

## Exhibit C

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 BUSINESS CORPORATION ACT have been complied with and accordingly, this **CERTIFICATE of INCORPORATION** is hereby issued to **RABINOWITZ, INC**

as of April 29th, 1994 .

Hampton Cross  
Acting Director

Barry K. Campbell  
Administrator  
Business Regulation Administration

Patricia E. Grays  
Superintendent of Corporations  
Corporations Division

Acting


Sharon Pratt Kelly  
Mayor

**ARTICLES OF INCORPORATION  
OF  
RABINOWITZ, INC.**

**FILED**

APR 29 1994

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

BY: 

I, the undersigned natural person of the age of eighteen years or more acting as incorporator of a corporation under the District of Columbia Business Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 3), as amended, adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the Corporation is Rabinowitz, Inc. (the "Corporation").

**SECOND:** The period of the Corporation's duration is perpetual.

**THIRD:** The purpose of the Corporation is to engage in the following activities:

A. To operate and manage a consulting and public relations firm, and to furnish all other related services and to do all that is required to accomplish those purposes as permitted by law.

B. To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the District of Columbia.

**FOURTH:** The aggregate number of shares which the Corporation is authorized to issue is one thousand (1000) with each share having a par value of one cent (\$0.01). The shares shall all be common shares and there shall be no other class or classes of shares. All or any part of such shares may be issued by the Corporation from time to time, as may be determined by the Board of Directors, as provided by law.

**FIFTH:** The Corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

**SIXTH:** There are no restrictions on the preemptive right of shareholders to acquire additional shares of the Corporation.

**SEVENTH:** The regulation of the internal affairs of the Corporation shall be contained in the Corporation's Bylaws.

**EIGHTH:** The address of the initial registered office of the Corporation is

313 Third Street, N.E., Washington, D.C. 20002, and the name of the initial registered agent at such address is Steve Rabinowitz. The address where the Corporation conducts its principal business is 313 Third Street, N.E., Washington, D.C. 20002.

**NINTH:** The number of directors constituting the initial Board of Directors of the Corporation is one (1). The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Steve Rabinowitz	313 Third Street, N.E. Washington, D.C. 20002

**TENTH:** The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Cynthia F. Reaves	1227 25th Street, N.W. Suite 700 Washington, D.C. 20037

**IN WITNESS WHEREOF,** the undersigned, being the incorporator hereinabove named, does hereby certify that the facts herein stated are, to the best of her knowledge and belief, truly set forth, and, accordingly, have hereunto set her hand this 28th day of April, 1994.




---

Cynthia F. Reaves

District of Columbia: ss.

I, Patricia L. Savieo, a Notary Public, hereby certify that on the 28th day of April, 1994, personally appeared before me, Cynthia F. Reaves, who signed the foregoing document as incorporator, and swore that the statements therein contained are true.




---

Patricia L. Savieo  
Notary Public

My commission expires: February 28, 1999

WRITTEN CONSENT TO ACT AS REGISTERED AGENT

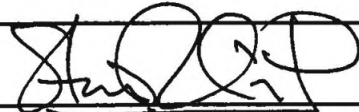
TO: THE SUPERINTENDENT OF CORPORATIONS  
BUSINESS REGULATION ADMINISTRATION  
DEPT. OF CONSUMER & REGULATORY AFFAIRS  
WASHINGTON, D.C.

(A) BY A DISTRICT OF COLUMBIA RESIDENT

PURSUANT TO THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT AS  
AMENDED (D.C. CODE, 1981 EDITION, TITLE 29, SECTION 29-310(2),

I, Steve Rabinowitz  
A BONAFIDE RESIDENT OF THE DISTRICT OF COLUMBIA HEREIN CONSENT  
TO ACT AS REGISTERED AGENT FOR:

(NAME OF CORPORATION) Rabinowitz, Inc.

\_\_\_\_\_  
SIGNATURE OF REGISTERED AGENT 

DATE: April 28, 1994

-----  
(B) BY A LEGALLY AUTHORIZED CORPORATION

THE CORPORATION HEREIN NAMED AS:

\_\_\_\_\_  
AN AUTHORIZED CORPORATE REGISTERED AGENT IN THE DISTRICT OF  
COLUMBIA, PER SIGNATURES OF ITS PRESIDENT/ VICE-PRESIDENT AND  
SECRETARY/ASSISTANT SECRETARY, HEREIN CONSENTS TO ACT AS  
REGISTERED AGENT FOR:

(NAME OF CORPORATION) \_\_\_\_\_

SIGNATURE: \_\_\_\_\_ OF ITS PRESIDENT  
OR VICE-PRESIDENT  
NAME:

ATTEST : \_\_\_\_\_ OF SECRETARY  
OR ASSISTANT SECRETARY  
NAME:

DATE : \_\_\_\_\_

Initial File #: 941358

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



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

**THIS IS TO CERTIFY** that all applicable Trade Name requirements of the Omnibus Regulatory Reform Act of 1998 have been complied with and accordingly, this **CERTIFICATE OF TRADE NAME REGISTRATION** is hereby issued to:

RABINOWITZ Inc.

**Trade Name:** Bluelight Strategies

**IN TESTIMONY WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of 4/20/2015 3:12 PM

Business and Professional Licensing Administration



---

PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Muriel Bowser  
Mayor

Tracking #: 4v19Qrqc

**April 29, 1994**

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**BYLAWS  
OF  
RABINOWITZ, INC.**

**ARTICLE I  
NAME, OFFICES AND PURPOSES**

**Section 1.1. Name.** The name of the Corporation is Rabinowitz, Inc. (the "Corporation").

**Section 1.2. Principal Office.** The principal office of the Corporation shall be in the District of Columbia.

**Section 1.3. Other Offices.** The Corporation may also have offices at such other places both within and without the District of Columbia as the Board of Directors may from time to time determine or the Corporation may require.

**ARTICLE II  
MEETINGS OF SHAREHOLDERS**

**Section 2.1. Place of Meetings.** Meetings of the shareholders may be held either within or without the District of Columbia as set forth in the notice of the meeting.

**Section 2.2. Annual Meeting.** The Corporation shall hold an annual meeting of its shareholders for the election of directors and for the transaction of general business on the first day of \_\_\_\_\_ of each year at a time and place designated by the Board or on such other date and at such time and place as shall be designated by the Board of Directors in its sole discretion. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held on the next succeeding day not a legal holiday.

**Section 2.3. Special Meetings.** Special meetings of the shareholders may be called at any time for any purpose or purposes by the President, the Secretary, the Board of Directors, or the holders of not less than one-fifth of all votes entitled to be cast at the special meeting.

**Section 2.4. Notice.** Written or printed notice stating the place, day, and hour of a shareholder meeting, and (i) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the shareholders, or (ii) in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or other officer or person calling the meeting to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his/her address as it appears on the stock transfer books of the Corporation, with the postage thereon prepaid.

**Section 2.5. Quorum.** At any meeting of shareholders the presence in person or by proxy of the holders of a majority of the outstanding shares entitled to vote shall constitute a quorum, except as otherwise may be provided in the Articles of Incorporation or by statute. If less than a quorum is initially in attendance, then the meeting may be adjourned to a fixed time and place.

**Section 2.6. Voting.** Each shareholder shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such shareholder. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number is required by statute, the Articles of Incorporation, or the Bylaws, and except that in elections of directors those receiving the greatest number of votes shall be deemed elected even though not receiving a majority.

**Section 2.7. Proxies.** A shareholder may vote either in person or by proxy executed in writing by the shareholder or by such shareholder's duly authorized attorney-in-fact. Every proxy shall be filed with the Secretary of the Corporation. Notwithstanding any provision in a proxy or agreement to the contrary, a proxy shall be revocable at will, unless coupled with an interest (i.e., given in exchange for contractually sufficient consideration). Unless a proxy provides otherwise, it is not valid more than eleven (11) months after its date, unless otherwise provided in proxy.

**Section 2.8. Presiding Officer.** All meetings of the shareholders shall be presided over by the President. If the President is not present, a Chairman shall be elected by the shareholders in attendance at the meeting, who shall serve for that meeting only. The Secretary of the Corporation shall act as Secretary of all the meetings, if present. If the Secretary is not present, the President or Chairman of the meeting shall appoint a Secretary of the meeting. The President or Chairman of the meeting may appoint one or more judges of the election to determine the existence of a quorum, the qualification of voters, the validity of proxies, and the results of ballots.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 3.1. Composition of the Board.** The number of directors of the Corporation shall be \_\_\_\_\_ ( ) or such other number as may be designated from time to time by amendment to these Bylaws duly adopted by the Board of Directors, but never less than \_\_\_\_\_ ( ). Any change in the number of directors shall not affect the tenure of office of any director. The directors shall be elected, to serve for a term of one year, each year at the annual meeting of shareholders, except as hereinafter provided, and each director shall serve until his/her successor shall be elected and qualified. Directors shall be eligible for reelection without limitation on the number of terms they may serve. Election of directors need not be by ballot unless a shareholder demands election by ballot at the election or before the voting begins.

**Section 3.2. Removal from Office; Vacancies.** The shareholders at any meeting called expressly for that purpose, at which a quorum is present, by a vote of the holders of a majority of outstanding shares of stock present and entitled to vote for election of director, may remove any director for cause or without cause, and fill the vacancy. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors: (1) the shareholders may fill the vacancy; (2) the Board of Directors may fill the vacancy; or (3) if the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of the directors remaining in office. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**Section 3.3. Powers of the Board.** The Board of Directors shall have control of and manage the business and affairs of the Corporation. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or these Bylaws directed or required to be exercised and done by the shareholders.

**Section 3.4. Voting.** At all meetings of the Board of Directors, each director shall have one vote irrespective of the number of shares that such director may hold.

**Section 3.5. Resignation of Director.** Any director may resign his/her office at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 3.6. Power to Fix Compensation.** The Board of Directors, by the affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any director, shall have the authority to fix the reasonable compensation, including fees and reimbursement of out-of-pocket expenses, of directors for service to the Corporation.

### **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 3.7. Place of Meetings.** Meetings of the Board of Directors, regular or special, may be held within or without the District of Columbia as may be provided by resolution adopted by a majority of the Board.

**Section 3.8. Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

**Section 3.9. Special Meetings.** Special meetings of the Board of Directors shall be called by the President, the Secretary or on the written request of any director. The business to be transacted at, or the purpose of, any special meeting of the Board need not be specified

in the notice or waiver of notice of such meeting. Written notice of special meetings of the Board shall be given to each director at least two days by mail or twenty-four hours delivered personally or by telephone or telegraph before the date of the meeting.

**Section 3.10. Quorum.** A majority of the entire Board, not including vacancies, shall constitute a quorum for the transaction of business and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, as determined by the Board of Directors.

**Section 3.11. Presiding Officer.** All meetings of the Board shall be presided over by the President. If the President is not present, a Chairman shall be elected by the meeting. The Secretary of the Corporation shall act as Secretary of all the meetings, if present. If he/she is not present, the President or Chairman of the meeting shall appoint a Secretary of the meeting.

**Section 3.12. Unanimous Written Consent.** Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by all the directors and filed with the Secretary of the Corporation. Such consent shall have the same force and effect as a unanimous vote of the directors.

**Section 3.13. Presumption of Assent.** A director of the Corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (1) he/she objects at the beginning of the meeting, or promptly upon his/her arrival, to holding of the meeting or transacting a specified business at the meeting; or (2) he/she votes against, or abstains from, the action taken.

**Section 3.14. Conference Telephone.** Any or all directors may participate in a meeting of the Board of Directors or of a committee of the Board by means of a conference telephone, or any means of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at a meeting.

#### **ARTICLE IV COMMITTEES OF THE BOARD**

**Section 4.1. Executive Committee; Other Committees.** The Board of Directors, by resolution adopted by a majority of the full Board, may designate an Executive Committee and one or more other committees, each of which shall have a minimum of two members. (Each such committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors that is delegated to said committee by the Board of Directors.) The designation of an Executive Committee and the delegation thereto of

authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him/her by law.

**Section 4.2. Quorum.** A majority of an entire committee shall constitute a quorum for the transaction of business by the committee and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. If a quorum shall not be present at any meeting of a committee, the committee members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Section 4.3. Unanimous Written Consent.** Any action required or permitted to be taken at a meeting of the Executive Committee and any other committee may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by all the committee members and filed with the Secretary of the Corporation. Such consent shall have the same force and effect as a unanimous vote of the Executive Committee.

**Section 4.4. Minutes.** The Executive Committee and any other committee shall keep regular minutes of its proceedings and report the same to the Board when required.

**Section 4.5. Appointment of Members.** A majority of the full Board of Directors shall appoint the members of all committees. Persons who are not members of the Board may be appointed to any committee, except the Executive Committee. Committee appointments shall be for a one year term.

## ARTICLE V NOTICES

**Section 5.1. Notices.** Notices to directors and shareholders, as required by statute or these Bylaws, shall be in writing and delivered personally or by mail to the directors or shareholders at their addresses appearing on the books of the Corporation or supplied by them for the purpose of notice. Notice by mail shall be deemed to be given as of the date the notice is mailed. Notice to directors may also be given by telegram, such notice deemed to be given as of the date the notice is deposited with a telegraph office for transmission.

**Section 5.2. Written Notice of Shareholders Meeting.** Written notice of every shareholders meeting shall be given in accordance with Section 2.4. of these Bylaws.

**Section 5.3. Waiver of Notice.** Whenever, under the provisions of these Bylaws, the Articles of Incorporation, or of any statute, a shareholder or director is entitled to any notice, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 5.4. Waiver of Notice by Attendance.** The attendance of any director or shareholder at a meeting without protesting at the beginning of such meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the stockholders or of the Board of Directors need be specified in the waiver of notice of such meeting.

## **ARTICLE VI OFFICERS**

**Section 6.1. Designation of Officers.** The officers of the Corporation shall consist of a Chairman of the Board, a President, a Secretary, and a Treasurer and such other officers as the Board deems necessary, each of whom shall be elected by a majority vote of the Board of Directors. Any two or more offices may be held by the same person; provided, however, that 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; provided further, however, that no one individual may serve concurrently as President and Secretary of the Corporation.

**Section 6.2. Election of Officers.** The officers of the Corporation shall be elected annually by the Board of Directors at its first meeting following the annual meeting of shareholders, except where a longer term is expressly provided in an employment contract duly authorized and approved by the Board of Directors. The President must be a member of the Board of Directors, but no other officer need be a member of the Board of Directors.

**Section 6.3. Other Officers.** Subject to the approval of the Board of Directors, the President may elect or appoint such other officers, assistant officers, and agents as he/she or they shall deem necessary who shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined from time to time by the Board.

**Section 6.4. Compensation.** The Board of Directors may, in its discretion, establish reasonable salaries for all officers and agents of the Corporation; provided, however, that the Board may delegate this authority to the President or to the Executive Committee of the Board, except that the Board may not delegate this authority with respect to the compensation of the President.

**Section 6.5. Removal.** The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed with or without cause by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6.6. Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Unless

otherwise specified in the notice, the resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 6.7. Vacancy.** Any vacancy occurring in any office of the Corporation by death, resignation, removal, or otherwise shall be filled promptly by the Board of Directors.

**Section 6.8. Duties of Officers.** The duties and powers of the officers of the Corporation shall be as follows and as shall hereafter be set by resolution of the Board of Directors:

#### **THE CHAIRMAN OF THE BOARD**

**A.** The Chairman of the Board shall preside at all meetings of the stockholders and the Board of Directors, and shall carry out such other duties as the Board of Directors may from time to time prescribe. Except where, by law, the signature of the President is required, the Chairman shall possess the same power as the President to sign all certificates, contracts, and other instruments of the Corporation which may be authorized by the Board of Directors.

#### **THE PRESIDENT**

**A.** The President shall be the chief operating officer and shall have general and active management of the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall be an ex officio member without voting power of all committees to which the Board of Directors has not appointed the President as a full voting member, and shall assume all responsibilities as the Board of Directors may from time to time prescribe.

**B.** The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The President shall be one of the officers who may sign checks and drafts of the Corporation.

#### **THE SECRETARY AND ASSISTANT SECRETARIES**

**A.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all proceedings of the meetings of the shareholders and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the committees, if any, when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. The Secretary shall keep a register of the mailing address of each shareholder which shall be furnished to the Secretary by such shareholder and he/she shall have general charge of the stock ledger books of the Corporation. The Secretary shall have

custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his/her signature or by the signature of such Assistant Secretary. The Board of Directors may, however, give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his/her signature.

**B.** The Assistant Secretary, or if there is more than one, the Assistant Secretaries, in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

### **THE TREASURER AND ASSISTANT TREASURERS**

**A.** The Treasurer shall be the chief financial officer and have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

**B.** The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requests, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be one of the officers who may sign checks and drafts of the Corporation.

**C.** If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his/her office and for the restoration to the Corporation, in case of his/her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under his/her control belonging to the Corporation.

**D.** The Assistant Treasurer, or, if there is more than one, the Assistant Treasurers, in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**ARTICLE VII  
INDEMNIFICATION AND INSURANCE**

**Section 7.1. Indemnification.** To the full extent permitted by and in accordance with the procedures prescribed in the laws of the District of Columbia, the Corporation shall indemnify any and all of the directors and any and all of the officers, employees, agents, and representatives of the Corporation for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of serving in any such capacity with or for the Corporation.

**Section 7.2. Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any expenses incurred in any proceeding and any liabilities asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the powers to indemnify him/her against such expenses or liabilities under the provisions of this Article.

**ARTICLE VIII  
CONFLICTS OF INTEREST**

The Corporation may enter into a contract or transaction with one or more of its directors or a corporation, firm, association, or any other entity in which one or more of the Corporation's directors are directors or have direct or indirect interest if:

- (a) The material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction; or
- (b) The material facts of the transaction and the director's interest were disclosed to the shareholders entitled to vote and they authorize, approve, or ratify the transaction; or
- (c) The transaction was fair to the Corporation.

**ARTICLE IX  
CERTIFICATES FOR SHARES**

**Section 9.1. Certificates for Shares.** The shares of stock in the Corporation shall be represented by certificates signed by the President and countersigned by the Secretary

and sealed with the seal of the Corporation. Such seal may be a facsimile. No certificate shall be issued for any share until full payment is received for such share. All certificates shall be consecutively numbered. The name and address of the shareholders, the number of shares, and the date of issue shall be entered on the Corporation's stock transfer books. Each certificate representing shares shall state the name of the Corporation, that the Corporation is organized under the laws of the District of Columbia, the name of the person to whom issued, the number of shares which such certificate represents, and the par value of each share represented by such certificate.

**Section 9.2. Facsimile Signatures.** Where certificates are countersigned by a transfer agent other than the Corporation itself, or an employee of the Corporation, or by a transfer clerk and registered by a registrar, the signatures of the President and the Secretary upon such certificate may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if such officer had not ceased to hold office at the date of its issue.

**Section 9.3. Lost Certificates.** The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificates for shares to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or such owner's legal representative, to advertise the same in such manner as it shall require and/or give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

**Section 9.4. Closing of Transfer Books and Fixing Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be not more than fifty days, and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution

of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

**Section 9.5. Registered Shareholders.** The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the District of Columbia.

## **ARTICLE X AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the directors present at a duly called meeting of the Board of Directors at which a quorum is present except as otherwise required by law or the Articles of Incorporation.

## **ARTICLE XI GENERAL PROVISIONS**

**Section 11.1. Dividends.** The Board of Directors may declare and the Corporation may pay dividends on its outstanding shares in cash, property, or its own shares pursuant to law and subject to the provisions of its Articles of Incorporation.

**Section 11.2. Reserves.** Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

**Section 11.3. Checks; Signatures Required.** All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by the President or Treasurer or by any other officer(s) as the Board of Directors may from time to time designate.

No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, or warrant, or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be

contracted any debt or liability in the name and on behalf of the Corporation except as herein expressly prescribed and provided.

**Section 11.4. Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December.

**Section 11.5. Corporate Seal.** The seal of the Corporation shall be a flat-faced circular die of which there may be counterparts, with the word "SEAL" and the name of the Corporation engraved thereon.

**Section 11.6. Voting of Stock.** Unless otherwise provided by a vote of the Board of Directors, certified by an officer, and filed with the Secretary, the Corporation may, pursuant to law, vote any stock of any other corporation owned by the Corporation by any of its officers, or by a proxy appointed by such officer.

The undersigned officer of the Corporation hereby certifies that the foregoing is a true, complete, and accurate copy of the Bylaws of the Corporation, as duly adopted by the Board of Directors.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Please print name

\_\_\_\_\_  
Office

\_\_\_\_\_  
Date

**EXECUTION**

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

2/11/2025

SURESH K. BHARAT

