State of Ohio

Anthony J. Celebrezze, Jr.
Secretary of State

557041

Certificate

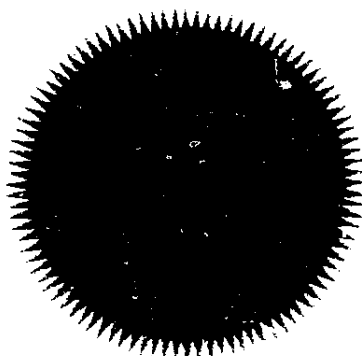
It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN

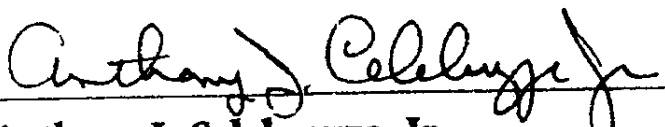
_____ of:
INTERNATIONAL INSIGHT, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll E 768 at Frame 1194 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 30TH day of JUNE,
A.D. 1980.




Anthony J. Celebrezze, Jr.
Secretary of State

E0768-1194

APPROVED
 By MK BH
 Date 6-30-60
 Amount 25.00

ARTICLES OF INCORPORATION
 OF
 INTERNATIONAL INSIGHT, INC.

The undersigned, desiring to form a corporation not for profit, in accordance with Chapter 1702 of the Ohio Revised Code, does hereby certify as follows:

- FIRST: The name of the corporation shall be INTERNATIONAL INSIGHT, INC.
- SECOND: The place in this state where the principal office of the corporation is to be located is CLEVELAND, in CUYAHOGA COUNTY, OHIO
- THIRD: Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes:
- A. To provide and encourage study and analysis of the social economic and historical issues underlying the areas of conflict in the world with focus on the Middle East.
 - B. To receive funds by donation, bequest, devise or otherwise; to hold, invest and disburse the same.
 - C. To do anything necessary incidental or ancillary to the accomplishment of any other charitable, religious, educational or scientific purposes which qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- FOURTH: The initial Trustee of the corporation, and his address, is as follows:
- George A. Nader
 P.O. Box 723
 Cleveland, Ohio 44107

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Trustees :

* George A. Nader : 11850 Edgewater Dr.
Lakewood, OH. 44107

* Dr. Saul Friedman : Dept. of History
U. of Youngstown
Youngstown, OH. 44555

* Jo Ann Bukarinsky : 443 Richmond Park West
626-D
Richmond Heights,
OHio 44143

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FIFTH: The following restrictions shall apply to the corporation:

- A. No part of the net earnings of the corporation shall inure to the benefit of any member, Trustee, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes). In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, Trustee, or officer of the corporation, or any private individual, shall be entitled to any distribution or division of the remaining assets or its proceeds, and the balance of all money and other assets derived by the corporation from whatever source, after the payment of all debts and obligations of the corporation, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Trustees exclusively for the purposes stated within these Articles and within the intentment of Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- B. No part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office.
- C. The corporation 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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- D. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- E. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- F. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- G. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- H. Notwithstanding any other provision in 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code, or corresponding provisions of any subsequent federal tax laws.

SIXTH: Members of the corporation shall be determined in accordance with provisions set forth in the Code of Regulations.

IN WITNESS WHEREOF, I have hereunto subscribed my name this

16 day of June, 1980.


GEORGE A. NADER, Incorporator

E0768-1198

CODE OF REGULATIONS
OF
INTERNATIONAL INSIGHT, INC.

The undersigned, who is a member of International Insight, Inc., an Ohio corporation not for profit, does hereby adopt the following regulations for the government of said corporation:

ARTICLE I

Purpose

The corporation is organized and operated exclusively for charitable purposes, namely, to provide and encourage study and analysis of the social economic and historical issues underlying the areas of conflict in the world with focus on the Middle East.

ARTICLE II

Members and Meetings of Members

1. Membership. Any person or organization subscribing to the purposes and methods of the corporation may become a member by paying annual dues in an amount to be determined in the discretion of the Board of Trustees. For the convenience of contributors, the Board may create different classes of membership with dues payable at varying rates designed to make membership available to a broad cross-section of the interested public.

2. Rights of Members. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled, on account of his status as a member, to share in the distribution of the corporate assets upon the dissolution of the corporation. The preceding sentence shall not, however, be interpreted as precluding a member from being designated as a distributee of assets upon dissolution of the corporation, if such member is qualified to be a distributee within the limitations set forth in the Articles of the corporation.

3. Annual Meetings. The annual meeting of the members of the corporation shall be held at the principal office of the corporation, or at such other place in the Greater Cleveland area as is selected by the Board of Trustees, on the first Monday in _____ in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding Tuesday not a legal holiday, for the election of members of the Board of Trustees and the transaction of such other business as may properly come before the meeting.

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4. Notice of Annual Meeting. Notice of the time and place of annual meetings shall be served, either personally or by mail, not less than ten nor more than forty days before the meeting, upon each person who appears upon the books of the corporation as a member, and, if mailed, such notice shall be directed to the member at his address as it appears on the books of the corporation, unless he shall have filed with the Secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

5. Special Meetings. Special meetings of the members may be called at any time by the President or Vice President or by resolution by the Trustees, and must be called by the President or Secretary on receipt of the written request of one-third of the members of the corporation.

6. Notice of Special Meetings. Notice of a special meeting stating the time, place and purpose or purposes thereof shall be served personally or by mail upon each member, not less than five nor more than forty days before such meeting, and if mailed such notice shall be directed to each member at his address as it appears on the books or records of the corporation, unless he shall have filed with the Secretary of the corporation a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

7. Quorum. At any meeting of members of the corporation, the presence in person or by proxy of twenty-five members or one-third of the membership, whichever is less, shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by this Code of Regulations. A meeting may be adjourned from time to time, whether or not a quorum is present, by vote of the majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member.

8. Voting. At every meeting of members, each member shall be entitled to one vote in person, or by proxy duly appointed by instrument in writing which (i) is subscribed by such member, (ii) bears a date not more than eleven months prior to such meeting (unless such instrument provides for a longer period), and (iii) is filed with the Secretary at least three (3) days prior to such meeting. Each member of the corporation shall be entitled to one vote. The vote upon any question before the members, upon the demand of any member, shall be by ballot. All elections shall be had and all questions decided by the members shall be by a majority vote of the members present in person or by proxy.

E0768-1200

9. Waiver of Notice. Whenever, under the provisions of any law, or under the provisions of the Articles or Regulations this corporation, the corporation or the Board of Trustees or any committee thereof is authorized to take any action after notice to the members of the corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

10. Removal of Members. Any member may be removed from membership by the affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose. Any such member proposed to be removed shall be entitled to at least five days' notice in writing by mail of such proposed action, and shall be entitled to appear before and be heard at such meeting.

ARTICLE III

Trustees

1. Control. The business and property of the corporation shall be managed and controlled by a Board of Trustees.

2. Number and Qualifications of Trustees. There shall be not more than fifteen Trustees, all of whom shall either have expertise in one or more of the fields of international and national economic history and social affairs, or possess such other qualifications as shall be considered important to the success of the corporation. Any member who is a full-time employee of the corporation shall not be eligible to serve as a Trustee.

3. Term. Each Trustee shall serve until his successor is elected or until his earlier resignation, removal from office, or death. A Trustee may be removed by a majority of the quorum at a meeting of members for which the notice has specified that such contemplated action is one of the purposes of the meeting. A Trustee may resign at any time by giving written notice of such resignation to the Board of Trustees.

4. Nominations. Nominations to the Board of Trustees may be made by any five members, provided such nominations are in writing and delivered to the Secretary of the corporation at least five days before the Annual Meeting.

5. Vacancies. Vacancies occurring on the Board of Trustees between annual meetings shall be filled by election by the Board, and the Trustee so elected shall hold office and serve until the election and qualification of his successor.

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6. Meetings. The Board of Trustees shall meet bi-monthly. Special meetings of the Board shall be held at the call of the President or upon the written request of one-fourth of the Trustees.

7. Notice of Meetings. Notice of all Trustees' meetings, except as herein otherwise provided, shall be given by mailing the same at least five days, or by telephoning the same at least two days, before the meeting to the usual business or residence address of the Trustee, but such notice may be waived by any Trustee. Regular meetings of the Board of Trustees may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any regular Trustees' meeting. The notice of any special meeting shall specify the business to be considered at such meeting and no other business may be conducted.

8. Chairman. At all meetings of the Board of Trustees, a Chairman chosen by the Trustees shall preside.

9. Quorum. At all meetings of the Board of Trustees, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or by this Code of Regulations. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Trustee.

10. Compensation. Trustees shall not receive any stated salary for their services as such, but by resolution of the Board of Trustees the expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. The Board of Trustees shall have power, in its discretion, to contract for and to pay to Trustees rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

ARTICLE IV

Officers

1. Number. The officers of the corporation shall be the President, Vice President, Secretary, Treasurer, and such other offices with such powers and duties not inconsistent with this Code of Regulations as may be appointed and determined by the Board of Trustees. Any two offices, except those of President and Vice President, may be held by the same person.

2. Election, Term of Office and Qualifications. The President and the other officers shall be elected by the Board of Trustees from among such persons as the Board of Trustees may see fit, and shall serve until their successors are duly elected.

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3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Trustees then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his successor.

4. President. The President shall preside at all meetings of members. He shall do and perform such other duties as may be assigned to him by the Board of Trustees.

ARTICLE V

Agents and Representatives

The Board of Trustees may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Trustees may see fit, so far as may be consistent with this Code of Regulations,

ARTICLE VI

Prohibition Against Sharing in Corporate Earnings

No member, officer, Trustee, or employee of, or member of a committee of, or person connected with, the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees.

ARTICLE VII

Amendments

The Code of Regulations may be altered, amended or repealed at any meeting of members of the corporation by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is set forth in the notice of such meeting.


George A. Nader

E768-1293

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the incorporator of INTERNATIONAL INSIGHT, INC., hereby appoints *GEORGE A. NADER, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is Box 723, CUYAHOGA COUNTY, CLEVELAND, OHIO, 44107.*

* George A. Nader
✓ 11850 Edgewater Dr.
Lakewood, Ohio
44107

International Insight, Inc.
INTERNATIONAL INSIGHT, INC.

George A. Nader
GEORGE A. NADER

06/16/1980
Date

INTERNATIONAL INSIGHT, INC.

Gentlemen:

I hereby accept appointment as agent of your corporation, upon whom process, tax notices or demands may be served.

George A. Nader
GEORGE A. NADER