

ARTICLES OF INCORPORATION
OF THE
CLEVELAND PARK CITIZENS ASSOCIATION

ARTICLE I. Name. The name of the non-profit corporation is the Cleveland Park Citizens Association (the “Association”).

ARTICLE II. Duration. The period of duration is perpetual.

ARTICLE III. Purposes.

Section 3.01. The purposes for which the Association is organized are:

- A. To operate exclusively for charitable, scientific, and educational purposes under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the “Code”), in a manner consistent with the Mission stated in the Bylaws.
- B. To exercise any powers conferred upon non-profit corporations formed under the Act as may be necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money or property whether real or personal, or any interest therein, wherever situated, or any other thing of value, the power to make distributions to associations that qualify as exempt associations under Section 501(c)(3) of the Code, and for any other legal purposes.

ARTICLE IV. Members.

Section 4.01. The Association is to have two classes of members:

- A. Any person 18 years of age or older: (i) residing in the area defined in the Bylaws (“the Area”); or (ii) owning property in the Area; or (iii) owning and licensed to operate a business located in the Area or his/her designee; or (iv) designated as a representative of a legally registered non-profit organization located in the Area is eligible for a voting membership in the Association. Any such member shall be entitled to vote as provided in the Bylaws. No person or entity shall have more than one vote. Members may not vote by proxy, and they may not cumulate their vote when electing Directors.
- B. Any person not eligible for voting membership pursuant to subsection A, above, may join the Association as a non-voting member as provided in the Bylaws.

ARTICLE V. Governance.

Section 5.01. Executive responsibility is vested in a Board of Directors, which shall be chosen by the membership in the manner provided in the Bylaws. The number of Directors may be changed by amendment to the Bylaws, as provided therein.

Section 5.02. Other than as provided in these Articles of Incorporation, regulation of the internal affairs of the Association shall be provided in the Association's Bylaws as duly adopted and amended.

Section 5.03. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation, other than to members of the Board of Directors, for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No director shall be paid for services rendered to the Association, either directly or through an organization of which the director is a principal.

ARTICLE VI. Eligibility for Tax-Exempt Status.

Section 6.01. The Association shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Code.

Section 6.02. No part of the assets or net earnings of the Association shall ever be used for, nor shall the Association ever be organized or operated for, purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.

Section 6.03. The Association shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Association, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6.04. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under Section 501(c)(3) of the Code, or (b) by any association, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 6.05. Upon dissolution of this Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

ARTICLE VII. Legal References.

Section 7.01. All references contained in these Articles of Incorporation to the Internal Revenue Code, or the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations promulgated thereunder as they now exist or as they may hereafter be amended. Any reference contained in these Articles of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations promulgated thereunder as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations promulgated thereunder.

ARTICLE VIII. Initial Registered Office, Registered Agent. The initial registered office of the Association is 2933 Garfield Terrace, N.W., Washington, D.C., and the name of its initial registered agent at such address is Timothy V. A. Dillon.

ARTICLE IX. Initial Board of Directors. The number of directors constituting the initial board of directors is ten, and the names and addresses, including street and number, of the persons who are to serve as the initial directors until their successors be elected and qualified are:

<u>Name</u>	<u>Address</u>
Mr. T. V. A. Dillon	2933 Garfield Terrace, N.W.
Mrs. Katherine E. Dillon	2933 Garfield Terrace, N. W.
Mr. J. Burlanstein	2724 Courtland Place, N. W.
Mrs. Joseph Miller	3623 Fulton Street, N. W.
Mr. Homer McConnell	2737 Woodley Place, N. W.
Mrs. Inez McConnell	2737 Woodley Place, N. W.
Mrs. Peter Grogan	3428 Ashley Terrace, N. W.
Mrs. Martha Tolson	2718 Devonshire Place, N. W.
Mr. Glenn A. Mitchell	2728 Courtland Place, N. W.
Mr. Lawrence P. Winnemore	3020 Tilden Street, N. W.

ARTICLE X. Incorporators. The name and address, including street and number, of each incorporator is:

<u>Name</u>	<u>Address</u>
Mary Jane Spelman	1518 32 nd Street, N.W.
William H. McDonald, Esq.	1001 15 th Street, N.W.
Timothy V. A. Dillon, Esq.	2933 Garfield Terrace, N.W.

ARTICLE XI. Indemnification

Section 11.01. The private property of the officers and Directors of the Association shall not be subject to payment of debts of the Association to any extent whatsoever.

Section 11.02. The Association shall indemnify any Director or officer or former Director or officer of the Association against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such a Director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of a duty, as further set forth in the Bylaws of the Association. The indemnification of this Section shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any bylaw, agreement, vote of the Board of Directors, or otherwise. No payment shall be made pursuant to this section if such payment would result in any liability for tax under Chapter 42 of the Code.

ARTICLE XII. Amendment.

Section 12.01. These Articles of Incorporation may be amended by an affirmative vote of at least two thirds (2/3) of all members voting at any regular meeting, in accordance with the Bylaws and pursuant to the procedures set forth in Section 301.35 of the Act, provided, that a resolution by the Board of Directors proposing an amendment shall have been introduced at a previous meeting and that a written explanation of said amendment shall have been sent to all voting members of the Association at least two (2) weeks prior to the meeting or vote.