

ARTICLES OF INCORPORATION
DUPONT CIRCLE BUSINESS IMPROVEMENT DISTRICT, INC.

The Dupont Circle Business Improvement District, Inc. (the "Corporation") is incorporated as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act of 2010 (the "Nonprofit Act"), Title 29, Ch. 4.

FIRST: The name of the Corporation shall be Dupont Circle Business Improvement District, Inc..

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The purposes for which the Corporation is organized are as follows:

A. Dupont Circle Business Improvement District, Inc. is incorporated and operated exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code (hereinafter referred to as the "Code") – charitable in the sense of providing services and programming beyond those provided by government to improve conditions for property owners, businesses, residents and visitors within the Business Improvement District ("BID") boundaries. Such services are expected to create jobs, bolster the local business economy, and better the quality of life in the BID.

B. To engage in any other religious, charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Code, and regulations thereunder.

FOURTH: The Corporation shall not have the authority to issue capital stock.

FIFTH: The Corporation shall have members.

SIXTH: The number, term and selection of the Board of Directors shall be provided for in the Bylaws of the Corporation, but the number of directors shall not be less than the minimum required by law. The Board of Directors may be divided into two or more classes of directors, as provided in the Bylaws.

SEVENTH: The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The initial Bylaws shall be adopted by the Board of Directors, and the power to amend or repeal the Bylaws shall be provided for in the Bylaws and shall be subject to the following:

C. This Corporation shall not directly or indirectly engage in any activity:

1. That will prevent this Corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Code and regulations thereunder, or
2. Which is prohibited by an organization that contributions to which are deductible under Section 170(c)(2) of the Code and regulations thereunder.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

E. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where its activities are carried on.

G. In furtherance of the foregoing, and subject to the limitations otherwise set forth in these Articles of Incorporation, the Corporation shall have and may exercise all the powers conferred by the laws of the District of Columbia, including all powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have and may exercise additional powers which may be conferred by the Nonprofit Act to an organization organized and operated exclusively for religious, educational, scientific, and charitable purposes, as such terms are defined under Section 501(c)(3) of the Code and the regulations thereunder, including, but not limited to, the authority to:

1. Accept donations of money or property, whether real or personal, or any interest therein, wherever situated,
2. Maintain control and discretion over the use of funds received by the Corporation,
3. Monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes, and
4. Enter into contracts with public and private entities.

H. If at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times the Corporation shall (1) 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 Code; (2) not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (3) not retain any excess business holdings, as defined in Section 4943(c) of the Code; (4) not make any investments in such a manner as to subject the

Corporation to tax under Section 4944 of the Code; and (5) not make any taxable expenditures as defined in Section 4945(d) of the Code.

EIGHTH: Upon the dissolution of the Corporation, the Board of Directors shall make provision for payment of all the Corporation's liabilities and distribute the Corporation's remaining assets to Charlie's Place, the homeless shelter located at 1830 Connecticut Avenue, N.W., Washington D.C. 20009 or another exempt purpose within the meaning of Section 501(c)(3) of the Code at the time of dissolution, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the city or county in which the principal office of the corporation is then located, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: Except as required by law, the incorporators, directors, and officers of the Corporation shall not be liable for any debt, liability or obligation of the Corporation. All persons or other entities extending credit to, contracting with, or having a claim against, the Corporation may only look to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or for any money that may otherwise become due or payable to them from the Corporation.

TENTH: The Corporation shall indemnify any director or former director or officer of the Corporation as provided in the Bylaws. In no case, however, shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then, during such time or times, no payment shall be made if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code).

ELEVENTH: The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate the Corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided that any such action shall be undertaken exclusively to carry out the objects and purposes for which the Corporation is formed, and is carried out in a manner consistent with the requirements of Section 501(c)(3) of the Code.

TWELFTH: The name of the Corporation's initial registered agent is Patrick Michael Kain, 1330 New Hampshire Avenue, N.W., #1014, Washington, D.C. 20036.

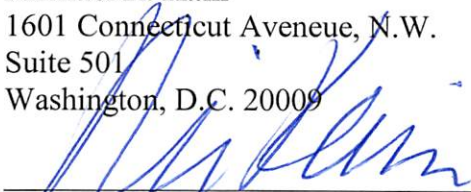
IN WITNESS WHEREOF, the below incorporator has signed these Articles of Incorporation as of this 12th day of JANUARY, 2017.

Michael R. Kain

1601 Connecticut Avenue, N.W.

Suite 501

Washington, D.C. 20009



Signature of Incorporator