

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



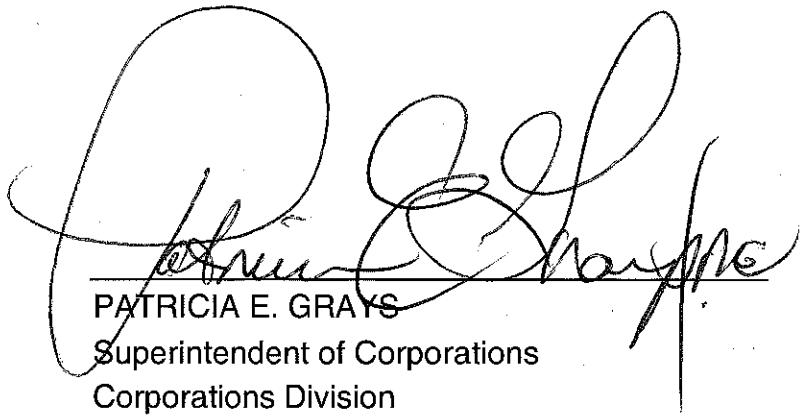
C E R T I F I C A T E

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.

OYSTER SCHOOL COMMUNITY COUNCIL

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **16th** day of **November**, **2009**.

LINDA K. ARGO
Director



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

OFFICE OF RECORDER OF DEEDS, D. C.

Corporation Division
515 D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

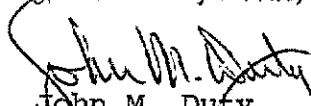
THIS IS TO CERTIFY that all provisions of the District of Columbia Non-profit Corporation Act have been complied with and ACCORDINGLY this Certificate of INCORPORATION

is hereby issued to the OYSTER SCHOOL COMMUNITY COUNCIL

as of the date hereinafter mentioned.

Date February 3, 1982

MARGUERITE C. STOKES
Acting Recorder of Deeds, D.C.


John M. Duty

Superintendent of Corporations

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ARTICLES OF INCORPORATION OF
OYSTER SCHOOL COMMUNITY COUNCIL, INC.

To: Recorder of Deeds, D. C.
Washington, D. C.

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

FIRST: The name of the corporation is Oyster School Community Council.

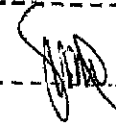
SECOND: The period of the duration of the corporation is perpetual.

THIRD: The corporation is organized and shall be operated exclusively for charitable and educational purposes; in particular, to improve education in and for the Oyster School Community of Washington, D. C. (the "School"), by promoting and supporting the best interests and welfare of the pupils of this school, cooperating with the staff and community in the mental, physical, and social education of children in the Oyster School Community, working for continued improvement in the field of education and by planning and conducting enrichment programs (such as but not

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BY: _____



limited to the purchase of books and other teaching materials, the hiring of supplementary staff, and sponsoring of field trips, guest speakers and similar programs.

To accomplish such purposes the Corporation may exercise all the powers conferred upon corporations formed under the District of Columbia Non-Profit Corporation Act.

In furtherance of such purposes, the Corporation is empowered to (i) receive contributions, gifts, dues, bequests, and endowments and to administer funds and assets derived therefrom exclusively for tax exempt educational purposes as set forth in section 501(c)(3) of the Internal Revenue Code, and (ii) receive grants on a direct or matching basis, to finance the conduct of enrichment programs for the School.

FOURTH: The Corporation is not authorized to issue capital stock. No part of the assets or net earnings of the 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 set forth in Article THIRD hereof. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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).

FIFTH: It shall be the policy of this Corporation to admit or offer to students of either sex, and of any race, color, national or ethnic origin all of the rights, privileges, programs and activities generally accorded or made available to the students of the Oyster Elementary School. This Corporation specifically shall not discriminate on the basis of sex, race, color, national or ethnic origin in the administration of its policies, practices, scholarships, or any other program which it administers.

SIXTH: The Corporation is to have members of one class. The designation of this class of members, the qualifications and rights of the members are as follows:

(a) Class of Members: Active

(b) Qualifications for membership: Parents or guardians of pupils attending Oyster School, teachers and members of the school staff shall be eligible for membership, and each community member serving on the Board of Directors.

(c) Rights and responsibilities: members shall be entitled to vote on all issues that come before the membership, to hold office or be elected to the board of directors.

(d) Unless the act of a different number is required by law, these Articles or the Corporation's Bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be an act of this Corporation.

SEVENTH: The affairs of the Corporation shall be managed by a Board of Directors. Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided by the Bylaws. The Board of Directors shall consist of the Officers of the Corporation, at least two members elected by the Corporation to be known as "Members-at-large," the immediate Past Chairperson, the

principal of the school, two to four teachers elected by the teaching staff, and up to four members from the Oyster Community appointed by the Chairperson and confirmed by a majority of the Board as provided for in the Bylaws.

EIGHTH: The Corporation's officers shall consist of a Chairperson, two or more Vice-chairpersons, a Secretary, a Treasurer and a Representative at Large, who shall be elected as provided in the Bylaws.

NINTH: There shall be at least two regular meetings of the Corporation which shall be held at such times during the school year as the Board may determine, provided that the last such meeting shall be as close as conveniently possible to the end of the school year. Upon the approval of a majority of the Board, or upon petition of fifty members, the Chairperson shall call a special meeting of the Corporation. Due notice of regular and special meetings, containing a statement of the matters to be considered, shall be given the membership.

TENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable, scientific and educational purposes as shall at the

time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine. Any such assets not so disposed of 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.

ELEVENTH: The Corporation shall:

(a) Distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4952 of the Code;

(b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) Not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) Not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) Not make any expenditures as defined in Section 4945(d) of the Code.

TWELFTH: All references contained in these Articles or the Corporation's Bylaws to the Internal Revenue Code of 1954, or to "the Code," or Sections or chapters thereof, shall be deemed to refer to the Internal Revenue Code of 1954, and the Regulations

established pursuant thereto, as they now exist or as they may hereafter be enacted.

THIRTEENTH: The private property of the Officers and Directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

FOURTEENETH: These Articles may be amended by a two-thirds vote of the members present and voting at any regular or special meeting at which a quorum is present, provided that due notice in writing of the proposed amendment shall have been given.

FIFTEENTH: The address of the Corporation's initial registered office is James F. Oyster Elementary School, 29th and Calvert Streets, N. W., Washington, D. C., and the name of its initial registered agent at such address is Brooks Jackson. The names and addresses of the persons who are to serve as the initial Directors until their successors are duly elected and qualified are: Same as Incorporators.

SIXTEENTH: The name and address, including street and number, of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|---------------------------|------------------------------|
| <i>Brooks Jackson</i> | <u>2312 Adams Mill Rd NW</u> |
| <i>Paula Gene Haggard</i> | <u>1851 Belmont Rd. N.W.</u> |
| <i>Betty Chia Harris</i> | <u>1830 Belmont Rd. N.W.</u> |

Dated: Feb. 2 1982

DISTRICT OF COLUMBIA) ss

I, Prudence MacKenzie, a Notary Public, hereby certify that on the 2 day of FEB, 1982, personally appeared before me D. Brooks Jackson, Paula Gene Hazzard, and Beth-Ann Karns, who signed the foregoing document as incorporators, and that the statements therein contained are true.

Prudence MacKenzie

NOTARY PUBLIC

Comm. Exp.: 7-31-86

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



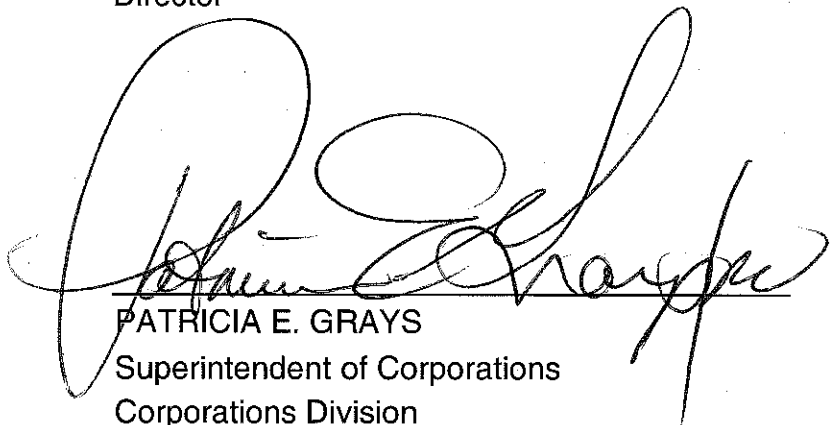
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OYSTER SCHOOL COMMUNITY COUNCIL

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LINDA K. ARGO
Director



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF OYSTER SCHOOL COMMUNITY COUNCIL, INC.

TO: The Recorder of Deeds, D.C.
Washington, D. C.

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: OYSTER SCHOOL COMMUNITY COUNCIL, INC.

SECOND: Article SIXTH (b) was amended to read:

Qualifications for membership: Parents or guardians of pupils attending Oyster School, teachers and members of the school staff and each community member serving on the Board of Directors shall be eligible for membership.

THIRD: The above referred to amendment was adopted on March 9, 1982, at a meeting of the Corporation's members at which a quorum was present and received at least two-thirds of votes entitled to be cast by members present at this meeting.

OYSTER SCHOOL COMMUNITY COUNCIL,
INC.

By [Signature]
President

Date: July 15, 1982

ATTEST:
[Signature]
Secretary

FILED JUL 27 1982
BY [Signature]