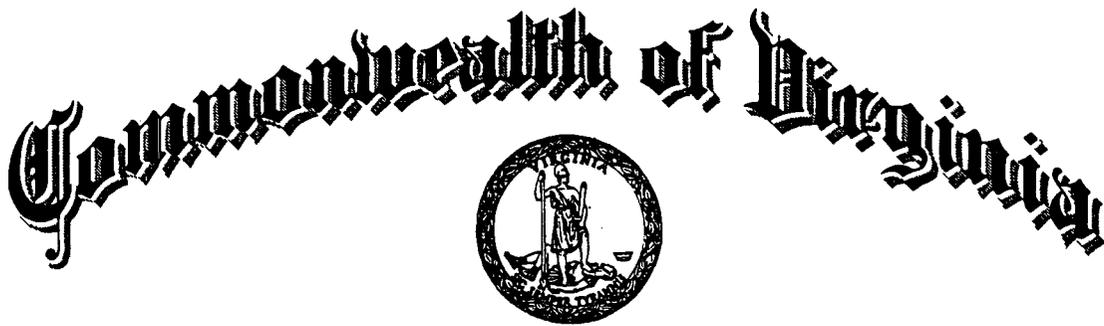


Exhibit C

Articles of Incorporation for Registrant



**STATE CORPORATION COMMISSION**

*Richmond.* August 6, 1974

*This is to Certify that the certificate of incorporation of*

**Executive Consultants, Inc.**

*was this day issued and admitted to record in this office  
and that the said corporation is authorized to transact its  
business subject to all the laws of the State applicable to  
the corporation and its business.*

*State Corporation Commission*

*William C. [Signature]*  
Clerk of the Commission

OF

EXECUTIVE CONSULTANTS, INC.

Resolution of  
May 1, 1975  
name changed  
to Executive 1/2/80

We hereby associate to form a stock corporation under the provisions of Chapter 1 of Title 13.1 of the Code of Virginia and to that end set forth the following:

(a) The name of the corporation is EXECUTIVE CONSULTANTS, INC.

(b) The purpose or purposes for which the corporation is organized are:

(1) To educate, instruct, counsel, and advise individuals, firms, corporations, municipalities, state and local governments, nations, and all other persons or groups with regard to public affairs, the workings and operations of the U. S. Congress, all state legislatures, and all federal and state agencies, in order that the clients of the corporation might be better informed and educated as to the procedures and workings of government in all of its forms.

(2) To promote the study of the problems of peoples and nations by stimulating attention to these problems on the part of others and by means of such research and educational methods as discussions, conferences, seminars, international conferences, research, and educational study groups, publications, and other lawful and appropriate methods.

(3) To act as advisers and consultants with respect to regional, city, and urban planning in all of its ramifications and branches, and to render professional and technical services in connection therewith.

(4) To acquire by purchase, lease, own, hold, sell, mortgage, or encumber both improved or unimproved real estate wherever situated; to subdivide, plat, and improve the same for

operate thereon buildings, houses, machinery, and appliances;

✓ (5) To buy, sell, exchange, lease, sublease, and otherwise acquire, hold, own, maintain, control, work, develop, improve, alter, operate, manage, rent, deal in, and otherwise turn to account real estate, chattels, and personal property of every nature, class and description within or without the Commonwealth of Virginia;

✓ (6) To mortgage, or otherwise lien, to lease, sublease, sell, convey, exchange, trade, transfer, deal in, or in any manner whatever, dispose of real property, chattels and personal property of every nature, class and description, within and without the Commonwealth of Virginia;

✓ (7) To build, construct, establish, equip, repair, remodel and improve real estate, chattels and personal property of every nature, class, and description, and to carry on its business or businesses incidental or appertaining thereto;

✓ (8) To transact a general real estate agency and brokerage business, including the management of estates and properties; to act as agent, broker, or attorney in fact for persons and corporations in construction, buying, selling, exchanging, leasing, renting and dealing in real property, and any and every estate and interest therein, leaseholds, choses in action and judgments resulting therefrom and personal property collateral thereto, in the making or obtaining loans on such property, in supervising, managing and protecting such loans and property, and all claims affecting the same;

✓ (9) To manufacture, purchase or otherwise acquire goods, wares, merchandise and personal property of every class and description, and hold, own, mortgage, well or otherwise dispose of, trade, deal in and deal with the same;

✓ kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the Commonwealth of Virginia;

✓ (11) To issue bonds, debentures, or obligations of the corporation, and at the option of the corporation, to secure the same by mortgage, pledge, deed of trust, or otherwise;

✓ (12) To subscribe to, purchase, or otherwise acquire, or to guarantee the payment or to become surety in respect to the stocks, bonds, notes, or other securities and obligations of this or any other companies, partnerships, or individuals, when in the judgment of the board of directors it is proper or necessary for the business and purposes of the corporation;

✓ (13) To apply for, obtain, register, purchase, lease or otherwise acquire, to hold, use, own, operate and introduce, and to sell, assign or otherwise dispose of any trade-marks, trade-names, copyrights, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States of America, or elsewhere, or otherwise to use, exercise, develop and grant licenses in respect to, or otherwise to turn to account, any such trade-names, trade-marks, copyrights, patents, inventions, improvements, processes, or any such property or rights;

✓ (14) This corporation may conduct its business in the State of Virginia and any other states of the United States of America, and in any and all foreign countries; and in the interest

shall have the right to acquire such rights, privileges, property and assets as are exercised by or permitted for any co-partnership or person engaged in business of a similar nature, and which now or hereafter may be authorized by law;

(15) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore mentioned, either alone or in association with any other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same shall not be inconsistent with the laws under which this corporation is organized.

(c) The aggregate number of shares which the corporation shall have authority to issue and the par value per share are as follows:

| <u>CLASS<br/>AND SERIES</u> | <u>NUMBER OF<br/>SHARES</u> | <u>PAR VALUE<br/>PER SHARE</u> |
|-----------------------------|-----------------------------|--------------------------------|
| Common                      | 200                         | No par value                   |

(d) The post office address of the initial registered office is 10512 Wickens Road, Vienna, Virginia 22180. The name of the county in which the initial registered office is located is the County of Fairfax, Virginia. The name of its initial registered agent is Hector Alcalde, who is a resident of the State of Virginia and a director of the corporation, and whose business office is the same as the registered office of this corporation.

(e) The number of directors constituting the initial board of directors is two, and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

Hector Alcalde

10512 Wickens Road  
Vienna, Virginia 22180

Eileen Caplis

650 West 177th Street  
New York, New York

---

HECTOR ALCALDE

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

STATEMENT OF REGISTERED OFFICE AND AGENT OF A CORPORATION THAT HAS  
CHANGED ITS NAME

The present name of the corporation is (give exact name shown in articles of amendment)

ALCALDE, HENDERSON & O'BANNON, LTD.

The former name of the corporation was (give exact name shown in articles of amendment)

EXECUTIVE CONSULTANTS, INC.

The corporation is incorporated under the laws of the state of Virginia

The address of its registered office is

10512 Wickens Road Vienna 22180 Virginia  
(Number) (Street) (Post Office) (Zone)

The name of the county or city in which its registered office is located is the County of  
Fairfax (Insert "county" or "city")

The name of its registered agent is Hector Alcalde

He is a resident of Virginia.

He is  an officer of the corporation or  a director of the corporation or  a member of the Virginia State Bar.

[Check the applicable square or squares.]

If an officer, state title: President

The address of the registered office and the address of the business office of the registered agent are identical.

The establishment of the registered office and the appointment of the registered agent were authorized by a resolution duly adopted by the board of directors of the corporation.

The registered office and agent of the corporation immediately prior to its change of name were: (If there has been no change, write the word "unchanged" on both lines)

\_\_\_\_\_  
(Number) (Street) (Post Office) (Zone) Virginia.

This statement is executed in the present name of the corporation by its president or vice-president, who declares under the penalties of perjury that the facts therein stated are true.



By Hector Alcalde  
President

NOTE: May not be signed by any officer except the president or a vice-president.

FEES: The statement must be accompanied by the following fees:

If the corporation is a foreign corporation, a fee of one dollar payable to the Commission.

If the corporation is a Virginia corporation, a fee of one dollar payable to the Commission, and a fee of one dollar payable to the clerk of the court in the county or city in which the registered office is located, and, if the registered office is changed from a different county or city, a fee of one dollar payable to the clerk of the court of such county or city.

(Note: If in doubt as to the correct title of the clerk, make the check payable to "The Clerk of the Court").

Aug 1, 1975

BY-LAWS OF  
ALCALDE, HENDERSON & O'BANNON, LTD.

ARTICLE I. Stock

1. Certificates of stock shall be issued in numerical order from the stock certificate book, they shall be signed by the president and by the secretary, and the company's seal shall be affixed thereto and attached by the secretary.

2. Transfers of stock shall be made only upon the books of the company and before a new certificate is issued the old certificate must be surrendered for cancellation and marked cancelled, with the date of cancellation by the secretary. The stock books of the company shall be closed for transfers thirty days before general elections and ten days before dividend days.

3. The corporation initially shall issue 200 shares of no par common stock, which are to be distributed as follows:

- Hector Alcalde, 100 shares
- Dona O'Bannon, 100 shares

Should any stockholder at any time desire to sell any part or all of his or her stock, he or she will give the other stockholder or stockholders a 30-day option to purchase the same before offering it for sale to any third party. Likewise, should the

corporation decide to issue additional shares in the corporation, these additional shares will not be offered to any third parties until the persons or firms who are stockholders at that time shall have had a 30-day option to purchase the said shares in the same ration as their stock holds to the total number of shares then outstanding.

## ARTICLE II. Stockholders

1. The annual meeting of the stockholders of this company shall be held in the principal office of the company, or at such other place as designated by the Board of Directors.

2. Special meetings of the stockholders may be held at the principal office of the company at any time, upon the call of the Board of Directors or of stockholders holding together at least forty percent (40%) of the capital stock.

3. Notice of meetings, written or printed, for every regular or special meeting of the stockholders, shall be prepared and mailed to the last known post office address of each stockholder not less than ten days before any such meeting, and if for a special meeting, such notice shall state the object or objects thereof.

4. A quorum at any meeting of the stockholders shall consist of a majority of the voting stock of the company, represented in person or proxy. A majority of such quorum shall decide any question that may come before the meeting. At all meetings each outstanding share shall be entitled to one, and only one vote.

5. The order of business at the annual meeting, and as far as possible, at all other meetings of the stockholders shall be:

- (1) Calling of roll.
- (2) Proof of due notice of meeting.
- (3) Reading and disposal of any unapproved minutes.
- (4) Annual report of officers and committees.
- (5) Election of directors.
- (6) Unfinished business.
- (7) New business.
- (8) Adjournment.

### ARTICLE III. Directors

1. There shall be a Board of not more than three nor less than one director which shall be elected annually by ballot by the stockholders for the term of one year, and shall serve until the election and acceptance of their qualified successors.

2. Regular meetings of the Board of Directors shall be held on a monthly basis, the date for which will be set at the first meeting of the Board of Directors and changed at the direction of the Board of Directors.

3. Special meetings of the Board of Directors, to be held in the principal office of the company or at such other place as may be designated by the Board of Directors, may be called at any time by the president.

4. Notices of both regular and special meetings shall be mailed by the secretary to each member of the Board not less than ten days before any such meeting, and notices of

special meetings shall state the purpose thereof.

5. A quorum at any meeting shall consist of a majority of the entire membership of the Board. Should the Board of Directors consist of one or two persons, then the presence of the sole director, or both directors, as the case may be, will be necessary in order to constitute a quorum. Should the Board consist of three persons, then the presence of any two will constitute a quorum. Should the Board consist of two directors and should occasion arise whereby the two directors are unable to agree on any matter of business and are deadlocked, then the two directors shall agree upon a third person, who shall serve temporarily as a director for the sole purpose of breaking the deadlock. In the event that the two directors cannot agree upon such a tie-breaker, then each director shall select one person, and the two persons so selected shall then select a neutral tie-breaker. The decision of any such temporary director or tie-breaker will be final and binding on the corporation.

6. Officers of the company shall be elected by ballot by the Board of Directors at their first meeting after the election of directors each year. If any office becomes vacant during the year, otherwise than by removal, the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the company.

7. The order of business of any regular or special meeting of the Board of Directors shall be:

- (1) Reading and disposal of any unapproved minutes.
- (2) Reports of officers and committees.
- (3) Unfinished business.
- (4) New business.
- (5) Adjournment.

#### ARTICLE IV. Officers

1. The officers of the company shall be a president, such vice president, vice presidents, or treasurer, as the Board shall deem advisable or necessary, and a secretary who shall be elected for one year and shall hold office until their successors are elected and qualify. The positions of secretary and treasurer may be united in one person. During the first year of the corporation, and thereafter unless changed by the Board of Directors, there will be but two officers of the corporation, namely, the president and the secretary. For the said first year of the corporation,           Hector Alcalde           will serve as president and   Dona O'Bannon                           will serve as secretary. The president shall be a member of the Board of Directors.

2. The president shall preside at all meetings, shall have general supervision of the affairs of the company, shall sign all certificates of stock and sign or countersign all contracts and other instruments of the company; shall make

reports to the directors and the stockholders, and perform all such other duties as are incident to this office or are properly required by him by the Board of Directors. In the absence or disability of the president, the next officer in line shall exercise all his functions.

3. The secretary shall issue notices of all meetings; shall keep their minutes; shall have charge of the seal and corporate books; shall sign with the president such instruments as require such signatures; and shall make such reports and perform such other duties as are incident to his office, or are properly required of him by the Board of Directors.

4. The president, or the treasurer, if there is such an officer, shall be the fiscal officer of the corporation, and shall have custody of all of the funds and property of the corporation. He shall deposit all funds of the corporation coming into his possession in such banks as may be designated by the Board of Directors as the depositories of the corporation, or properly care for and disburse them in such manner as the Board of Directors, or the president, may direct. Whenever required by the Board of Directors or the president to do so, he shall exhibit a complete and true statement of his cash account and of the securities and other property in his possession,

custody, and control. He shall enter regularly in the books belonging to the corporation and to be kept by him for such purposes an accurate account of all money received and paid by him on account of the corporation, together with all other business transactions. He shall perform all duties which are incident to the office of treasurer of a corporation of this kind under the laws of Virginia, subject, however, at all times to the direction and control of the Board of Directors and the president.

5. The funds of the corporation shall be deposited in such bank or trust company as the directors shall designate, and shall be withdrawn only upon the check or order of the president, or upon the check or order of such additional officer or officers as the Board of Directors may designate. Unless the Board of Directors shall direct otherwise, all contracts, tax returns, notes, and other obligations and evidences of indebtedness shall be signed by the president.

#### ARTICLE V Dividends

1. Dividends shall be declared only from the net profits at such times as the Board of Directors shall deem it prudent to direct, and no individual shall be declared out of or that will diminish the capital of the company.

#### ARTICLE VI Seal

1. The corporation seal of the company shall consist of two concentric circles, between which is the name of the company, and in the center shall be inscribed the words "Corporate Seal".

#### ARTICLE VII Amendments

1. These By-Laws may be amended, repealed or altered in whole or in part, by a majority vote of the entire outstanding stock of the company, at any regular meeting of the stockholders, or at any special meeting where such action has been announced in the call and notice of such meeting.

#### ARTICLE VIII Miscellaneous

1. Each of the directors and officers will at all times diligently employ himself or herself in and about the business of the corporation and carry on the same for the greatest advantage to its interests.

2. The directors and officers shall not, without the written consent of the other directors and officers, enter into any bond or become surety, security, bail, or co-signers for any person, persons, co-partnership or corporation, or knowingly cause or suffer to be done anything whereby the corporate property or their interest therein may be attached or taken in execution.

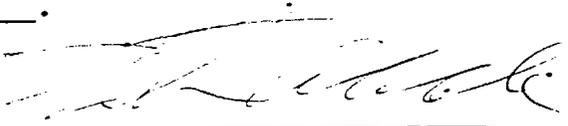
3. Each director and officer shall punctually pay his or her separate debts and indemnify the other directors and officers and the corporate property against the same and all expenses on account thereof.

4. The directors and officers shall be at liberty to draw out of the said business in anticipation of their expected profits, such sums as may be mutually by them agreed upon, and such sums are to be drawn only after there has been entered in the books of the corporation, an agreement giving the date of such agreement, the amounts to be drawn by the respective directors and officers, the times at which sums shall be drawn and any conditions or matters mutually agreed upon and the signature of each director and officer shall be affixed thereon.

5. In the event of the death of any stockholder, the surviving stockholder or stockholders will be given the option to purchase the stock at a fair price from the estate of the deceased stockholder, the said option to be exercised within a period of ninety days of the death of any such deceased stockholder. If the option is not exercised and the stock purchased within ninety days of the date of any such date of death, then the estate of the deceased stockholder may retain or dispose of such stock, as it shall see fit.

6. No officer or director shall, during the term of his association with the corporation, nor for one year after he or she shall terminate his or her association with the corporation, without the consent in writing of the other directors and officers, divulge to any person not associated with the corporation, any trade secret or special information employed in or conducive to the corporation business or shall come to his or her knowledge in the course of or by reasons of his or her association with the corporation.

The above By-Laws are approved and accepted as the true and complete By-Laws of Alcalde, Henderson & O'Bannon, Ltd., this first day of August, 1975.



---

Hector Alcalde

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

March 29, 1990

The State Corporation Commission has found the accompanying articles submitted on behalf of

ALCALDE & ASSOCIATES, LTD.  
(FORMERLY ALCALDE, HENDERSON, & O'BANNON, LTD. )

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective March 29, 1990.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By   
Commissioner

A TRUE COPY  
TESTE:



George W. Bryant, Jr.  
Clerk of the Commission

AMENACPT  
CIS20436  
90-03-28-0091

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

STATEMENT OF REGISTERED OFFICE AND AGENT OF A CORPORATION THAT HAS  
CHANGED ITS NAME

The present name of the corporation is (give exact name shown in articles of amendment)

ARCADIE & ASSOCIATES, LTD.

The former name of the corporation was (give exact name shown in articles of amendment)

ARCADIE HENDERSON & STEPHANSON, LTD.

The corporation is incorporated under the laws of the state of Virginia

The address of its registered office is

1901 N. FORT MYNLE DRIVE ROSSLYN 22209 Virginia.  
(Number) (Street) (Post Office) (Zone)

The name of the county or city in which its registered office is located is the COUNTY of  
(Insert "county" or "city")

ARLINGTON

The name of its registered agent is MK. HECTOR ARCADE

He is a resident of Virginia.

He is  an officer of the corporation or  a director of the corporation or  a member of the Virginia State Bar.

[Check the applicable square or squares.]

If an officer, state title: PRESIDENT

The address of the registered office and the address of the business office of the registered agent are identical.

The establishment of the registered office and the appointment of the registered agent were authorized by a resolution duly adopted by the board of directors of the corporation.

The registered office and agent of the corporation immediately prior to its change of name were: (If there has been no change, write the word "unchanged" on both lines)

UNCHANGED

UNCHANGED

(Number) (Street) (Post Office) (Zone) Virginia.

This statement must be executed in the present name of the corporation by any one of the following: the chairman or vice-chairman of the board of directors or the president or vice-president, who declares under the penalties or perjury that the facts stated herein are true. (NO OTHER OFFICER MAY SIGN).

By \_\_\_\_\_  
Title

**FEES:** The statement must be accompanied by the following fees:

If the corporation is a Virginia corporation, a fee of five dollars payable to the Commission, and a fee of five dollars payable to the clerk of the court in the county or city in which the registered office is located, and, if the registered office is changed from a different county or city, a fee of five dollars payable to the clerk of the court of such county or city.

(Note: If in doubt as to the correct title of the clerk, make the check payable to "The Clerk of the Court").

But no fee is payable to the clerk of the court in the City of Richmond or in the County of Henrico.

ARTICLES OF INCORPORATION  
OF

Alcalde and Fay, Ltd.

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is:

Alcalde and Fay, Ltd.

2. The number (and classes, if any) of shares the corporation is authorized to issue is (are):

| Number of shares authorized | Class(es)            |
|-----------------------------|----------------------|
| <u>200</u>                  | <u>non par stock</u> |

3. A. The corporation's initial registered office address which is the business address of the initial registered agent is:

2111 Wilson Blvd. Suite 850 Arlington VA 22201,  
(number/street) (city or town) (ZIP code)

B. The registered office is physically located in the [ ] City or [X] County of Arlington.

4. A. The name of the corporation's initial registered agent is

Hector Alcalde

B. The initial registered agent is (mark appropriate box):

- (1) An individual who is a resident of Virginia and
  - [X] an initial director of the corporation
  - [ ] a member of the Virginia State Bar

OR

- (2) [ ] a professional corporation or professional limited liability company of attorneys registered under Section 54.1-3902, Code of Virginia

5. The NAMES and ADDRESSES of the initial directors are:

Hector Alcalde, President, 1101 S. Arlington Ridge Rd. #1102 Arlington 22201

Kevin Fay, Vice President, 6822 Wemberly Way, McLean, VA 22101

Cynthia Colenda, Secretary, Treasurer, 3512 Nodding Pine Ct, Fairfax V 22030

6. INCORPORATOR(S):

Cynthia Colenda

Secretary-Treasurer

*Cynthia A. Colenda*  
Signature(s)

Cynthia A. Colenda  
Printed name(s)

ARTICLES OF AMENDMENT OF  
ALCALDE & FAY, LTD.

ONE

The name of the corporation was Alcalde & Associates, LTD.

TWO

The corporation made the following amendments: First, we have amended our name to Alcalde & Fay, LTD. Second, we amended the initial directors of the corporation to include the following: Hector Alcalde, President, 1101 S. Arlington Ridge Road, #1102, Arlington, VA 22202; Kevin Fay, Vice President, 6822 Wemberly Way, McLean, VA 22101; Cynthia A. Colenda, Secretary/Treasurer, 3512 Nodding Pine Court, Fairfax, VA 22033.

THREE

The foregoing amendment(s) were adopted by unanimous consent of the Board of Directors at its last meeting on December 3, 1993.

The undersigned Secretary/Treasurer of the corporation, Cynthia A. Colenda, declares that the facts herein stated are true as of February 14, 1994.

Alcalde & Fay

By:

Cynthia A. Colenda, Secretary/Treasurer

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

March 4, 1994

The State Corporation Commission has found the accompanying articles submitted on behalf of

ALCALDE & FAY, LTD.  
(FORMERLY ALCALDE & ASSOCIATES, LTD. )

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective March 4, 1994 at 10:48 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT  
CIS20436  
94-03-04-0506