

ARTICLES OF INCORPORATION

OF

DUPONT CIRCLE VILLAGE, INC.

To: Department of Consumer and Regulatory Affairs
941 N. Capitol Street, N.E.
Washington, D.C. 20002

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act:

ARTICLE ONE

The name of the corporation is Dupont Circle Village, Inc. (the "corporation").

ARTICLE TWO

The period of duration of the corporation is perpetual.

ARTICLE THREE

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and, more specifically,

- (a) To assist elderly residents of the Dupont Circle neighborhood of the District of Columbia by facilitating and coordinating a range of supportive services to enable residents to remain in their homes as they age and by sponsoring educational, social and cultural programs designed to promote their health and enhance their quality of life.
- (b) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.
- (c) To solicit, receive, and administer funds for educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant,

purchase, lease or otherwise, either absolutely or jointly with any other person or corporation, any property, real, personal, tangible, or intangible, or an undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the by-laws of the incorporation, or any laws applicable thereto.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE FOUR

The corporation will have no members.

ARTICLE FIVE

The corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

ARTICLE SIX

The affairs of the corporation shall be carried on through its Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

ARTICLE SEVEN

In the event of dissolution or liquidation of the corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations), organized and operated exclusively for charitable purposes, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE EIGHT

The address of the corporation's initial registered office is Dupont Circle Community Resource Center, 9 Dupont Circle, Washington, D.C. 20036, and the name of its initial registered agent is Gerald Allan Schwinn

ARTICLE NINE

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

ARTICLE TEN

The number of directors constituting the initial Board of Directors is five (5) but the number of directors may be increased in the manner set forth in the bylaws provided that the number shall not be less than three (3). The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

1. Iris Molotsky
1735 T Street, NW
Washington, DC 20009
2. Marilyn Newton
2013 N Street, NW
Washington, DC 20036
3. Gerald Allan Schwinn
1743 Church Street, NW,
Washington, DC 20036

4. **Peggy Simpson**
1719 Swann Street, NW
Washington, DC 20009
5. **Abigail Wiebenson**
1916 S Street, NW
Washington, DC 20009

ARTICLE ELEVEN


The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE TWELVE

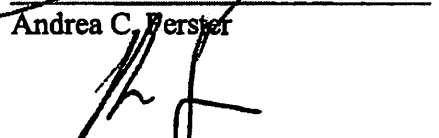
The following persons are the incorporators of this corporation:

<u>Name</u>	<u>Address</u>
a. Andrea C. Ferster	2121 Ward Court, N.W., 5th Fl. Washington, D.C. 20037
b. Frederick Schaedtler	2121 Ward Court, N.W., 5th Fl. Washington, D.C. 20037
c. Charles Crumb	2121 Ward Court, N.W., 5th Fl. Washington, D.C. 20037

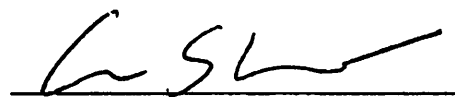
IN WITNESS WHEREOF, we have signed these Articles of Incorporation this ___ day of October 2008.



Andrea C. Ferster



Frederick Schaedtler



Charles Crumb

I, IRMA JOSEPH Notary Public, hereby certify that on the 4ST day of OCTOBER 2008, the above listed persons appeared before me who signed the foregoing document as incorporators, and that the statements contained therein are true.

My commission expires 10|14|2010

Irma Joseph
Notary Public, District of Columbia
My Commission Expires 10-14-2010