

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
FRIENDS OF SOUTHWEST D.C.
March 28, 2013

TO: The Department of Consumer and Regulatory Affairs, Corporations Division, 1100 4th Street, SW, Washington, D. C. 20024

By due vote of the Board of Directors and Members of the Friends of Southwest D.C. on March 28, 2013, at a meeting thereof, the Articles of Incorporation filed on August 27, 1998, (as River Park Friends) were hereby Amended and Restated as follows pursuant to the provisions of the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5, Subsequently revised as the Non-Profit Corporation Act of 2010, Title 29, Chapter 4). The name of the organization was changed on July 23, 2010.

FIRST: The name of the corporation is Friends of Southwest D.C.

SECOND: The period of duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: charitable, community development, and educational purposes, in Southwest Washington, D. C. More specifically, the purposes are the following:

- (1) To enhance, promote, support, and supplement charitable activities for residents.
- (2) To promote, encourage and foster community development projects that enhance the neighborhood's physical environment, beauty, and public safety.
- (3) To enhance, promote, support, and supplement educational and other activities including scholarships to youth.
- (4) To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort of nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and
- (5) To do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.

FOURTH: The Corporation shall not have any members. Accordingly, the Board of Directors shall exercise the rights and powers of members as provided in the District of Columbia Nonprofit Corporation Code (the "Nonprofit Code").

FIFTH: The number of Directors shall be not fewer than four or more than nine persons. Such number may be increased or decreased by amendment to the by-laws by the Board of Directors, so long as the number of Directors does not fall below three. Three Directors must be residents of zip code 20024. Any additional Directors must be residents of the District of Columbia. Directors shall be nominated and elected by the Board of Directors then in office at the annual meeting, in accordance with the Bylaws.

SIXTH: Provisions for the regulation of the internal affairs of the corporation, including provision for the distribution of assets on dissolution or final liquidation are as follows:

- (1). The internal affairs of the Corporation shall be governed by the Bylaws as adopted by the Board of Directors, which may alter, amend, or repeal the Bylaws or adopt new Bylaws.
- (2). The internal affairs of the Corporation shall be managed by the Board of Directors in accordance with the Bylaws.
- (3). The provisions of the Bylaws and the management of the Corporation in accordance therewith shall be subject to the following:
 - (A). The Corporation shall not be conducted for profit or operated for the purpose of carrying on a trade or business for profit;
 - (B). The Corporation shall not exercise any power or authority, engage in any activity, or solicit or accept any contribution that would prevent it from obtaining exemption from United States federal income taxation as a corporation described in Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law) or cause it to lose its exempt status under such section;
 - (C). No part of any contribution to, or of the net earnings or assets of, the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, provided that nothing herein shall preclude the Corporation from paying reasonable compensation for services rendered, making in reasonable amounts reimbursements for expenses incurred or advances for expenses to be incurred on behalf of the Corporation, and making payments and distributions in furtherance of the purposes set forth in Article III hereof;
 - (D). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation;

- (E). The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office;
- (F). For any period during which the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law), the Corporation:
 - (1) shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by Section 4942 of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law;
 - (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law;
 - (3) shall not retain any excess business holdings which will subject it to tax under Section 4943 of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law;
 - (4) shall not make any investments in any manner such as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law;
 - (5) shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law.
- (G). In the event of the dissolution or final liquidation of the Corporation:
 - (1) none of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the directors or officers of the Corporation, or inure to the benefit of any individual;
 - (2) after all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provisions made therefor, all remaining property and assets of the Corporation shall be distributed to one or more organizations designated pursuant to a plan of distribution adopted as provided for in the District of Columbia Non-Profit Corporation Act or if there be no appropriate plan of distribution, as a court, pursuant to the provisions of the District of Columbia may

direct; provided, however, that such property shall be distributed only to organizations which shall comply with all of the following conditions:

- (i) such organization shall be organized and operated exclusively for charitable, community development, or educational purposes;
- (ii) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate, or death taxes (by whatever name called);
- (iii) such organization shall be exempt from Federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law); and
- (iv) contributions to such organization shall be deductible by reason of Section 170 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law).

(H). In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

SEVENTH: The initial registered office is 389 O Street, S. W., Washington, D. C. 20024. The name of the initial registered agent at this address is: Coralie Farlee.

EIGHTH: The address, including street and number, of the registered office of the Friends of Southwest D.C. in the District of Columbia is 389 O Street, SW, Washington, D.C., 20024; and the name of the registered agent of the Friends of Southwest D.C. in the District of Columbia at such address is Coralie Farlee, President.

NINTH: The names and addresses, including street number and zip code, of the original incorporators, as of July 6, 1998, the date of incorporation, were as follows:

NAME	ADDRESS
Coralie Farlee	389 O Street, S. W., Washington, D. C. 20024
Martin Forrester	1372 4th Street, S. W., Washington, D. C. 20024
Robert S. Zigler	1301 Delaware Avenue, S.W., N 523, Washington, D. C. 20024
Keith Melder	1311 Delaware Avenue, S. W., S531, Washington, D. C. 20024

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