

ARTICLES OF INCORPORATION
OF
BEULAH COMMUNITY IMPROVEMENT CORPORATION

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, N.E.
WASHINGTON, D.C. 20002

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Beulah Community Improvement Corporation.

SECOND: The period of its duration is perpetual.

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

Beulah Community Improvement Corporation is organized under the District of Columbia Nonprofit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5), exclusively for charitable, and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code (Code). Such charitable, and educational purposes shall include carrying on activities:

- A. To raise the economic, educational, and social levels of low-income residents of the Far Northeast community in Washington, D.C. (zip code 20019) and other underprivileged groups, which have substantial unemployment or low-income families.
- B. To combat discrimination, poverty, and crime in said community by:
 - a. Enhancing the standard of living of low-income and disadvantaged families
 - b. Developing social welfare programs to promote stability and self sufficiency
 - c. Establishing programs to support drug and violence prevention
- C. To expand housing opportunities for low and moderate-income households in the said community by:
 - a. Working with various housing providers in the acquisition, construction, reconstruction, rehabilitation, management, and operation of decent, safe, and sanitary housing.

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- b. These programs will provide affordable homes to both low-income and moderate-income persons.

D. To support participants involved in welfare to work transition programs in the said community by:

- a. Providing training in management, leadership, and communication.
- b. Furthering the development of locally-owned or operated business enterprises

E. To raise the economic standard of the said community by:

- a. Providing on-going financial support training and offering financial symposiums to increase the use of proper finance management.
- b. Working with various financial institutions to help the said community increase its use of resources within the community.

FOURTH: The Corporation shall have members.

FIFTH: The Corporation shall have two classes of members. One class will consist of the Board of Directors. This class shall have voting rights. The second class will consist of resident and community representatives. This class shall not have voting rights. The qualifications and rights of the members, shall be as provided in the by-laws

SIXTH: There shall be no fewer than five (5) Directors and no more than nine (9) Directors. The initial Board of Directors shall have five (5) members. The board of directors of the corporation, except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, shall be elected or appointed as provided in the by-laws.

SEVENTH: Upon the dissolution of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the Federal government or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provision of the laws of the District of Columbia; provisions for the regulation of the internal affairs of the corporation shall be as specified in the by-laws of the corporation.

EIGHTH: The name of the registered agent and the address of the initial registered office of this Corporation are: Beulah Baptist Church of Deanwood Heights, D.C., 5820 Dix Street, N.E., Washington, D.C. 20019

NINTH: It is intended that the Corporation shall be entitled to exemption from the federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

- A. If and for so long as the Corporation is a private foundation (as that term is defined in Section 509(a) of the Internal Revenue Code), and notwithstanding any other provisions of these Articles or the By-Laws of the Corporation, the following provisions shall apply:
- a. The income of the Corporation for each taxable year shall be distributed at such time and in such matter as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and
 - b. The Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).
- B. The Corporation shall not discriminate on the basis of sex, race or religion in administering its programs and activities.
- C. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code. This 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.
- D. No part of the net earning of this Corporation shall inure to the benefit of, or be distributable to, its 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 of this Corporation
- E. 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)(3) of the Internal Revenue Code; nor shall the Corporation engage, except to an insubstantial degree, in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

TENTH: The number of Directors constituting the initial Board of Directors is five (5) and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until the election of their successors are:

Marcus E. Tumer
3211 Orient Fishtail Road
Laurel, MD 20724

Kimbrelly Fuller
1005 Downing Court
Mitchellville, MD 20721

Lisa S. Turner
3211 Orient Fishtail Road
Laurel, MD 20724

Jimmie Jennings III
612 Stillwater Place
Mitchellville, MD 20721

Russell E. Moore, Jr.
11013 Mission Hills
Mitchellville, MD 20721

ELEVEN: The names and addresses of the Corporation's three (3) incorporators, who are all 21 years of age or more, are:

Marcus E. Turner
3211 Orient Fishtail Road
Laurel, MD 20724

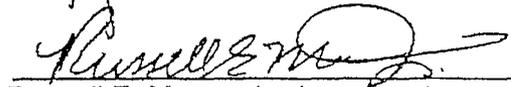
Russell E. Moore, Jr.
11013 Mission Hills
Mitchellville, MD 20721 - =

Jimmie Jennings III
612 Stillwater Place
Mitchellville, MD 20721

IN WITNESS WHEREOF, we, the undersigned incorporators hereby execute these Articles of Incorporation on this 11th day of April, 2001



Marcus E. Turner, Incorporator



Russell E. Moore, Jr., Incorporator



Jimmie Jennings, III, Incorporator

I, Alice S. Jennings, a Notary Public, hereby certify that on this 11th day of April, 2001, Marcus E. Turner, Russell E. Moore, Jr., and Jimmie Jennings, III appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Alice S. JENNINGS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 1, 2004

My Commission expires on 8/1/04