

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

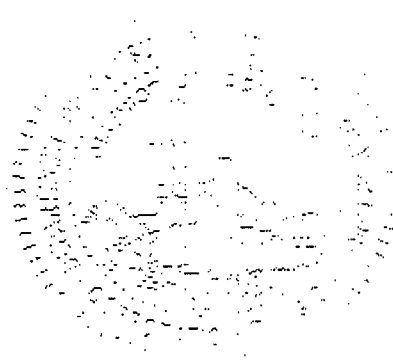


C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

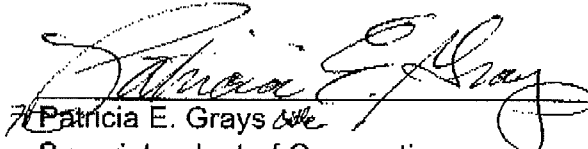
DC MINYAN

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **3rd** day of **May, 2002**.



David Clark
DIRECTOR

Elizabeth O. Kim
Administrator
Business Regulation Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF INCORPORATION

OF

DC MINYAN

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators do hereby form a nonstock corporation under and pursuant to the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT (D.C. Code 1981 edition, Title 29, Chapter 5) and other relevant laws of the District of Columbia, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (hereinafter referred to as the "Corporation") is: DC Minyan.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

The Corporation is hereby organized for the following purposes:

1. To establish, operate and maintain a place for prayer and religious services, studies and instruction in accordance with Jewish Law and Tradition;
2. To perform religious and charitable functions;
3. To exercise any other powers conferred upon corporations organized pursuant to the provisions of the District of Columbia Nonprofit Corporation Act; provided, however, that

(a) The Corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986 and their Regulations as they now exist or as they may be amended (or the corresponding provisions of any future Federal income tax law).

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(b) The Corporation shall have all powers available to corporations under the District of Columbia Nonprofit Corporation Act subject to the restrictions contained in these Articles of Incorporation and the Corporation's Bylaws.

(c) Consistent with the above, the Corporation shall have the power to make distributions to organizations formed and operated exclusively for religious or charitable purposes and qualifying for exemption from taxation under the provisions described in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or the corresponding provisions of any future Federal income tax law).

(d) Without limiting its powers, the Corporation shall have the power to take and receive funds from any person, organization or other entity, including, but not limited to, charitable or educational organizations (including foundations), for-profit organizations and individuals.

ARTICLE IV

MEMBERSHIP

The Corporation shall have no members.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors of the Corporation may be fixed from time to time in the Bylaws and the number may be increased or decreased as provided therein, provided that in no case shall the number be less than three (3). The members of the Board of Directors of the Corporation shall be elected pursuant to the provisions set forth in the Bylaws of the Corporation. The Directors shall serve for a term set forth in the Bylaws of the Corporation. The Directors constituting the initial Board of Directors shall be five (5) in number. The names and addresses of the initial directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

<u>Name</u>	<u>Address</u>
Jeremy M. Brosowsky	1615 Q Street, N.W. Apt. 201 Washington, D.C. 20009
Kenneth A.W. Jeruchim	1440 Harvard Street, N.W. Washington, D.C. 20009

<u>Name</u>	<u>Address</u>
Jessica D. Lieberman	1616 16 th Street, N.W. Apt. 402 Washington, D.C. 20009
Adam J. Szubin	1716 Florida Avenue, N.W. Washington, D.C. 20009
Beth C. Tritter	1615 Q Street, N.W. Apt. 201 Washington, D.C. 20009

ARTICLE VI

OPERATION AND DISSOLUTION

The following provisions are hereby adopted for the purpose of governing the organization, operation and dissolution of the Corporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to (whether on dissolution or otherwise), the Directors or officers of the Corporation, or any contributor to the Corporation, 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 III hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or the corresponding provision of any future Federal income tax law) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or the corresponding provision of any future Federal income tax law).

(d) Upon the dissolution of the Corporation, the directors of the Corporation shall, after payment of or due provision for all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to any other organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or any corresponding provision of any future Federal income tax law) and which is exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or any corresponding

provisions of any future Federal income tax law). No director or officer of the corporation, or any contributor to the Corporation shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation.

ARTICLE VII

PRIVATE FOUNDATION

The following provisions are hereby adopted for the purpose of further defining, limiting and regulating the powers of the Corporation and of the Board of Directors during such period, or periods, of time as the Corporation is treated as a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended (or any corresponding provision of any future Federal income tax law):

(a) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or any corresponding provision of any future Federal income tax law).

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or any corresponding provision of any future Federal income tax law).

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(e) of the Internal Revenue Code of 1986 (or any corresponding provision of any future Federal income tax law).

(d) The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or any corresponding provision of any future Federal income tax law).

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or any corresponding provision of any future Federal income tax law).

ARTICLE VIII

LIABILITY

A director or officer of the Corporation shall have no liability to the Corporation for money damages by reason of being or having been a director or officer of the Corporation; provided however, that nothing in this Article VIII shall eliminate or limit the liability of any director or officer to the extent such elimination or limitation of liability is expressly prohibited by Title 29 of the District of Columbia Code as in effect at the time of the alleged breach by such director or officer. No amendment to or repeal of this Article VIII shall apply to or have any

effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

ARTICLE IX

REGISTERED OFFICE; REGISTERED AGENT

The post office address of the initial registered office of the Corporation in the District of Columbia is 1716 Florida Avenue, N.W., Washington, D.C. 20009. The name and post office address of the initial registered agent of the Corporation are Adam J. Szubin, 1716 Florida Avenue, N.W., Washington, D.C. 20009. Said resident agent is an individual actually residing in the District of Columbia.

ARTICLE X

INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

<u>Name:</u>	<u>Address:</u>
Shawn Parish	1201 New York Avenue, N.W. Suite 1000 Washington, D.C. 20005
Zsanese Williams	1201 New York Avenue, N.W. Suite 1000 Washington, D.C. 20005
Molly Delea	1201 New York Avenue, N.W. Suite 1000 Washington, D.C. 20005

[Signatures on following page.]

IN WITNESS WHEREOF, the incorporators hereof have signed these Articles of Incorporation on the 3rd day of May, 2002.

Shawn Parish
Shawn Parish

Zsanese Williams
Zsanese Williams

Molly Delea
Molly Delea

DISTRICT OF COLUMBIA)
) ss:

On this 3rd day of May, 2002, before me, the undersigned officer, personally appeared Shawn Parish known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Articles of Incorporation dated May 3, 2002 and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Kalandra A. Hulett
Notary Public

Kalandra A. Hulett
Notary Public, District of Columbia
My Commission Expires 11-14-2005

My Commission Expires: _____


[Notarial Seal]

DISTRICT OF COLUMBIA) ss:

On this 3rd day of May, 2002, before me, the undersigned officer, personally appeared Zsanese Williams known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Articles of Incorporation dated May 3, 2002 and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Kalandra A. Hulett
Notary Public

Kalandra A. Hulett
Notary Public, District of Columbia
My Commission Expires 11-14-2005

My Commission Expires:

[Notarial Seal]

DISTRICT OF COLUMBIA) ss:

On this 3rd day of May, 2002, before me, the undersigned officer, personally appeared Molly Delea known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Articles of Incorporation dated May 3, 2002 and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Kalandra A. Hulett
Notary Public

Kalandra A. Hulett
Notary Public, District of Columbia
My Commission Expires 11-14-2005

My Commission Expires:

[Notarial Seal]



Government of the District of Columbia

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

WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO:
The Superintendent of Corporations
Department of Consumer and Regulatory Affairs
Business Regulation Administration, Corporations Division
941 North Capital Street, N.E.
Washington, D.C. 20002

(A) BY A DISTRICT OF COLUMBIA RESIDENT

PURSUANT TO D.C. CODE TITLE 29, and TITLE 41

I, ADAM SEUBIN

A Bona fide Resident of the District of Columbia Herein Consent to Act as a Registered Agent For:

D.C. MINYAN

Name of Business

SIGNATURE OF REGISTERED AGENT

[Handwritten signature]

DATE: 5/1/02

(B) BY A LEGALLY AUTHORIZED CORPORATION

THE CORPORATION HEREIN NAMED IS:

An Authorized Corporate Registered Agent in the District of Columbia, per Signatures of its President/Vice-President and Secretary/Assistant Secretary, Herein Consents to Act as Registered Agent For:

NAME OF CORPORATION

SIGNATURE: _____ OF PRESIDENT OR VICE-PRESIDENT

ATTEST: _____ OF SECRETARY OR ASSISTANT SECRETARY

DATE: _____

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



C E R T I F I C A T E

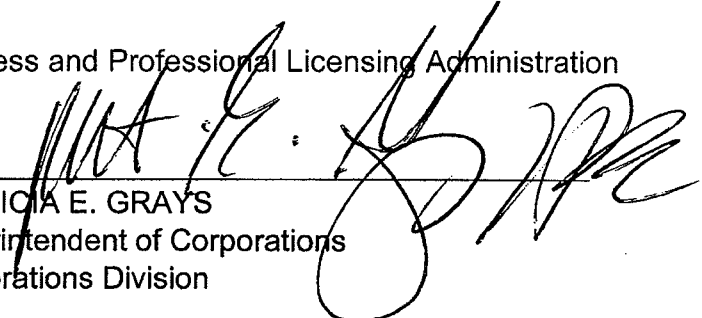
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

DC MINYAN

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **1st** day of **APRIL, 2009**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

Reset Form

Print Form



District of Columbia Government
Corporations Division
PO Box 92300
Washington DC 20090

Articles of Amendment of Domestic Non-Profit Corporation

Pursuant to the provisions of the District of Columbia non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name the non-profit corporation.

DC Minyan

2. The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

Article IV is being amended as follows:
"The Corporation shall establish qualifications for membership in its Bylaws."

The first paragraph of Article V is being amended as follows:
"The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be called the "Steering Committee." The number of members of the Board of Directors of the Corporation may be fixed from time to time in the Bylaws and the number may be increased or decreased as provided therein, provided that in no case shall the number be less than three (3). The members of the Board of Directors of the Corporation shall be elected pursuant to the provisions set forth in the Bylaws of the Corporation. The Directors shall serve for a term set forth in the Bylaws of the Corporation."

3. Amendment has been adopted in the following manner: Option A or B or C must be chosen, but not both:

- (A) "The amendment was adopted at a meeting of members held on _____ at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast."
- (B) "The amendment was adopted by consent in writing signed by all members entitled to vote with respect hereto."
- (C) "The amendment was adopted at a meeting of the Board of Director held on _____, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof."

If you sign this form, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405.

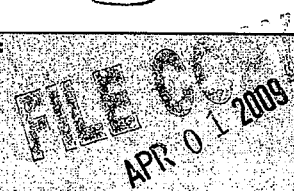
President / Vice-President	Date	Signature
Julia Zuckerman	3/26/09	
Secretary / Assistant Secretary	Date	Signature
Rebecca Katz	3/26/09	

Mail all forms and required payment to:

Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, DC 20090
Phone: (202) 442-4432

For overnight delivery send to:

Corporate Bank of America
Attention: DC Government
Wholesale Lockbox #92300
Mail Code MD4-301-18-04
225 North Calvert Street - 18th floor
Baltimore, Maryland 21202



Please check dcra.dc.gov to view organizations required to register, to search business names, to get step-by-step guidelines to register an organization, to search registered organizations, and to download forms and documents. Just click on "Corporate Registrations."