

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0058
 Note: If exempt status is approved, this application will be open for public inspection.



Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 8 of the instructions.

Part I

Identification of Applicant

<p>1a Full name of organization (as shown in organizing document)</p> <p style="text-align: center;">The Cordoba Initiative</p>	<p>2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions.)</p> <p style="text-align: center;">41-2140798</p>
<p>1b c/o Name (if applicable)</p> <p style="text-align: center;">John S. Bennett</p>	<p>3 Name and telephone number of person to be contacted if additional information is needed</p> <p style="text-align: center;">Timothy McFlynn (970) 925-9003</p>
<p>1c Address (number and street)</p> <p style="text-align: center;">2211 E, Sopris Creek Road P.O. Box 10600</p>	<p>Room/Suite</p>
<p>1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3.</p> <p style="text-align: center;">Aspen CO 81612</p>	<p>4 Month the annual accounting period ends</p> <p style="text-align: center;">December</p>
<p>1e Web site address</p>	<p>5 Date incorporated or formed</p> <p style="text-align: center;">May 26, 2004</p>
<p>6 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(n) c <input type="checkbox"/> (501)(k) d <input type="checkbox"/> 501(n)</p>	
<p>7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.</p>	
<p>8 Is the organization required to file Form 990 (or Form 990-EZ)? <input checked="" type="checkbox"/> N/A <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach an explanation (see page 3 of the Specific Instructions).</p>	
<p>9 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.</p>	

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See Specific Instructions for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- a Corporation — Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b Trust — Attach a copy of the Trust indenture or Agreement, including all appropriate signatures and dates.
- c Association — Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here ►

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here ► John S. Bennett (Signature) John S. Bennett, Executive Director (Type or print name and title or authority of signer) June 14, 2004 (Date)

For Paperwork Reduction Act Notice, see page 7 of the instructions.

**Activities and Operational Information**

- 1 Provide a detailed narrative description of all the activities of the organization — past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

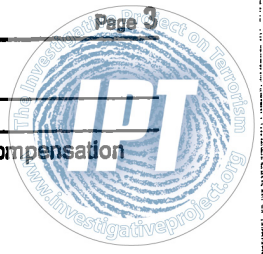
(SEE ATTACHMENT)

- 2 What are or will be the organization's sources of financial support? List in order of size.

(SEE ATTACHMENT)

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

(SEE ATTACHMENT)



Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.

b Annual compensation

(SEE ATTACHMENT)

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for Part II, Line 4d, on page 3.) Yes No
If "Yes," explain.

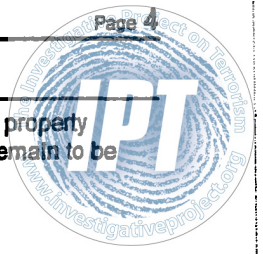
5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.



Activities and Operational Information (Continued)



8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

N/A

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? ... Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? ... Yes No

b Is the organization a party to any leases? ... Yes No
If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? ... Yes No
If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) the members receive in exchange for their payment of dues?

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? ... N/A Yes No
If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

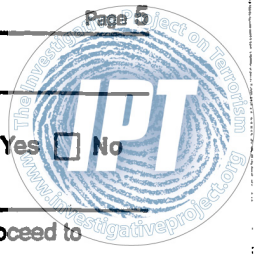
b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? ... N/A Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

13 Does or will the organization attempt to influence legislation? ... Yes No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? ... Yes No
If "Yes," explain fully.

Part III

Technical Requirements



1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No

If you answer "Yes," do not answer questions on lines 2 through 6 below.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions — You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See Specific Instructions, Line 2a, on page 4;
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

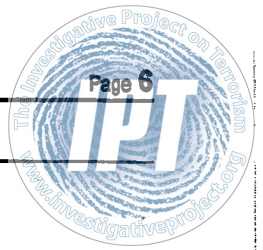
4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? Yes No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See Specific Instructions, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.



Part III

Technical Requirements (Continued)

7 Is the organization a private foundation?

- Yes (Answer question 8.)
 No (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?

- Yes (Complete Schedule E.)
 No

After answering question 8 on this line, go to line 14 on page 7.

9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---|--|--|
| a | <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1) and 170(b)(1)(A)(f) |
| b | <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| c | <input type="checkbox"/> As a hospital or cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| e | <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| h | <input checked="" type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| i | <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j | <input type="checkbox"/> The organization is a publicly supported organization but is not sure whether it meets the public support test of h or i. The organization would like the IRS to decide the proper classification. | Sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) |

If you checked one of the boxes a through f in question 9, go to question 14. If you checked box g in question 9, go to questions 11 and 12. If you checked box h, i, or j, in question 9, go to question 10.



Part III Technical Requirements (Continued)

10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months?
 Yes — Indicate whether you are requesting:
 A definitive ruling. (Answer questions 11 through 14.)
 An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
 No — You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.

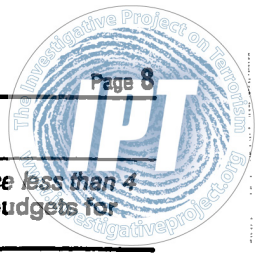
11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, Statement of Revenue and Expenses, attach a list for each year showing the name of the contributor, the date and the amount of the grant, and a brief description of the nature of the grant.

N/A

12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and:
 a Enter 2% of line 8, column (e), Total, of Part IV-A. N/A
 b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

13 If you are requesting a definitive ruling under section 509(a)(2), check here and:
 a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see Specific Instructions, Part II, Line 4d, on page 3.)
 b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization a private operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

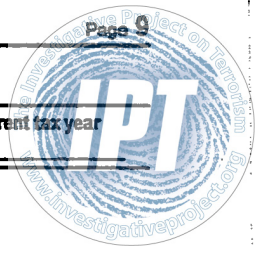


Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
		(a) From _____ to _____	(b) _____	(c) _____	
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants — see page 6 of the instructions)					
2 Membership fees received					
3 Gross investment income (see instructions for definition)					
4 Net income from organization's unrelated business activities not included on line 3		(SEE ATTACHMENT)			
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
8 Total (add lines 1 through 7)					
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22					
10 Total (add lines 8 and 9)					
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)					
Expenses					
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
16 Disbursements to or for benefit of members (attach schedule)					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages					
19 Interest					
20 Occupancy (rent, utilities, etc.)					
21 Depreciation and depletion					
22 Other (attach schedule)					
23 Total expenses (add lines 14 through 22)					
24 Excess of revenue over expenses (line 13 minus line 23)					



Part IV Financial Data (Continued)

B. Balance Sheet (at the end of the period shown)

Current tax year
Date _____

Assets

1	Cash	1
2	Accounts receivable, net (SEE ATTACHMENT)	2
3	Inventories	3
4	Bonds and notes receivable (attach schedule)	4
5	Corporate stocks (attach schedule)	5
6	Mortgage loans (attach schedule)	6
7	Other investments (attach schedule)	7
8	Depreciable and depletable assets (attach schedule)	8
9	Land	9
10	Other assets (attach schedule)	10
11	Total assets (add lines 1 through 10)	11

Liabilities

12	Accounts payable	12
13	Contributions, gifts, grants, etc., payable	13
14	Mortgages and notes payable (attach schedule)	14
15	Other liabilities (attach schedule)	15
16	Total liabilities (add lines 12 through 15)	16

Fund Balances or Net Assets

17	Total fund balances or net assets	17
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	18

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

**THE CORDOBA INITIATIVE
EIN 41-2140798
Attachment to Form 1023**



**Part II, Section 1
Activities of the Organization**

This is a new start-up nonprofit organization. Beyond the general charitable purposes set forth in Article IV of the Articles of Incorporation, to develop and furnish educational programs and initiatives which increase tolerance, peace and understanding between Islamic and Western cultures, the present and planned activities of the organization, listed in order of importance, include:

A. The Dialogues

Commencing in the summer of 2004, The Cordoba Initiative will organize, fund, sponsor and conduct the following series of important dialogues designed as educational opportunities for religious, intellectual and political leaders:

- (1) The Jerusalem Dialogues will convene Muslim, Jewish and Christian leaders to explore new approaches to peace in the Middle East.
- (2) The Democracy Dialogues will consist of bilateral meetings between American and Middle Eastern religious as well as secular leaders for the purpose of both improving relations between the United States and Muslim nations and strengthening democratic institutions within Middle Eastern nations.

The Dialogue programs will commence in the Summer of 2004, will be overseen by Board members and staff, and will account for approximately 60% of The Cordoba Initiative funds raised and expended in 2004 and 2005.



B. The American Muslim Initiative

A principal purpose of the organization will be to conduct scholarly research in order to document the common ground shared by Islam and democracy. This project will demonstrate that Islamic principles support the fundamental values of a pluralistic, democratic society. The research will be used in educational programs for leaders in both in Western cultures and in the Middle East and to develop new Islamic education programs encouraging pluralism and tolerance.

The American Muslim Initiative program will commence in the Fall of 2004, will be overseen by Board members and staff, and will account for approximately 40% of The Cordoba Initiative funds raised and expended in 2004 and 2005.

C. Community and Youth Cultural and Educational Programs

Commencing in approximately 2006, The Cordoba Initiative will organize, fund, sponsor and host what will become ongoing community and youth programs using art and culture to build bridges between faith traditions. An example is New York's Cordoba Bread Fest which brings Christians, Jews and Muslims together to break bread and celebrate the historic role that bread has played in the different Abrahamic religions and cultures.

Approximately 10% of The Cordoba Initiative funds will be expended in support of these Community and Youth Cultural and Educational Programs beginning in 2006.

Part II, Section 2
Sources of Financial Support

The Cordoba Initiative anticipates a broad array of sources of financial support including foundation and corporate grants, government grants, individual donations, membership contributions and fundraising events. To date, the organization has received



encouragement that commitments of support from various foundations, individuals and corporations will be forthcoming. To date, The Cordoba Initiative has received one pledge of \$10,000 from a foundation, receipt of which is contingent upon tax-exempt status.

Part II, Section 3
Fundraising Program

The Cordoba Initiative's fundraising Program is currently being designed by the Board of Directors and Executive Director. Formal fundraising has not commenced pending receipt of the determination letter from the IRS.

Part II, Section 4
Organization's Governing Body

NAME AND ADDRESS	TITLE	ANNUAL COMPENSATION
Imam Feisal Abdul Rauf P.O. Box 7376 North Bergen, N.J. 07047	Director and Board Chair	None
John S. Bennett P.O. Box 4127 Aspen, CO 81612	Director and Executive Director	None \$60,000*
Daisy Kahn 201 W. 85th Street, No. 10E New York, NY 10024	Director	None
Julia Jitkoff 444 Gleneagle Drive Aspen, CO 81611	Director	None

Pursuant to the Bylaws, members of the Board of Directors receive no compensation. See Part IV, Section A, regarding staff compensation.



Part II, Section 8
Assets of the Organization

As a start-up organization, the only assets of the corporation to date include:

Cash	\$ none
Other	None

Part IV, Section A
Schedule of Revenues and Expenses

REVENUE	2004	2005	2006
Foundation Grants	50,000	150,000	250,000
Corporate Donations	20,000	40,000	60,000
Individual Contributions	100,000	125,000	150,000
Government Grants	0	50,000	100,000
In-Kind Contributions	5,000	10,000	20,000
Annual Fund-Raising Events	0	20,000	50,000
Direct Mail	0	0	10,000
TOTAL REVENUE	175,000	395,000	630,000

Expenses	2004	2005	2006
Office Supplies	2,000	4,000	6,000
Office Rent	0	12,000	24,000
Printing	1,000	5,000	10,000
Postage/Shipping	500	2,000	5,000
Telephone	500	3,000	5,000
Educational Materials	5,000	20,000	90,000
Travel, Lodging for Conference*	100,000	150,000	200,000
Insurance (Liability, D & O)	4,000	5,000	6,000
PR and Marketing	0	5,000	10,000
Website Design and Hosting	2,000	5,000	7,000
Salaries and Benefits**	60,000	180,000	240,000
Total Expenses	175,000	391,000	603,000



* While no honoraria or other compensation will be paid to religious and secular leaders brought together for educational meetings and conferences, their travel and lodging expenses will be borne by The Cordoba Initiative.

** Salary and Benefits of the Executive Director, John S. Bennett, projected at \$60,000 in the initial year and \$120,000 in the following two years, will be governed and approved by the resolution of the Board of Directors with Mr. Bennett not participating. No member of the Board of Directors will be compensated for his or her service as a Director.

Part IV, Section B
Balance Sheet

ASSETS

Cash	\$ None
Other	None

LIABILITIES

Accounts Payable	None
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Fund Balances or Net Assets

Total Fund Balances or net Assets	\$ None
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FILE COPY



**Internal Revenue Service
Director, Exempt Organizations**

**Department of the Treasury
P.O. Box 2508 - Room 4504
Cincinnati, Ohio 45201**

Date: August 25, 2004

Cordoba Initiative
C/O John S. Bennett
P.O. Box 10600
2211 E. Sopris Creek Rd.
Aspen, CO 81612

Employer Identification Number:

41-2140798

Person to Contact - Group #:

Nancy L. Heagney- 7822

ID #: 31-08188

Contact Telephone Numbers:

513-263-4485 Phone

513-263-5200 FAX

Response Due Date:

September 15, 2004

Dear Sir or Madam:

Before we can determine whether your organization is exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information needed to make that determination on your Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

To help us determine whether your organization is exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. In that event, as required by Code section 6104(c), we will notify the appropriate state officials that, based on the information we have, we cannot recognize you as an organization of the kind described in Code section 501(c)(3). As a result, the Internal Revenue Service will treat your organization as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1023.

In addition, if you do not provide the requested information in a timely manner, we will consider that you have not taken all reasonable steps to secure the determination you requested. Under Code section 7428(b)(2), your not taking all reasonable steps in a timely manner to secure the determination may be considered as failure to exhaust administrative remedies available to you within the Service. Therefore, you may lose your rights to a declaratory judgment under Code section 7428.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Nancy L. Heagney
Exempt Organizations Specialist

Timothy McFlynn
1280 Ute Avenue
Aspen, CO 81611

Letter 1312 (DO)



Cordoba Initiative
41-2140798

Note: Your response to this letter must be submitted over the signature of an authorized person or of an officer whose name is listed on page 3 of the application. If we do not receive your complete response by the due date, we will close your case temporarily. If you submit your response within 90 days after your case has been closed, we will re-open it for processing and you will neither have to file a new application nor lose your user fee.

PLEASE ATTACH A COPY OF THIS LETTER TO ALL CORRESPONDENCE.

Additional Information Requested:

1. Please submit a more detailed description of the following activities:
 - (a) Convene Muslim, Jewish and Christian leaders to explore new approaches to peace in the Middle East;
 - (b) Conduct bilateral meetings between American and Middle Eastern religious and secular leaders to improve relations;
 - (c) Conducting scholarly research; and,
 - (d) Conducting youth and cultural educational activities.

In your description please do not merely quote from the purpose clause of your organizing document. Your description should include the answers to the following questions:

- What does the activity entail?
- Who conducts the activity?
- Where is the activity conducted?
- When is the activity conducted?
- How significant is the activity in relation to your total activities?
- Who may participate in the activity?
- How are the participants selected?
- Are there fees charged? If yes, please provide a fee schedule.
- How does this activity further your exempt purpose?
- Please indicate the percentage of time and percentage of funds that are devoted to each activity.

2. How will your research be disseminated to the general public?
3. Does your organization currently have a facility? If so, please indicate who owns the facility, and provide a copy of lease if applicable.
4. How will your organization approach the subject of Middle East peace? Who will be involved?

PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:

Street Address:



Page 3

Cordoba Initiative
41-2140798

Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Nancy L. Heagney
Room 4504
Group 7822

Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Nancy L. Heagney
Room 4504
Group 7822

Internal Revenue Service

**Department of the Treasury
P.O. Box 2508
Cincinnati, Ohio 45201**



Date: August 16, 2004

Employer Identification Number:
41-2140798

Person to Contact:
Steve Brown 31-07422
Customer Service Representative

Toll Free Telephone Number:
8:00 a.m. to 6:30 p.m. EST
877-829-5500

Fax Number:
513-263-3756

Refer Reply to:
TE/GE Division

Cordoba Initiative
c/o John S. Bennett
P.O. Box 10600
Aspen, CO 81612

Dear Applicant:

This is in response to your request of August 12, 2004, to expedite the processing of your organization's Form 1023, Application for Exemption under section 501(c)(3). Your request for expedite processing was approved on August 16, 2004.

Your application will be assigned to the next available agent. However, approval of your expedite request does not guarantee approval of your application for exemption.

If you have any questions, please call the person whose name and telephone number are shown above.

Sincerely,

Marilyn Baker, Manager, TE/GE
Customer Account Services

PUBLIC COUNSEL of the rockies

September 14, 2004

VIA FAX (513) 263-5200
Internal Revenue Service
Exempt Organization Division
Department of the Treasury
P.O. Box 2508 -- Room 4504
Cincinnati, OH 45201

the benedict building

1280 ute avenue

number 4

aspen colorado 81611

t) 970-925-9003

f) 970-925-2442

e) director@publiccounsel.com

w) www.publiccounsel.com

Attention: Nancy L. Heagney

Re: **The Cordoba Initiative - (EIN 41-2140798)**

Dear Ms. Heagney:

We have received your letter dated August 25, 2004 (see attached copy) and are pleased to provide the requested additional information in the following paragraphs, numbered in the same order as in your letter:

1. Provide more detailed descriptions of the following activities:

(a) *Convening Muslim, Jewish, and Christian leaders to explore new approaches to peace in the Middle East.*

- Senior American Muslim, Jewish and Christian leaders rarely have the opportunity for a meaningful dialogue that transcends superficialities. Each of their communities would benefit greatly from increased communication and understanding – and each is vitally interested in finding a just and secure resolution to the Israeli/Palestinian conflict, which continues to fuel religious violence and terrorism worldwide. Religious and secular leaders from these three faiths, speaking together, could have a powerful effect on public opinion at home and abroad.
- This activity will entail inviting American Christian, Jewish and Muslim leaders to sit down together to brainstorm new ideas for reducing the violence that afflicts the Middle East. These dialogues will involve a series of trust-building meetings between Muslims, Jews, and Christians to increase communication and trust and to seek common ground in the urgent search for peace in the Middle East.

BOARD OF TRUSTEES

BOB BRAUDIS

JIM CURTIS

MARK HARVEY

JOHN KATZENBERGER

ART MARTIN

TIMOTHY MCFLYNN

LORI POTTER

KEN RANSFORD

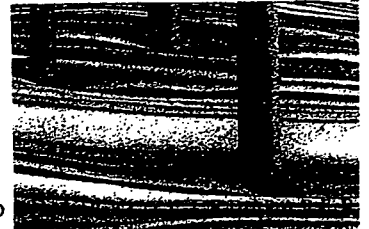
GEORGE STRANAHAN

HARRY TEAGUE

KARIN TEAGUE

EXECUTIVE DIRECTOR

TIMOTHY MCFLYNN





- These thoughtful dialogues, each from two to five days in length, will be conducted in the facilities of other non-profit institutions, foundations, and universities in the United States. The Cordoba Initiative expects to organize approximately six such dialogues each year.
- The staff of the Cordoba Initiative will convene and conduct the meetings which are expected to be one of the organization's most significant activities.
- The Cordoba Initiative will invite senior Jewish, Muslim and Christian leaders to participate; participants will be selected according to their influence within their respective communities and their commitment to building peace in the world.
- No fees will be charged.
- This activity furthers the Cordoba Initiative's exempt purpose by providing an educational experience to the participants and by producing ideas and actions that may help promote peace in the world. The ideas developed during each dialogue will also be used in public education efforts to increase public awareness of the importance of reducing violence in the Middle East.
- The Cordoba Initiative estimates that this activity will occupy approximately thirty percent (30%) of its time and funds during 2004 and 2005.

(b) Conduct bilateral meetings between American and Middle Eastern religions and secular leaders to improve relations.

- The goal of these meetings will be to improve communication between Muslims in the Middle East and Americans by giving religious and other leaders better opportunities to get to know and understand each other's hopes and aspirations. The program will convene opinion leaders and scholars from America and the Middle East for thoughtful dialogues focused on a variety of political, economic, and cultural issues that are essential to the flourishing of civil society.
- The roundtable dialogues will cover such topics as improving intercultural communication, increasing trust, and building civil society in the Muslim



world. These dialogues will explore a range of issues, including economic development, the role of religion and the media in the public debate, the challenge of adapting principles of democracy and democratic capitalism to specific cultures, and the building of the institutions necessary to support a pluralistic and open civil society.

- Each dialogue will be around five days in length and will involve 24 to 30 participants. They will be conducted in the facilities of other non-profit institutions, foundations, and universities in the United States. The Cordoba Initiative expects to organize one or two of these international dialogues per year.
- The staff of the Cordoba Initiative will convene and conduct the meetings. We expect that this will be a very important and significant activity of the Cordoba Initiative.
- Participation in these dialogues will be by invitation. The Cordoba Initiative will invite existing and emerging leaders who can help to build peaceful and positive relationships between leaders in the U.S. and the Muslim world. From Middle Eastern countries, the Cordoba Initiative will also invite individuals who are capable of assisting in the development of democratic institutions within their societies.
- No fees will be charged.
- These meetings and dialogues will further the Cordoba Initiative's tax exempt purpose through their educational role in spreading knowledge and the understanding of what is required to build democracy, democratic capitalism, and the institutions of civil society in the Middle East. These activities will also help build peace in the world by improving communication, trust and understanding between citizens of the U.S. and Middle Eastern countries.
- The Cordoba Initiative estimates that this activity will occupy approximately thirty percent (30%) of its time and funds during 2004 and 2005.



(c) Conducting Scholarly Research.

- **The Cordoba Initiative is planning a project to research and document the connections between Islamic holy law (or “Shariah”) and core principles of democracy. Just as extremists and militants often quote scripture to support their doctrines, those within a religion who believe in democratic values need to muster their own compelling faith-based arguments. Through meticulous scholarly research, the Cordoba Initiative’s “Shariah Project” will illuminate the often hidden common ground shared by Islamic law and democracy. This rigorous academic program will marshal evidence to demonstrate that Islamic principles support the fundamental values of a pluralistic, democratic society. The research will be used to counter the claims of extremists, to stimulate debate among intellectuals and leaders both here and in the Middle East, and to help develop new Islamic education programs encouraging tolerance and pluralism.**
- **The Cordoba Initiative staff will oversee the research, which will likely be conducted by one to three graduate students at a major American university. These researchers will comb through religious texts and documents, as well as centuries of Islamic jurisprudence, to find links between democratic values and Islamic values.**
- **This research will be conducted during the Cordoba Initiative’s first two years of operation. It will be a significant and important activity of the Cordoba Initiative.**
- **The research scholars will be chosen by the Cordoba Initiative. In making its selection, the Cordoba Initiative will consult with the religion departments of several U.S. universities.**
- **No fees will be charged.**
- **The Cordoba Initiative estimates that this activity will occupy approximately twenty percent (20%) of its time and funds during 2004 and 2005.**

(d) Conducting Youth and Cultural Educational Activities.

- **The Cordoba Initiative will sponsor a number of community and youth programs using art and culture to build bridges between religions, because**



culture, often a source of division between peoples, can also unite them. Used skillfully, culture can become a powerful tool to break down barriers that separate religions and individuals. Some of these events will be youth oriented, while others will be offered to the public at large.

One example is the *Cordoba Bread Fest*, which will gather Christians, Jews and Muslims together to break bread and celebrate the sacred significance of the role bread has played in the three Abrahamic cultures. Participants will share stories about the historic role that bread has played in the different Abrahamic religions and cultures. Through words, poetry, music, and theater, the event will demonstrate how something as simple as bread can transcend superficial differences and create an atmosphere in which interfaith dialogue occurs spontaneously. The Cordoba Initiative will invite a balance of Jewish, Christian and Muslim religious organizations to help organize the Bread Fest.

Another example of these activities is the a program that will utilize the arts and humanities to break down barriers and build inter-cultural communication through a five-day seminar for Jewish and Muslim high school students that will explore the heritage of western civilization. Modeled on an existing highly successful High School Great Ideas Seminar, this seminar will track the "great conversation" across history: how Socrates and Plato affected Aristotle's thinking; how Aristotle influenced the architects of modern democracy, such as John Locke, Jean Rousseau and Thomas Jefferson; and how these thinkers in turn informed the lives of leaders like Martin Luther King, Vaclav Havel and Nelson Mandela. The seminar will pose questions about what makes a good and virtuous society, what are society's limits in assisting us in "the pursuit of happiness," and where, in fact, is happiness likely to be found?

Through a thoughtful, roundtable dialogue, participating Muslim and Jewish students will gain together a new understanding of how our society evolved and why we think the way we do today. To complement the readings, the students will watch film excerpts, listen to selected passages from great operas, and experience how Mozart, Puccini and Verdi express the human condition in profound ways beyond the realm of words. The Cordoba Initiative expects that this program will create strong bonding between its Jewish and Muslim participants and increase tolerance and understanding between their faiths.

- These cultural and educational programs will be organized several times per year.



- The Cordoba Initiative expects that these programs will represent a significant and important part of its total activities.
- The community programs will be open to the public. Students participating in the high school programs will be chosen by their respective schools.
- No fees will be charged.
- The Cordoba Initiative's high school programs further the Initiative's tax exempt purpose by educating Muslim and Jewish students in the history of western civilization and forming intercultural bonds between them.
- The Cordoba Initiative's cultural community programs further the organization's tax exempt purpose by using culture and the arts to broaden the public's awareness of the common roots of different religions and to increase knowledge, understanding and tolerance of faith traditions other than one's own.
- The Cordoba Initiative estimates that this activity will occupy approximately twenty percent (20%) of its time and funds during 2004 and 2005.

2. How will your research be disseminated to the general public?

The primary research activity of the Cordoba Initiative will be the Shariah Project. Most of the Initiative's other activities will be aimed at educating participants, such as the students enrolled in the five-day high school seminar described above, and creating interfaith dialogues aimed at building tolerance for other cultures and religions.

The research of the Shariah Project will be disseminated to the public in a variety of ways:

- Posting research summaries and papers on an internet web site for the public to view.
- Distributing research reports to interested educational institutions, including universities and high schools.
- Distributing research findings to religious organizations, mosques, churches, and synagogues.



- Issuing press releases aimed at generating newspaper, radio and TV news stories.
- Writing op/ed stories for major newspapers both in the U.S. and the Muslim world.
- Developing educational curricula and classroom teaching aids for use in Muslim and other schools. (These materials will use research findings to demonstrate that Islam is compatible with the values of democracy and democratic capitalism.)
- Writing magazine articles for major periodicals, such as Time, Newsweek, Atlantic Monthly and Foreign Affairs.
- Writing letters-to-the-editor for American and Middle Eastern newspapers.
- Generating topics for TV talk show discussions.

3. **Does your organization currently have a facility?**

No.

4. **How will your organization approach the subject of Middle East peace? Who will be involved?**

The Cordoba Initiative will approach the issue of Middle East peace through a combination of education and interfaith dialogue. Below are several examples:

- The Shariah Project will use its research to demonstrate to the world that Islamic holy law is compatible with a pluralistic and free democratic society and that peace and tolerance are authentic expressions of Islamic principles.
- The dialogues between American Muslim, Christian and Jewish leaders will be used to build understanding and tolerance between religions and to brainstorm new ideas for promoting peace in Israel and Palestine.
- Likewise, the bilateral meetings between American and Middle Eastern secular and religious leaders will be focused on promoting intercultural communication, trust and tolerance. As individuals from different cultures spend time together and get to know each other, bonds of trust and friendship will inevitably form.

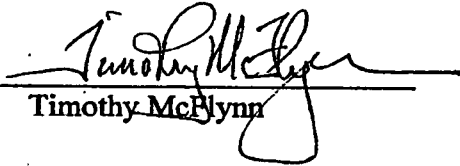


The individuals involved in the above efforts will include academic scholars, religious leaders, business leaders, and the heads of nonprofit and other institutions, along with conflict resolution experts and dialogue moderators.

Thank you for your cooperation and assistance.

Very sincerely,

PUBLIC COUNSEL OF THE ROCKIES

By 
Timothy McFlynn

Enclosure
cc: John S Bennett, Executive Director

Cordoba/corp//IRS Supplemental ltr 09'13'04.doc



Part A - Identification of Registrant			
1. Full name of organization (exactly as it appears in your organizing document) The Cordoba Initiative		5. Fed. employer ID no. (EIN) 4 1 - 2 1 4 0 7 9 8	
2. c/o Name (if applicable)		6. Organization's website www.cordobainitiative.org	
3. Mailing address (Number and street) 475 Riverside Drive	Room/suite 248	7. Primary contact Courtney Erwin	
City or town, state or country and ZIP+4 New York, NY 10115-0010		Title Chief of Staff; Corporate Secretary	
4. Principal NYS address (Number and street) Same as Above	Room/suite	Phone 212 870 2552 x 4	Fax 212 870 2540
City or town, state or country and ZIP+4		Email ce@cordobainitiative.org	

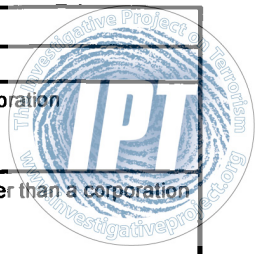
Part B - Certification - Two Signatures Required			
We certify under penalties for perjury that we reviewed this Registration Statement, including all schedules and attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this statement.			
1. President or Authorized Officer/Trustee	Signature	Imam Feisal Abdul Rauf Printed Name	President Title
			Date
2. Chief Financial Officer or Treasurer	Signature	Imam Feisal Abdul Rauf Printed Name	Treasurer Title
			Date

Part C - Fee Submitted		
If registering to solicit contributions, fee is \$25. If not registering to solicit contributions, no fee is owed.	Check <input checked="" type="checkbox"/> if you are submitting \$25 fee to register to solicit contributions.	Submit check or money order, payable to "NYS Department of Law."

Part D - Attachments - All Documents Required
Attach all of the following documents to this Registration Statement, even if you are claiming an exemption from registration: <ul style="list-style-type: none"> • Certificate of incorporation, trust agreement or other organizing document, and any amendments; and • Bylaws or other organizational rules, and any amendments; and • IRS Form 1023 or 1024 Application for Recognition of Exemption (if applicable); and • IRS tax exemption determination letter (if applicable)

Part E - Request for Registration Exemption
Is the organization requesting exemption from registration under either or both Article 7-A or the EPTL? <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No
* If "Yes", complete Schedule E.

Part F - Organization Structure



1. Incorporation / formation

<p>a. Type of organization:</p> <p>Corporation <input checked="" type="checkbox"/></p> <p>Limited liability company (LLC) <input type="checkbox"/></p> <p>Partnership <input type="checkbox"/></p> <p>Sole proprietorship <input type="checkbox"/></p> <p>Trust <input type="checkbox"/></p> <p>Unincorporated association <input type="checkbox"/></p> <p>Other * <input type="checkbox"/></p> <p>* If Other, describe:</p>	<p>b. Type of corporation if New York not-for-profit corporation</p> <p>A <input type="checkbox"/> B <input type="checkbox"/> C <input type="checkbox"/> D <input type="checkbox"/></p> <p>c. Date incorporated if a corporation or formed if other than a corporation</p> <p>0 5 / 2 6 / 2 0 0 4</p> <p>d. State in which incorporated or formed</p> <p>Colorado</p>
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2. List all chapters, branches and affiliates of your organization (attach additional sheets if necessary)

Name	Relationship	Mailing address (number and street, room/suite, City or town, state or country and zip+4)
The Corboda Initiative, Kuala Lumpur, Malaysia	Branch	23-6, 3 Kia Peng; Jalan Kia Peng 50450 Kuala Lumpur, Malaysia

3. List all officers, directors, trustees and key employees

Name	Title	Mailing address (number and street, room/suite, city or town, state or country and zip+4)	End of term (if applicable)
Imam Feisal Abdul Rauf	Director; Chair of Board President; Treasurer	475 Riverside Drive Suite 248 New York, NY 10115-0010	02/23/2011
Daisy Khan	Director	475 Riverside Drive Suite 248 New York, NY 10115-0010	02/23/2011
John Bennett	Director	2211 E. Sopris Creek Rd. PO Box 10600 Aspen, CO 81612	02/23/2011
John Kiser	Director	210 Pophams Ford Road Sperryville, VA 22740	02/23/2011
Courtney Erwin	Chief of Staff; Secretary	475 Riverside Drive Suite 248 New York, NY 10115-0010	Not Applicable

4. Other Names and Registration Numbers

<p>a. List all other names used by your organization, including any prior names</p> <p>Not Applicable</p>	<p>b. List all prior New York State charities registration numbers for the organization, including those from the New York State Attorney General's Charities Bureau or the New York State Department of State's Office of Charities Registration</p> <p>Not Applicable</p>
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Part G - Organization Activities

1. Month the annual accounting period ends (01-12) 12	2. NTEE code T50
3. Date organization began doing each of following in New York State:	
a. conducting activity	06 / 01 / 2004
b. maintaining assets	02 / 15 / 2009
c. soliciting contributions (including from residents, foundations, corporations, government agencies, etc.)	Not Applicable
4. Describe the purposes of your organization Please see attached sheet	
5. Has your organization or any of your officers, directors, trustees or key employees been:	
a. enjoined or otherwise prohibited by a government agency or court from soliciting contributions? <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No * If "Yes", describe:	
b. found to have engaged in unlawful practices in connection with the solicitation or administration of charitable assets? <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No * If "Yes", describe:	
6. Has your organization's registration or license been suspended by any government agency? <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No * If "Yes", describe:	
7. Does your organization solicit or intend to solicit contributions (including from residents, foundations, corporations, government agencies, etc.) in New York State? <input checked="" type="checkbox"/> Yes* <input type="checkbox"/> No * If "Yes", describe the purposes for which contributions are or will be solicited: Please see attached sheet.	

8. List all fund raising professionals (FRP) that your organization has engaged for fund raising activity in NY State (attach additional sheets if necessary) Not Applicable

Name	Type of FRP (see instructions for definitions)	Mailing address (number and street, room/suite, city or town, state or country and zip+4)	Dates of contract
	PFR <input type="checkbox"/> FRC <input type="checkbox"/> CCV <input type="checkbox"/>		Start date: __/__/____ End date: __/__/____
	PFR <input type="checkbox"/> FRC <input type="checkbox"/> CCV <input type="checkbox"/>		Start date: __/__/____ End date: __/__/____
	PFR <input type="checkbox"/> FRC <input type="checkbox"/> CCV <input type="checkbox"/>		Start date: __/__/____ End date: __/__/____

Part H - Federal Tax Exempt Status

1. If applicable, list the date your organization:	
a. applied for tax exempt status	__/__/____
b. was granted tax exempt status	09 / 23 / 2004
c. was denied tax exempt status	Not Applicable
d. had its tax exempt status revoked	Not Applicable
2. Provide Internal Revenue Code provision: 501(c)(<u>3</u>)	

NONPROFIT

**ARTICLES OF INCORPORATION
OF THE
CORDOBA INITIATIVE**

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE
20041191886 M
\$ 50.00
SECRETARY OF STATE
05-26-2004 14:09:37



The undersigned person, acting as the incorporator of a corporation pursuant to the Colorado Revised Non-Profit Corporation Act and being 21 years of age or older, hereby signs and acknowledges the following Articles of Incorporation:

**ARTICLE I
Name of Corporation**

The name of the corporation is: **THE CORDOBA INITIATIVE** ✓

**ARTICLE II
Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III
Principal Place of Business**

The principal place of business of the Corporation in Colorado is 2211 East Sopris Creek Road, P.O. Box 10600, Aspen CO 81612 and the principal place of business in New York is 175 E. 96th Street, Suite 21T, New York, NY 10128.

**ARTICLE IV
Purposes, Objectives, Powers and Limitations**

1. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall be operated exclusively as a non-profit tax-exempt organization dedicated to educational programs and initiatives which increase tolerance, peace and understanding between cultures.

2. In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Section 3 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the Colorado Revised Non-Profit Corporation Act.

3. In addition to any other restrictions provided by Colorado law or by the Internal Revenue Code applicable to non-profit and tax-exempt corporations, the following provisions shall in all events apply:



(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, trustee or officer of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its charitable purposes) and no member, director, trustee or officer of the corporation, or any other private individual, shall be entitled to share in any distribution of any of the corporation's assets on dissolution of the corporation or otherwise;

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office;

(c) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation;

(d) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations, as the same now exist or may hereafter be amended;

(e) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1954 and its regulations; shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1954 and its regulations; shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1954 and its regulations; shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 and its regulations; and shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1954 and its regulations, all as said Internal Revenue Code and the regulations thereunder now exist or may hereafter be amended.

(f) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over and distributed only for the purposes set forth in Article IV to one or more organizations qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations. The organizations to receive such assets and property shall be designated by the Board of Directors.

ARTICLE V

Registered Office and Agent

The address of the initial registered office of the corporation is 2211 East Sopris Creek Road, P.O. Box 10600, Aspen, CO 81612. The name of its initial registered agent at such address is John S. Bennett.



Said Registered Agent hereby accepts appointment as the initial registered agent of THE CORDOBA INITIATIVE.

By: John S. Bennett
John S. Bennett

ARTICLE VI
Members and Capital Stock

The corporation shall have no members with voting and other rights and powers under the provisions of the Colorado Revised Non-Profit Corporation Act. The Board of Directors may establish honorary non-voting classes of "members" for fundraising purposes as it deems appropriate from time to time. The corporation shall have no capital stock.

ARTICLE VII
Board of Directors

The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Revised Non-Profit Corporation Act, these articles of incorporation, or the bylaws of the corporation. The Board of Directors shall consist of not less than three (3) nor more than thirty (30) directors, the number of directors, their classification, if any, their terms of office, and the manner of their election or appointment to be determined according to the Bylaws of the corporation from time to time in force.

The number of Directors constituting the initial Board of Directors is four (4). The names and addresses of the persons who shall serve as the initial Board of Directors are as follows:

Imam Feisal Abdul Rauf
Director & Board Chair
P.O. Box 7376
North Bergen, N.J. 07047

John S. Bennett
Director
P.O. Box 4127
Aspen, CO 81612

Daisy Kahn
Director
201 W. 85th Street, No. 10E
New York, N.Y. 10024



Julia Jitkoff
Director
444 Gleneagle Drive
Aspen, CO 81611

The number of Incorporators shall be one, and the name and address of the person who shall serve as the incorporator is as follows:

Timothy McFlynn
1280 Ute Avenue, Suite 10
Aspen CO 81611

ARTICLE VIII
Indemnity and Insurance

To the fullest extent permitted by Section 7-128-402 C.R.S. and Section 7-129-102 and any other applicable provision of the Colorado Revised Non-Profit Corporation Act, as amended from time to time, the corporation shall indemnify any director or former director of the corporation against any claim by the corporation or by a third party for any monetary damages for breach of fiduciary or other duty as a director. Such limit of personal liability shall not extend to a director for monetary damages for any breach of the director's duty of loyalty to the corporation; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in Sections 7-128-403 or 7-128-501(2), C.R.S.; or any transaction from which the director derived an improper personal benefit. The corporation shall maintain such officers' and director's liability insurance as may from time to time be required in the Bylaws of the corporation or by resolution of its Board of Directors.

ARTICLE IX
Distribution of Assets

In the event of dissolution, the assets of the corporation shall be distributed as follows:


- (a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor;
- (b) Assets received and held by the corporation, subject to limitations permitting their use only for specified purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of the corporation, pursuant to a plan of distribution adopted as provided in Section 77-26-104, CRS.
- (c) Remaining assets, if any, shall be distributed to another non-profit organization with



charitable and educational goals similar to THE CORDOBA INITIATIVE which organization is tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator of the corporation as designated in Article VII has executed these Articles of Incorporation this 24th day of May, 2004.

INCORPORATOR:

By: 
Timothy McFlynn

Cordoba/Articles of Incorporation 5'24'04