

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



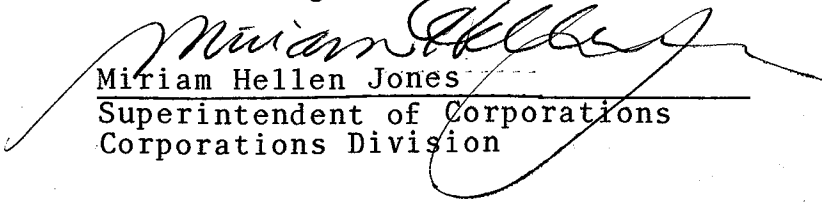
C E R T I F I C A T E

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 JANNEY ELEMENTARY SCHOOL PARENT-TEACHER ASSOCIATION, INC.

as of October 14th , 1988 .

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration


Miriam Hellen Jones
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

OF

JANNEY ELEMENTARY SCHOOL PARENT-TEACHER ASSOCIATION, INC.

TO: Department of Consumer and
Regulatory Affairs
Washington, DC 20001

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:

FIRST: The name of the corporation is: Janney Elementary School Parent-Teacher Association, Inc.

SECOND: 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:

Add to the NINTH Article of the Articles of Incorporation the following two paragraphs:

"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 the Third Article of these Articles of Incorporation.

"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 any candidate for public office."

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of members held on September 27, 1988, 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.

FILED

OCT 14 1988

BY: _____

Date 10/13/88

JANNEY ELEMENTARY SCHOOL P.T.A.
Corporate Name

By L. Thomas Ward
Its President

Attest:

Nancy M. Pearson
Its Secretary

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 provisions of the DISTRICT OF COLUMBIA
NON-PROFIT CORPORATION ACT have been complied with and accordingly
this CERTIFICATE of Incorporation
is hereby issued to JANNEY ELEMENTARY SCHOOL PARENT-TEACHER
ASSOCIATION, INC.

as of March 4, 1987.

Donald G. Murray
Director

R. Benjamin Johnson
Administrator
Business Regulation Administration

Vandy L. Jamison, Jr.
Vandy L. Jamison, Jr.

Assistant Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor



ARTICLES OF INCORPORATION

OF

JANNEY ELEMENTARY SCHOOL PARENT-TEACHER ASSOCIATION, INC.

TO: *Department of Consumer and Regulatory Affairs M.P.*
~~The Recorder of Deeds~~
District of Columbia
Washington, D.C.

We, the undersigned, being natural persons at least twenty-one (21) years of age, hereby form a nonprofit, nonstock corporation pursuant to the District of Columbia Nonprofit Corporation Act and hereby make, execute, and adopt the following Articles of Incorporation:

FIRST: The name of the corporation (hereafter "corporation") is: Janney Elementary School Parent-Teacher Association, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) To operate exclusively for educational purposes as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and, more specifically,

(b) To serve the best interest of the students of Janney Elementary School; to promote mutual cooperation among parents, teachers, the Board of Education, the D.C. Public Schools, and the general public; to support quality educational programs at Janney Elementary School and throughout the District of Columbia public school system; to carry on such other related activities as may be necessary or appropriate in furtherance of the foregoing purposes.

FOURTH: The Corporation shall have authority to exercise any, all, and every power which a nonprofit corporation organized under the applicable provisions of the District of Columbia Code may be authorized to exercise.

FIFTH: The corporation is not organized for profit, shall not have any capital stock, and shall not be authorized to issue capital stock.

SIXTH: All persons who are members of the Janney Elementary School Parent-Teacher Association, an unincorporated association as of the date of the filing of these Articles of Incorporation, shall be members in this corporation of the class as they are on said date and until the end of the membership year.

SEVENTH: There shall be one class of members, namely, Active Members. Only Active Members shall have the right to vote. Qualifications and criteria for membership and other matters pertaining to membership are set forth in the Bylaws.

FILED
MAR - 4 1987

BY: *WT*

EIGHTH: Except for the initial Board of Directors, the names of the members of which are set forth in these Articles of Incorporation, the members of the Board of Directors shall be the officers of the corporation, elected or appointed as provided for in the Bylaws.

NINTH: Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

TENTH: Amendment of these Articles of Incorporation shall be according to procedures set forth in the D.C. Nonprofit Corporation Act, D.C. Code Sections 29-536 and 29-515 (1981 edition). Amendments may be proposed either by the Board of Directors on its own motion or upon the written request of 10% of the Active Members of the corporation.

ELEVENTH: In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all debts and obligations of the corporation, distribute all of the assets of the corporation exclusively for one or more of the exempt purposes specified in section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

TWELFTH: The address of the initial registered office of the corporation is 4130 Albemarle Street N.W., Washington, D.C. 20016. The name of the initial registered agent at such address is Kathleen Jones, who is a citizen and actual resident of the District of Columbia.

THIRTEENTH: The initial Board of Directors consists of twelve (12) persons. They are:

Linda Buckley; 7530 13th Street N.W.; Washington, D.C. 20011
Alison Fastov; 4428 45th Street N.W.; Washington, D.C. 20016
Elizabeth Russell; 3542 Albemarle Street N.W.; Washington, D.C. 20008
Helen Steinberg; 4512 Van Ness Street N.W.; Washington, D.C. 20016
Betty Arbuckle; 4348 Verplanck Place N.W.; Washington, D.C. 20016
Don Land; 4803 47th Street N.W.; Washington, D.C. 20016
Linda Pretl; 3830 Windom Place N.W.; Washington, D.C. 20016
Emily Crandall; 4925 N. Capital Street N.E.; Washington, D.C. 20011
Joan Fowler Brown; 5111 45th Street N.W.; Washington, D.C. 20016
Albert Lindquist; 4305 Brandywine Street N.W.; Washington, D.C. 20016
Judith Silberman; 4801 Chesapeake Street N.W.; Washington, D.C. 20016
Jay Silberman; 4801 Chesapeake Street N.W.; Washington, D.C. 20016

FOURTEENTH: The names and addresses of the incorporators are:

Michael J. Prival; 4117 Jenifer Street N.W.; Washington, D.C. 20015
Joan T. Prival; 4117 Jenifer Street N.W.; Washington, D.C. 20015
Judith Lee Silberman; 4801 Chesapeake Street N.W.; Washington, D.C. 20016

Michael J. Prival
Michael J. Prival

Joan T. Prival
Joan T. Prival

Judith Lee Silberman
Judith Lee Silberman

WASHINGTON
DISTRICT OF COLUMBIA ss:

I, Patricia E. Estep, a notary public, hereby certify that on the 18 day of February, 1987, personally appeared before me Michael J. Prival who signed the foregoing document as incorporator and verified that the statements therein contained are true.

Patricia E. Estep

My commission expires 6/14/90

I, M. YVONNE WORMLEY, a notary public, hereby certify that on the 20th day of February, 1987, personally appeared before me Joan T. Prival who signed the foregoing document as incorporator and verified that the statements therein contained are true.

M. Yvonne Wormley

STATE OF MARYLAND
COUNTY OF MONTGOMERY

ss. My commission expires April 30, 1991
M. Yvonne Wormley
Notary Public, District of Columbia
My commission expires April 30, 1991

I, STEVEN H. BROWNLEE, a notary public, hereby certify that on the 2ND day of MARCH, 1987, personally appeared before me Judith Lee Silberman who signed the foregoing document as incorporator and verified that the statements therein contained are true.

Steven H. Brownlee

STEVEN H. BROWNLEE
NOTARY PUBLIC STATE OF MARYLAND
My commission expires My Commission Expires July 1, 1990