

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

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 THOMAS J. DOWNEY & ASSOCIATES, INC.

as of DECEMBER 21st, 1993

Hampton Cross  
Acting Director

Barry K. Campbell  
Administrator  
Business Regulation Administration

Patricia E. Grays  
Assistant Superintendent of Corporations  
Corporations Division

Sharon Pratt Kelly  
Mayor

CLOSE CORPORATION  
ARTICLES OF INCORPORATION  
OF  
THOMAS J. DOWNEY & ASSOCIATES, INC.

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

I, the undersigned natural person of the age of eighteen years or more acting as incorporator of a Close Corporation under the BUSINESS CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

**FIRST:** The name of the close corporation is THOMAS J. DOWNEY & ASSOCIATES, INC.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purposes for which the corporation is organized are to engage in the general business of consulting; to provide research services and advice on general business and public policy matters; to do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the purposes set forth herein or incidental to such purposes, or which at any time may appear conducive to or expedient for the accomplishment of any of such purposes; and to have and exercise any and all powers and privileges now or hereafter conferred by the general laws of the district of Columbia upon corporations formed under such laws.

The foregoing enumeration of the purposes of the corporation is made in furtherance and not in limitation of the powers conferred upon the corporation by law. The mention of any particular purpose is not intended in any manner to limit or restrict the generality of any other purpose mentioned, or to limit or restrict any of the powers of the corporation. The corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by the laws of the District of Columbia upon corporations of a similar character, it being the intention that the purposes set forth herein shall, except as otherwise expressly provided, in nowise

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*[Handwritten signature]*

be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as purposes; provided, however that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or exercise any power, or do any act which a corporation formed under the general laws of the District of Columbia may not at the time lawfully carry on or do.

**FOURTH:** The aggregate number of shares which the corporation is authorized to issue is one class of one thousand (1,000) at \$1.00 par value.

**FIFTH:** All of the issued stock of all classes, exclusive of treasury shares, shall be represented by certificates and shall be held of record by not more than 35 persons; all of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by section 20 of the Business Corporation Act; and the corporation shall make no offering of any of its stock of any class which would constitute a public offering within the meaning of the United States Securities Act of 1933 (15 U.S.C. 77) as it may be amended from time to time.

**SIXTH:** The corporation will not commence business until at least one thousand dollars (\$1,000.00) has been received as initial capitalization.

**SEVENTH:** Shareholders shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the preemptive right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe and to acquire such shares or securities in proportion to their respective holdings of any stock, at such prices as the board of directors may from time to time fix and so may be permitted by law.

**EIGHTH:** The provisions for the regulation of the internal affairs of the corporation are set forth in its by-laws. The Board of Directors is hereby empowered to adopt from time to time Bylaw provisions with respect to the indemnification of directors, officers, and other persons and to make such other indemnification as it shall deem expedient and in the best interests of the corporation and to the extent permitted by law.

**NINTH:** The address of the initial registered office of the corporation is 2201 Wisconsin Avenue, N.W., Washington, D.C. 20007 and the name of the individual registered agent at such address is Amy C. Gilbert. The address of the office where the corporation conducts business is 1401 Eye Street, N.W., Twelfth Floor, Washington, D.C. 20005.

**TENTH:** The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until a successor is elected and shall qualify is:

Thomas J. Downey	1401 Eye Street, N.W. Twelfth Floor Washington, D.C. 20005
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**ELEVENTH:** The name and address of each incorporator is:

Thomas J. Downey	1401 Eye Street, N.W. Twelfth Floor Washington, D.C. 20005
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December 20, 1993

  
\_\_\_\_\_  
INCORPORATOR

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

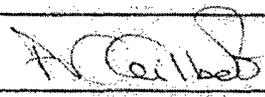
PURSUANT TO THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT AS  
AMENDED (D.C. CODE, 1981 EDITION, TITLE 29, SECTION 29-310(2),

I, Amy C. Gilbert

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

(NAME OF CORPORATION) Thomas J. Downey & Associates, Inc.

SIGNATURE OF REGISTERED AGENT



DATE:

12.20.93

(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: \_\_\_\_\_

NAME:

OF ITS PRESIDENT  
OR VICE-PRESIDENT

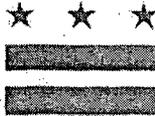
ATTEST : \_\_\_\_\_

NAME:

OF SECRETARY  
OR ASSISTANT SECRETARY

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

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



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

**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:  
**DOWNEY CHANDLER, INC.**

Name Changed To

**DOWNEY MCGRATH GROUP, INC.**

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of the 28th day of July, 1999.

Lloyd J. Jordan  
Director

Harold F. Nelson  
Acting Administrator  
Business Regulation Administration

A handwritten signature in cursive script, appearing to read "William L. Ables Jr.", is written over a horizontal line.

William L. Ables Jr.  
Act. Assistant Superintendent of Corporations  
Corporations Division

Anthony A. Williams  
Mayor