

**ARTICLES OF AMENDMENT AND RESTATEMENT
of the
SHEPHERD PARK CITIZENS ASSOCIATION INC.**

SHEPHERD PARK CITIZENS ASSOCIATION INC., a nonprofit corporation of the District of Columbia, hereby certifies to the Department of Consumer & Regulatory Affairs that it desires to amend and restate its articles of incorporation as currently in effect. The articles of incorporation are hereby amended and restated as follows:

ARTICLE 1 – NAME

1.1 Name. SHEPHERD PARK CITIZENS ASSOCIATION INC. (Corporation) is incorporated as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act of 2010 (Nonprofit Act), Title 29, Ch. 4. The name of the Corporation is SHEPHERD PARK CITIZENS ASSOCIATION INC.

ARTICLE 2 – PURPOSE

2.1 Purpose. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 – NON-STOCK

3.1 Non-Stock. The Corporation shall not have the authority to issue capital stock.

ARTICLE 4 – MEMBERSHIP

4.1 Membership. The Corporation shall have members. The Bylaws of the Corporation shall set forth the voting rights and qualifications for becoming a member of the Corporation.

ARTICLE 5 – DIRECTORS

5.1 Directors. 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 three.

5.2 Bylaws. 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.

5.3 Initial Directors. The initial members of the Board of Directors shall be:

Mark Pattison

Yvette Pearson
Carl Bergman
June Confer
Eddie Cordone
Cynthia Prather
Angela Martin
Bonnie Randolph
Josh Gorman
Deirdre Evans-Pritchard
Paula Sanderlin Dorosti
Edmund F. Atkins
Rosemary Reed Miller
Donalee Wood

ARTICLE 6 – RESTRICTED ACTIVITIES

- 6.1 Benefits.** 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 2.
- 6.2 Lobbying.** 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.
- 6.3 Prohibited Activities.** This Corporation shall not carry on any 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 or those which is prohibited by an organization that contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- 6.4 Unlawful Acts.** 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.

ARTICLE 7 – POWERS

- 7.1 Powers.** Subject to the limitations 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.

ARTICLE 8 – REGISTERED AGENT

8.1 Registered Agent. The name of the Corporation's registered agent is Carl Bergman, and the registered agent's address is 1301 Geranium Street NW, Washington, DC 20012.

ARTICLE 9 -- AMENDMENT

9.1 General. Except as provided below, these Articles of Incorporation may be altered, amended, or repealed only if approved by the Board and then submitted to and approved by the members entitled to vote.

9.2 Administrative Amendments. Administrative amendments may be approved by the Board without a vote of the members.

9.3 Member Amendment. Members may propose and adopt amendments without approval by the Board if proposed by 10% or more of members entitled to vote.

9.4 Charitable Purpose. Any action to alter, amend, or repeal these Articles of Incorporation shall be undertaken exclusively to carry out the objects and purposes for which the Corporation is formed, and carried out in a manner consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 10 – DISSOLUTION

10.1 Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, the District of Columbia, 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 District of Columbia in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Certificate of Adoption of Articles of Amendment and Restatement

These Articles of Amendment and Restatement have been approved by the Board of Directors and the members of the Corporation.

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

Mark Pattison, President
1221 Floral St NW
Washington, DC 20012

June Confer, Recording Secretary
1225 Geranium St NW
Washington, DC 20012

Date

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF AMENDMENT*** is hereby issued to:

SHEPHERD PARK CITIZENS ASSOCIATION

Effective Date: 6/6/2016

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 6/8/2016 6:00 PM

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: MzoALpM3