

ARTICLES OF INCORPORATION

OF

Douglass Community Land Trust (Douglass CLT)

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the Non-Profit Corporation Act (D.C. Code, 2001 edition, Title 29, Chapter 4), adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Douglass Community Land Trust (hereinafter the "Corporation").

ARTICLE II: DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III: PURPOSES

The Corporation is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code including to operate a community land trust that will assist current and future generations of residents stay and thrive in the District of Columbia by securing permanent affordability for rental and ownership housing, as well as for local business, community-serving organizations and cultural institutions that serve low- to moderate income residents or operate in low-income neighborhoods, and by providing and facilitating additional pathways to build economic, racial, and social equity in the District of Columbia.

Specifically, the purposes of the Corporation shall include the following:

- (i) contribute to building economic, racial, and social equity in the District of Columbia (the "District");
- (ii) provide a varied supply of ownership and rental housing that will remain permanently affordable to income-eligible residents in the District in order to sustain a strong and inclusive community with a healthy economy for generations to come;
- (iii) provide homeownership opportunities for low- to moderate-income ("LMI") people who would otherwise be unable to afford homeownership;
- (iv) contribute to the sustainability and viability of the District economy by expanding housing and economic development opportunities for LMI people;
- (v) assist small local businesses as well as community-serving organizations and cultural institutions that serve LMI residents secure and maintain affordable spaces from which to operate, and promote economic development in supporting permanent job creation, retention, and/or improvement for LMI persons, geographies or areas targeted for redevelopment;

- (vi) act as stewards of an increasing inventory of perpetually affordable residential and commercial units that are affordable to LMI District residents and those entities which serve and benefit them;
- (vii) promote healthy and sustainable building and operating practices benefitting residents, the community, and the environment;
- (viii) provide education, community service, and support for cooperative development throughout the District;
- (ix) foster leadership and community involvement in the creation and preservation of affordable spaces through a responsible and informed board of community members; and
- (x) additional activities not inconsistent with the Articles of Incorporation.

Solely for the above purposes, the Corporation is empowered to exercise all the rights and powers conferred by the Code of the District of Columbia under Title 29, Chapter 4 upon non-profit Corporations, including, but without limitation thereto, the right and power to receive gifts, bequests and contributions in any form, to apply, invest and reinvest the principal and/or income therefrom or to distribute the same and to borrow money for the above purposes, monitor the use of any and all funds and property, personal and real, made available by the Corporation to assure that the funds and property are used in conformity with the intended purposes, and enter into contracts with public and private bodies.

ARTICLE IV: MEMBERSHIP CORPORATION

The Corporation shall have at least two classes of Voting Members and one class of Supporting Members. The rights, powers and qualifications of each class of members is set forth in the Bylaws.

ARTICLE V: DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden by law, these Articles of Incorporation, or the Corporation’s Bylaws. The number of Directors shall be set in the manner provided in the Corporation’s Bylaws, but in no event shall there be fewer than nine (9) Directors.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is fifteen (15). The initial Directors shall serve until the first annual meeting of the Board of Directors or until their successors are elected and qualified. The names and addresses of the persons who are to serve as the initial Directors are:

	Name	ADDRESS
1	Maybelle Taylor Bennett	████████████████████ Washington, DC 20032
2	Daniel Blaise	████████████████████ Washington, DC 20032

- 3 Sheldon Clark [REDACTED]
Washington, DC 20020
- 4 Kiesha Davis [REDACTED]
Washington, DC 20032
- 5 Keiva Dennis [REDACTED]
Greenbelt, MD 20770
- 6 Christie Gardner [REDACTED]
Washington, DC 20020
- 7 Kymone Freeman [REDACTED]
Washington, DC 20020
- 8 Jade Hall [REDACTED]
Washington, DC 20011
- 9 Tiffany Jessup [REDACTED]
Washington, DC 20032
- 10 Wanda Lockridge [REDACTED]
Washington, DC 20032
- 11 Mercedes "Meche" Martinez [REDACTED]
Washington, DC 20020
- 12 Vaughn Perry, Building Bridges
Across the River [REDACTED]
Washington, DC 20020
- 13 Morgann Reeves [REDACTED]
Washington, DC 20020
- 14 Brett Theodos [REDACTED]
Cheverly MD 20785
- 15 Kalilia Wilson [REDACTED]
Washington, DC 20020

ARTICLE VII: BYLAWS

The internal affairs of the Corporation shall be regulated by the Corporation’s Bylaws, and the Board of Directors shall supervise the management of the activities and affairs of the Corporation in accordance with the Corporation’s Bylaws. The initial Corporation’s Bylaws shall be adopted by the Board of Directors hereinafter named. The power to amend or repeal the Corporation’s Bylaws shall be provided for in the Corporation’s Bylaws.

ARTICLE VIII: LIMITATION ON PERSONAL LIABILITY

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, as the same currently exists or may hereafter be amended. No amendment or repeal of this Article shall apply to or have any effect on

the liability or alleged liability of any Director of the Corporation for or with respect to any act or omission on the part of such Director occurring prior to such amendment or repeal.

The private property, both real and personal, of the Directors and the officers of the Corporation shall not be subject to the payment of Corporate debts to any extent whatsoever.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify its Directors, officers, employees, and agents to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, as the same currently exists or may hereafter be amended.

ARTICLE X: LIMITATIONS ON ACTIVITY

The Corporation is to be exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended or the corresponding section of any future tax code (the "Code"). As such, at all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, and notwithstanding any other provision of these Articles:

A. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to its members, trustees, 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 IV above;

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 publishing 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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XI: DISSOLUTION

Upon dissolution of the Corporation, its assets 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county, district or locality 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.

ARTICLE XII: OFFICE

The principal office of the Corporation is to be located in the District of Columbia.

ARTICLE XIII: REGISTERED AGENT

The Corporation's initial Registered Agent is Northwest Registered Agent Service Inc., 1717 N Street NW STE 1, Washington, DC 20036.

ARTICLE XIV: INCORPORATORS

The names and addresses of the incorporators are:

NAME	ADDRESS
JADE HALL	[REDACTED] Washington, DC 20011
Kymone Freeman	[REDACTED] Washington, DC 20020
Vaughn Perry	[REDACTED] Washington, DC 20020
Sheldon Clark	[REDACTED] Washington, DC 20020

DATE	SIGNATURE
9/17/19	Hall
9/17/19	Freeman
9/17/19	Vaughn Perry
9/17/19	Clark