

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
PENN BRANCH COMMUNITY ASSOCIATION

Pursuant to the District of Columbia Nonprofit Corporation Act of 2010, as amended and the Articles of Incorporation and Bylaws of PBCA (as defined below), these Amended and Restated Articles of Incorporation have been duly approved by the Voting Members.

ARTICLE I. Name. The name of the non-profit corporation is the Penn Branch Community Association (“PBCA”).

ARTICLE II. Registered Agent. The name and address of the initial registered agent of the Corporation in the District of Columbia are: Rhoma Battle, 3419 Carpenter Street SE, Washington, D.C. 20020.

ARTICLE III. Nonprofit Corporation. PBCA is incorporated as a nonprofit corporation under D.C. Code Title 29, Chapter 4.

ARTICLE IV. Incorporators. The name and address of each incorporator is as follows:

Rhoma Battle	3419 Carpenter Street SE, Washington, D.C. 20020
Alberta Paul	3721 Carpenter Street SE, Washington, D.C. 20020
Iris B. Adams	3605 Texas Ave SE, Washington, D.C. 20020

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

ARTICLE VI. Purposes.

Section 6.01. PBCA is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”).

Section 6.02. In furtherance of such purposes, PBCA may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors (the “Board”) may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act of 2010, as amended. In furtherance of its exclusively charitable and educational corporate purposes, PBCA shall have all the general powers enumerated in § 29-403.02 of the District of Columbia Nonprofit Corporation Act of 2010 as amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE VII. Members. PBCA is to have two classes of members: (i) Voting Members and (ii) Non-Voting Members, each as defined in the Bylaws of PBCA.

ARTICLE VIII. Governance.

Section 8.01. Executive responsibility is vested in a Board, each member of which shall be chosen in the manner provided in the Bylaws.

Section 8.02. Other than as provided in these Articles of Incorporation, regulation of the internal affairs of PBCA shall be provided in PBCA's Bylaws as duly adopted and amended.

ARTICLE IX. Eligibility for Tax-Exempt Status.

Section 9.01. PBCA 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 9.02. No part of the assets or net earnings of PBCA shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that PBCA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article VI hereof.

Section 9.03. No substantial part of the activities of PBCA shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise permitted under Section 501(h) of the Code), and PBCA shall not, 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 9.04. Notwithstanding any other provision of these Articles of Incorporation, PBCA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax as an organization described under Section 501(c)(3) of the Code, or (b) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X. Legal References.

Section 10.01. 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, as amended, and to the Treasury 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 Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States tax laws and any Treasury Regulations promulgated thereunder.

ARTICLE XI. Dissolution. In the event of dissolution or final liquidation of PBCA, all of the remaining assets and property of PBCA shall, after paying or making provision for the payment of all of the liabilities and obligations of PBCA and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or

educational purposes as shall at the time qualify as an exempt organization or organizations described under Section 501(c)(3) of the Code as the Board shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

ARTICLE XII. Amendment. These Articles of Incorporation may be amended in accordance with the Bylaws.