

## ARTICLES OF INCORPORATION

### OF

### DISTRICT OF COLUMBIA COOPERATIVE HOUSING COALITION, INC. DC/CHC, INC.

**WE**, the undersigned natural persons of the age of eighteen 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:

**FIRST:** The name of the corporation is DC/CHC, Inc.

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

**THIRD:** The purpose or purposes for which the corporation is organized are:

(a) to promote the concept of cooperative housing as a desirable and beneficial form of homeownership and to protect the common interests of cooperative housing associations in the District of Columbia through education, research, lobbying, the exchange of information and such other related activities as its Board of Directors shall determine from time-to-time.

(b) to do anything permitted to be done by a business league within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986 (the "Code") or any corresponding provision of such future Internal Revenue Codes as may from time-to-time be enacted.

(c) to conduct any and all other lawful activities as may be carried on by a not-for-profit corporation under the D.C. Nonprofit Corporation Act.

(d) notwithstanding any other provision of these articles, 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) (6) of the Code.

**FOURTH:** The Corporation shall have one and only one class of members which shall be limited to cooperative housing associations located in the District of Columbia. The qualifications and rights of members shall be as provided in the Bylaws. Each member shall have the right to vote at meetings of members as follows.

(a) Organizational matters: Each member association shall have one vote for each dwelling unit in the member association when the matter voted upon:

- ~ partial or total liquidation of the Corporation or dissolution thereof
- ~ amending the Bylaws or Articles of Incorporation
- ~ election of directors
- ~ adopting annual budgets
- ~ dues and special assessments

(b) In all other matters, each member association shall have one and only one vote.

**FIFTH:** The Corporation shall have a Board of Directors, consisting of thirteen directors, provided, however, that the number of directors may be increased or decreased in accordance with the Bylaws of the Corporation, but in no event shall there be less than three. The names and addresses of the initial directors are:

Michael J. O'Dell  
Harbour Square Owners, Inc.  
520 N Street, S.W. ~ #S-616  
Washington, DC 20024-4574

Barry L. Moss  
The Westchester  
4000 Cathedral Avenue, N.W. ~ #443-B  
Washington, DC 20016

Joseph A. Ryan  
The Cathedral Avenue Cooperative, Inc.  
4101 Cathedral Avenue, N.W. ~ #903  
Washington, DC 20016

Robert E. Mulderig  
5112 Connecticut Avenue Cooperative  
5112 Connecticut Avenue, N.W.  
Washington, DC 20008

Michael Beattie  
Cavanaugh Court Owners, Inc.  
1526 17<sup>th</sup> Street, N.W. ~ #406  
Washington, DC 20036

David Bryant  
3025 Ontario Road, N.W.  
3025 Ontario Road, N.W. ~ #504  
Washington, DC 20009

Charles H. Hackman  
Watergate South, Inc.  
700 New Hampshire Avenue, N.W. ~ #901  
Washington, DC 20037

Robert W. Kilpatrick  
Westmoreland Cooperative  
2122 California Street, N.W. ~ #657  
Washington, DC 20008

Richard S. Lykes  
3020 Tilden Street, N.W., Inc.  
3020 Tilden Street, N.W.  
Washington, DC 20008

Philip O'Connor  
The Claridge House Cooperative, Inc.  
950 25<sup>th</sup> Street, N.W. ~ #119N  
Washington, DC 20037

Robert Safro  
2540 Massachusetts Avenue, N.W. ~ #307  
Washington, DC 20008

Anita Vogt  
Potomac Plaza Terraces, Inc.  
730 24<sup>th</sup> Street, N.W. ~ #515  
Washington, DC 20037

Gary M. Walsh  
2707 Adams Mills Road, N.W., Inc.  
2707 Adams Mills Road, N.W.  
Washington, DC 20009

The qualifications for directors and the manner of electing directors, their powers and terms of office shall be as prescribed in the Bylaws of the Corporation.

**SIXTH:** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation or any private individual, except for the payment of reasonable compensation for services rendered; provided, however, that in the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute the remaining assets and property to the member associations in proportion to the number of dwelling units in the member associations.

**SEVENTH:** The address, including street and number, of its initial registered office is 888 17<sup>th</sup> Street, N.W., Washington, D.C., 20006-3939, and the name of its initial registered agent is Resagent, Inc., a corporate registered agent authorized to act as registered agent in the District of Columbia.

**EIGHT:** The name and address, including street and number of each incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Michael J. O'Dell	520 N Street, S.W. ~ #S616 Washington, DC 20024
C. William Tayler	888 17 <sup>th</sup> Street, N.W. ~ #400 Washington, DC 20006
Linda C. Haynes	888 17 <sup>th</sup> Street, N.W. ~ #400 Washington, DC 20006

**Incorporators:**

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**Michael J. O'Dell**

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**C. William Tayler**

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**Linda C. Haynes**

**DISTRICT OF COLUMBIA ss:**

I, JoAnne B. Williams, a Notary Public in and for the District of Columbia, hereby certify and affix my seal that on this 14<sup>th</sup> day of May, 1993, personally appeared before me Michael J. O'Dell, C. William Tayler, and Linda C. Haynes, signed the foregoing document as incorporators and acknowledged that the statements contained therein are true.

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**Notary Public**

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**Commission Expiration**

**DISTRICT OF COLUMBIA COOPERATIVE HOUSING COALITION, INC.  
DC/CHC, INC.**

**INFORMAL ACTION OF BOARD OF DIRECTORS  
IN LIEU OF FIRST AND ORGANIZATION MEETING**

The undersigned, being all of the Directors names in the Articles of Incorporation of DC/CHC, Inc., a District of Columbia nonprofit corporation (the "Corporation"), pursuant to the provisions of Section 29-599.1 of the D.C. Code, hereby adopt the following resolutions, in lieu of holding the First and Organization Meeting of the Board of Directors of said Corporation:

**WHEREAS**, the Corporation was duly organized and formed by the filing of Articles of Incorporation with the Corporations Divisions of the Department of Consumer and Regulatory Affairs of the District of Columbia and by paying the necessary taxes and filing fees; and

**WHEREAS**, the Directors now desire to adopt resolutions creating an organizational structure for the conduct of the Corporation's affairs, it is:

**RESOLVED:** That the Articles of Incorporation of the Corporation, which have been presented to and reviewed by each Director of the Corporation, and which were accepted for filing, approved and received for record by the Corporations Division of the District of Columbia on May 24, 1993, shall be an are hereby approved, and a copy thereof shall be inserted in the Minutes Book of the Corporation;

**FURTHER RESOLVED:** That the board of Directors hereby elects the following persons to serve as officers of the Corporation, in the offices set forth next to their respective names, until the first Annual Meeting of the Board of Directors of the Corporation and until their successors are duly elected and qualify:

<b>Michael J. O'Dell</b>	<b>President</b>
<b>Barry L. Moss</b>	<b>Vice President</b>
<b>Joseph A. Ryan</b>	<b>Secretary</b>
<b>Robert E. Mulderig</b>	<b>Treasurer</b>

**FURTHER RESOLVED:** That the end of the fiscal year of the corporation is hereby established as December 31<sup>st</sup>;

**FURTHER RESOLVED:** That the Corporation hereby ratifies and confirms the actions previously taken by the incorporators and such other persons who have acted to cause the formation of the Corporation.

**FURTHER RESOLVED:** That the Board of Directors hereby authorizes and directs the proper officers of the Corporation to establish bank accounts with such banks as they believe necessary and convenient for the proper conduct of the affairs of the Corporation and to place any limitations on access to the accounts they deem appropriate;

**FURTHER RESOLVED:** That the Board of Directors hereby authorizes and directs the appropriate officers of the Corporation to pay all fees and expenses incident to and necessary for the organization and qualification of the Corporation, including without limitation, all legal and accounting fees and the costs of procuring proper corporate books; and

**FURTHER RESOLVED:** That the Board of Directors hereby authorizes and directs the Present of the Corporation to engage the law firm of Whiteford, Taylor & Preston to provide general legal services to the Corporation on the terms and conditions set forth in the draft engagement letter from C. William Tayler (attached hereto) and to execute said engagement on behalf of the Corporation.

**FURTHER RESOLVED:** That the Board of Directors hereby authorizes and directs the Secretary of the Corporation to initiate the preparation of a membership ledger for the Corporation, in which shall be recorded, among other things, the names and addresses of the member associations and their appointed representatives and a Minutes Book for the Corporation, in which shall be inserted the true copies of the Corporation's Charter and Bylaws, and each resolution adopted by the Board of Directors or the members of the Corporation.

Each Director, by signing this consent, waives notice of the time, place and purpose of the First Meeting of the Board of Directors of the Corporation and agrees to the transaction of business of the First Meeting by unanimous written consent of the Directors in lieu of such First Meeting.