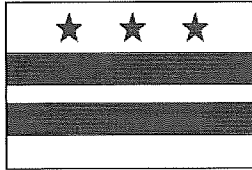


GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



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:

COMMUNITY FIRST - AMERICA'S CHARITIES

Effective Date: 4/23/2018

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 4/23/2018 8:42 AM

Business and Professional Licensing Administration



A handwritten signature in black ink, reading 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: BawLBrdV



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government
Corporations Division

Articles of Amendment of Domestic Nonprofit Corporation
Form DNP-2, Version 3, April 2013.

This form will allow for a domestic nonprofit corporation to amend its information reflected under original articles of incorporation or its amendments. Articles of amendment may not amend registered agent and/or incorporator.

ENTITY TYPE	FILING FEE
Domestic Nonprofit Corporation	Refer to Corporate Fee Schedule posted online;

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic filing entity listed below hereby applies for a Certificate of Amendment and for that purpose submits the statement below.

1. Corporation Name.

Community First - America's Charities

2. The text of each amendment adopted. (may attach the statement)

The amendment is a name change, from Community First - America's Charities of Greater Washington, D.C., to Community First - America's Charities. The full text/statement is attached.

DCRA Corp. Div.

APR 23 2018

File Copy

3. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment. (may attach the statement)

4. The date of each amendment's adoption.

March 27, 2018

5. Amendment has been adopted in the following manner. (select A or B)

☐

(A) The amendment was adopted by the incorporators or by the board of directors or designated body, as the case may be, and that member approval was not required;

☒

(B) the amendment was duly approved by the members in the manner required by this chapter and by the articles of incorporation and bylaws.

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

6. Name of the Governor or Authorized Person.

James E. Starr, President & CEO, America's Charities

6A. Signature of the Governor or Authorized Person.

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

Corporate Online Services Information:

Many corporate filings are available by using CorpOnline Service. Go to CorpOnline site at <https://corponline.dcr.dc.gov>, create the profile, access the online services main page and proceed. Online filers must pay by using the credit card.

Please check dcr.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."

**COMMUNITY FIRST – AMERICA’S CHARITIES OF GREATER WASHINGTON,
D.C.**

14

ARTICLES OF AMENDMENT

Community First – America’s Charities of Greater Washington, D.C., a District of Columbia non-profit corporation (the “Corporation”), under Chapter 4 of the DC Code hereby certifies that:

FIRST: The Corporation desires to, and does hereby, amend the charter of the Corporation as currently in effect (the “Charter”) pursuant to District of Columbia Law.

SECOND: The Charter of the Corporation is hereby amended by changing the name of the Corporation from “Community First – America’s Charities of Greater Washington, D.C.” to “Community First – America’s Charities.”

THIRD: The foregoing amendment to the Charter as set forth in these Articles of Amendment have been duly advised and approved by the Board of Directors and the Sole Corporate Member.

FOURTH: These Articles of Amendment shall be effective as of the date hereof.

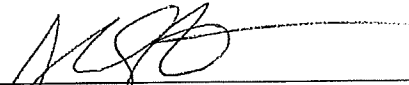
FIFTH: The undersigned officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters of facts required to be verified under oath, the undersigned officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[Remainder of page intentionally left blank]

14
IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged these Articles of Amendment on behalf of Community First – America's Charities of Greater Washington, D.C. this 27th day of March, 2018.

**COMMUNITY FIRST – AMERICA'S CHARITIES
OF GREATER WASHINGTON, D.C.**

a District of Columbia non-profit corporation

By: 

Name: Jim Starr

Title: Sole Corporate Member

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 the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

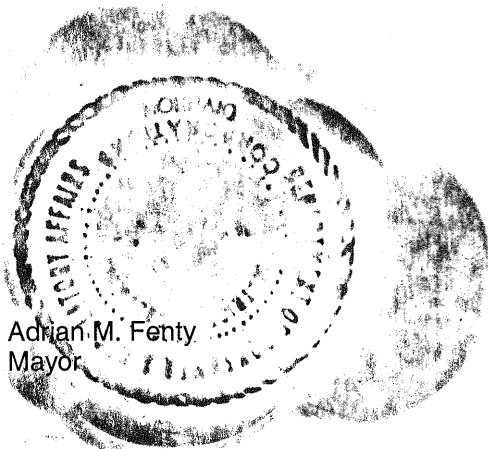
AMERICA'S CHARITIES-GREATER WASHINGTON, D.C.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **9th** day of **February**, **2009**.

LINDA K. ARGO
Director

A handwritten signature in cursive script, reading "Patricia E. Grays", is written over a horizontal line.

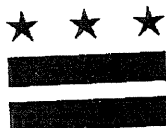
PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division



Adrian M. Fenty
Mayor

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

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CERTIFICATE

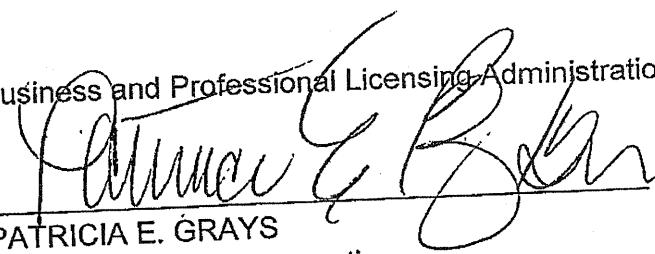
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

AMERICA'S CHARITIES-GREATER WASHINGTON, D.C.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **7th** day of **August, 2008**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF INCORPORATION

OF

AMERICA'S CHARITIES - GREATER WASHINGTON, D.C.

To: D.C. Department of Consumer
and Regulatory Affairs
Corporations Division
Washington, D.C. 20001

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act.

ARTICLE I

The name of the Corporation is America's Charities - Greater Washington, D.C. (hereinafter called the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to support, and be organized and operated exclusively to perform the functions and carry out the purposes of, America's Charities with respect to promotion and support of activities and purposes of other 501(c)(3) organizations that assist children and adults by providing services that further their exempt purposes, including, including: (a) participating, in compliance with the requirements of the Office of Personnel Management, in on-the-job solicitation of federal employees; (b) participating in other public and private sector workplace giving campaigns; (c) receiving funds contributed to it by virtue of its participation in the aforementioned fundraising efforts and distributing such funds to 501(c)(3) member and non-member organizations at appropriate intervals in accordance with the written instruction of the Board of Directors; (d) keeping such records and rendering such reports, statements, services, or the like as may be deemed advisable the by the Board of Directors or as may be required by applicable federal or state laws; and to take all other appropriate action in furtherance of such purposes; to perform other activities permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and, consistent with the above, to exercise all powers available to corporations organized pursuant to the District of Columbia Non-Profit Corporation Act.

ARTICLE IV

The Corporation shall have two (2) classes of members. The classes of members and the rights of the classes of members shall be set forth in the Bylaws. The members of each class shall have the right to vote as set forth in the Bylaws.

ARTICLE V

The affairs of this Corporation shall be managed by its Board of Directors. The number of directors (not less than three) and the manner of choosing directors shall be fixed in the Bylaws.

ARTICLE VI

Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE VII

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of Incorporation of the Corporation:

(a) The Corporation shall not engage in any activity that is unlawful under the laws of the United States, the District of Columbia, or any jurisdiction where such activities are carried on;

(b) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(c) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

(d) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified.

The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(e) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(f) In the event that the Corporation becomes a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) --

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(g) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred (1) to America's Charities, provided that it is then qualified for exemption from federal income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), and, if it is not then so qualified, then (2) to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

ARTICLE VIII

The private property of the officers, directors and members of the Corporation shall be exempt from execution or other liability of any debts, liabilities or obligations of the Corporation, except that the Corporation may recover certain costs and expenses of the Corporation from its members pursuant to the Bylaws.

ARTICLE IX

The address, including street and number, of the Corporation's initial registered office in the District of Columbia is 1090 Vermont Avenue, NW, Suite 910, Washington, D.C. 20005. The name of the Corporation's initial registered agent at such address is National Registered Agents, Inc.

ARTICLE X

The number of directors constituting the initial Board of Directors is six (6) and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Steve Delfin	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Marcia Bullard	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Bob Dunfey	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Erline Bullard	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Don Sodo	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151
Arnold Swope	14150 Newbrook Drive, Suite 110, Chantilly, Virginia 20151

ARTICLE XI

The names and addresses, including street numbers, of the Incorporators of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Howard S. Silver	555 13th Street, N.W. Washington, D.C. 20004-1109

Siobhan C. Rausch

555 13th Street, N.W.
Washington, D.C. 20004-1109

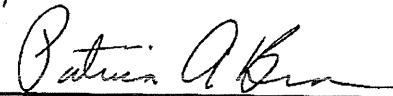
Patricia A. Brannan

555 13th Street, N.W.
Washington, D.C. 20004-1109

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of August, 2008.


Howard S. Silver


Siobhan C. Rausch


Patricia A. Brannan

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

)
) ss:

I, DEBRA M. HOSANG, a Notary Public, hereby certify that on the 7th day of August, 2008, Howard S. Silver, Siobhan C. Rausch and Patricia A. Brannan personally appeared before me being by me first duly sworn, declared that they signed the foregoing Articles of Incorporation of America's Charities – Greater Washington, D.C. as Incorporators, and that the statements therein contained are true.

Debra M. Hosang
Notary Public

Debra M. Hosang
Notary, District of Columbia
My Commission Expires 11/30/2010

(Notarial Seal)

My Commission Expires:

11/30/2010