

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE LINCOLN GROUP OF THE DISTRICT OF COLUMBIA INC.**

FIRST: The name of the Corporation is The Lincoln Group of the District of Columbia Inc. (the “Corporation”).

SECOND: The Corporation is a nonprofit corporation incorporated under Chapter 4 of the District of Columbia Nonprofit Corporation Act of 2010 (the “Act”).

THIRD: The Corporation shall have Officers with such titles and duties as shall be stated in the Corporation’s Bylaws and in Section 29-406.40 of the Act.

FOURTH: The Corporation shall have a Board of Directors that shall manage the activities and affairs of the Corporation.

FIFTH: The Corporation shall have a Board of Advisors that shall act only in an advisory capacity as shall be stated in the Corporation’s Bylaws.

SIXTH: The Corporation shall have Members. Each Member has the right to one vote for the election of Directors and for an amendment of the Corporation’s Articles of Incorporation or Bylaws, membership exchange, sale of all or substantially all of the assets, domestication, conversion, and dissolution of the Corporation.

SEVENTH: The Corporation is organized exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”). The specific purposes for which the Corporation is formed include, but are not limited to, the promotion of the great American ideals as exemplified by Abraham Lincoln, the collection, preservation and dissemination of knowledge respecting the history, biography and world-wide influence of President Lincoln, and honoring his memory by appropriate meetings, exercises and educational programs. In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable and educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Act.

EIGHTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article SEVENTH hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code, and in any corresponding laws of the District of Columbia), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

D. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any Member, Director or Officer, or any other private person.

NINTH: The name and address of the Corporation's registered agent are as follows:

Name: Matthew L. Perdoni

Address: Pascal & Weiss, PC
Attn: Matthew L. Perdoni (Lincoln Group of the District of Columbia)
1008 Pennsylvania Ave, SE
Washington, DC 20003

TENTH: The Corporation shall indemnify Directors and Officers of the Corporation as shall be stated in the Corporation's Bylaws.