

# Form 1023 Checklist

(Revised June 2006)

## Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

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**Note.** Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

**Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.**

- Assemble the application and materials in this order:
- Form 1023 Checklist
  - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
  - Form 8821, *Tax Information Authorization* (if filing)
  - Expedite request (if requesting)
  - Application (Form 1023 and Schedules A through H, as required)
  - Articles of organization
  - Amendments to articles of organization in chronological order
  - Bylaws or other rules of operation and amendments
  - Documentation of nondiscriminatory policy for schools, as required by Schedule B
  - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
  - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
  - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  - Describe your purposes and proposed activities in specific easily understood terms.
  - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- |            |  |            |  |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
  - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) \_\_\_\_\_
  - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law \_\_\_\_\_
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
  - Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service  
P.O. Box 192  
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011



## Power of Attorney and Declaration of Representative

OMB No. 1545-0150

For IRS Use Only

Received by: \_\_\_\_\_  
 Name \_\_\_\_\_  
 Telephone \_\_\_\_\_  
 Function \_\_\_\_\_  
 Date \_\_\_\_/\_\_\_\_/\_\_\_\_

▶ Type or print. ▶ See the separate instructions.

**Part I Power of Attorney**

**Caution:** Form 2848 will not be honored for any purpose other than representation before the IRS.

**1 Taxpayer information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address  <b>Dupont Circle Village, Inc.</b> <b>9 Dupont Circle, NW</b> <b>Washington, DC 20036</b>	<b>Social security number(s)</b> : : : : : : <b>Daytime telephone number</b> ( 202 ) 256-6881	<b>Employer identification number</b>  <b>26 : 2702387</b>  <b>Plan number (if applicable)</b>
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hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

**2 Representative(s) must sign and date this form on page 2, Part II.**

Name and address  <b>Andrea Ferester, Law Offices</b> <b>2121 Ward Court, NW, 5th Floor</b> <b>Washington, DC 20037</b>	CAF No. .... <b>8006-36706R</b> Telephone No. .... <b>202-974-5142</b> Fax No. .... <b>202-223-9257</b> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. .... Telephone No. .... Fax No. .... Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. .... Telephone No. .... Fax No. .... Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

**3 Tax matters**

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
<b>Application for tax exemption</b>	<b>Form 1023</b>	<b>2008 - 2009</b>

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for **Line 4. Specific Uses Not Recorded on CAF** . . . . .

**5 Acts authorized.** The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

**Exceptions.** An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**6 Receipt of refund checks.** If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here \_\_\_\_\_ and list the name of that representative below.

Name of representative to receive refund check(s) ▶

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

- a If you also want the second representative listed to receive a copy of notices and communications, check this box
- b If you do not want any notices or communications sent to your representative(s), check this box

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here.

**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

**IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

*Gerald Allan Schwinn* \_\_\_\_\_ 18 Nov 2008 \_\_\_\_\_ President  
 Signature Date Title (if applicable)

Gerald Allan Schwinn \_\_\_\_\_   
 Print Name PIN Number Print name of taxpayer from line 1 if other than individual

\_\_\_\_\_  
 Signature Date Title (if applicable)

\_\_\_\_\_  
 Print Name PIN Number

**Part II Declaration of Representative**

Caution: Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
  - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
  - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
  - d Officer—a bona fide officer of the taxpayer's organization.
  - e Full-Time Employee—a full-time employee of the taxpayer.
  - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
  - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  - h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 1 of the instructions.
  - k Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
  - l Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
  - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

**IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation—Insert above letter (a-r)	Jurisdiction (state) or identification	Signature	Date
a	DC	<i>Alan Jan</i>	11-18-08

**Application for Recognition of Exemption  
Under Section 501(c)(3) of the Internal Revenue Code**

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your <b>organizing document</b> )		<b>2</b> c/o Name (if applicable)	
Dupont Circle Village, Inc.			
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)	
9 Dupont Circle, NW		<b>26-2702387</b>	
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)	
Washington, DC 20036-1108		<b>12</b>	
<b>6</b> Primary contact (officer, director, trustee, or <b>authorized representative</b> )		<b>b</b> Phone: <b>202-256-6881</b>	
<b>a</b> Name: <b>Gerald Allan Schwinn, President</b>		<b>c</b> Fax: (optional)	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>	
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
<b>9a</b> Organization's website: <b>www.dupontcirclevillage.org</b>			
<b>b</b> Organization's email: (optional) <b>gerald.allan.schwinn@verizon.net</b>			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		<b>10 / 03 / 2008</b>	
<b>12</b> Were you formed under the laws of a <b>foreign country</b> ? If "Yes," state the country.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  **Yes**  **No**

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- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  **Yes**  **No**

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- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  **Yes**  **No**

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- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  **Yes**  **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  **Yes**  **No**

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- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  **Yes**  **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Articles of Incorporation, 3 (a)

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- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Articles of Incorporation, 7
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Gerald Allan Schwinn	President	1743 Church Street, NW Washington, DC 20036	none
Peggy Simpson	Vice President	1719 Swann Street, NW Washington, DC 20009	none
Abigail Wiebenson	Secretary	1916 S Street, NW Washington, DC 20009	none
Mary Braden	Treasurer	1640 21st Street, NW Washington, DC 20009	none
Richard Busch	Volunteer Coordinator	1520 Caroline Street, NW Washington, DC 20009	none

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None		.....	
		.....	
		.....	
		.....	
		.....	

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None		.....	
		.....	
		.....	
		.....	
		.....	

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

**2a** Are any of your officers, directors, or trustees **related** to each other through **family** or **business relationships**? If "Yes," identify the individuals and explain the relationship.  Yes  No

**b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No

**c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

**3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

**b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No

**4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

**a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No

**b** Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No

**c** Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  Yes  No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source?  Yes  No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.  Yes  No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No

- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.  Yes  No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  Yes  No

- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  Yes  No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at **arm's length**.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b** Describe any written or oral arrangements you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f** Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b** In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1** Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2** Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1** Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.  Yes  No
- 2a** Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
- b** Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a** Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b** Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such arrangements.  Yes  No
- c** List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)  **Yes**  **No**
- mail solicitations
  - email solicitations
  - personal solicitations
  - vehicle, boat, plane, or similar donations
  - foundation grant solicitations
  - phone solicitations
  - accept donations on your website
  - receive donations from another organization's website
  - government grant solicitations
  - Other

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  **Yes**  **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  **Yes**  **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  **Yes**  **No**

**5** Are you **affiliated** with a governmental unit? If "Yes," explain.  **Yes**  **No**

**6a** Do you or will you engage in **economic development**? If "Yes," describe your program.  **Yes**  **No**

**b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

**7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  **Yes**  **No**

**b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  **Yes**  **No**

**c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

**8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  **Yes**  **No**

**9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  **Yes**  **No**

**b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  **Yes**  **No**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No
- 
- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  Yes  No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.  Yes  No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  Yes  No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i) Do you require an application form? If "Yes," attach a copy of the form.  Yes  No
- (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  Yes  No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.  Yes  No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  Yes  No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No

**Part VIII Your Specific Activities (Continued)**

- 15 Do you have a **close connection** with any organizations? If "Yes," explain.  Yes  No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain.  Yes  No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain.  Yes  No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain.  Yes  No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  Yes  No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C.  Yes  No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F.  Yes  No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.  Yes  No

**Note: Private foundations** may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

Type of revenue or expense	Current tax year		3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
	(a) From <u>10/08</u> To <u>12/08</u>	(b) From <u>1/09</u> To <u>12/09</u>	(c) From <u>1/10</u> To <u>12/10</u>	(d) From _____ To _____		
<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	10,000	18,000	20,000			48,000
<b>2</b> Membership fees received	0	0	0			0
<b>3</b> Gross investment income	0	0	0			0
<b>4</b> Net unrelated business income	0	0	0			0
<b>5</b> Taxes levied for your benefit	0	0	0			0
<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0			0
<b>7</b> Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0	0	0			0
<b>8</b> Total of lines 1 through 7	10,000	18,000	20,000			48,000
<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0			0
<b>10</b> Total of lines 8 and 9	10,000	18,000	20,000			48,000
<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0			0
<b>12</b> Unusual grants	0	0	0			0
<b>13</b> Total Revenue Add lines 10 through 12	10,000	18,000	20,000			48,000
<b>14</b> Fundraising expenses	1,000	2,000	2,000			
<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	0	0			
<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)	0	13,000	13,000			
<b>17</b> Compensation of officers, directors, and trustees	0	0	0			
<b>18</b> Other salaries and wages	0	0	0			
<b>19</b> Interest expense	0	0	0			
<b>20</b> Occupancy (rent, utilities, etc.)	0	0	0			
<b>21</b> Depreciation and depletion	0	0	0			
<b>22</b> Professional fees	2,500	5,500	5,500			
<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)	300	1,000	1,000			
<b>24</b> Total Expenses Add lines 14 through 23	3,800	21,500	21,500			

**Part IX Financial Data (Continued)**

**B. Balance Sheet (for your most recently completed tax year)**

		Year End:
		(Whole dollars)
<b>Assets</b>		
1	Cash . . . . .	1 7,100
2	Accounts receivable, net . . . . .	2 0
3	Inventories . . . . .	3 0
4	Bonds and notes receivable (attach an itemized list) . . . . .	4 0
5	Corporate stocks (attach an itemized list) . . . . .	5 0
6	Loans receivable (attach an itemized list) . . . . .	6 0
7	Other investments (attach an itemized list) . . . . .	7 0
8	Depreciable and depletable assets (attach an itemized list) . . . . .	8 0
9	Land . . . . .	9 0
10	Other assets (attach an itemized list) . . . . .	10 7,100
11	Total Assets (add lines 1 through 10) . . . . .	11 0
<b>Liabilities</b>		
12	Accounts payable . . . . .	12 0
13	Contributions, gifts, grants, etc. payable . . . . .	13 0
14	Mortgages and notes payable (attach an itemized list) . . . . .	14 0
15	Other liabilities (attach an itemized list) . . . . .	15 0
16	Total Liabilities (add lines 12 through 15) . . . . .	16 0
<b>Fund Balances or Net Assets</b>		
17	Total fund balances or net assets . . . . .	17 7,100
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) . . . . .	18
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed.  Yes  No  
If you are unsure, see the instructions.
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.  Yes  No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.  Yes  No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?  Yes  No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.  
The organization is not a private foundation because it is:
  - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
  - b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
  - c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
  - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

- 6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.
- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

*Gerald Allan Schwinn*  
(Signature of Officer, Director, Trustee, or other authorized official)

Gerald Allan Schwinn

(Type or print name of signer)

18 November 2008

(Date)

President

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. \_\_\_\_\_
  - (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
  - (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
  - (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No

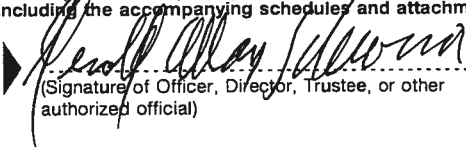
**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

**Please Sign Here**

  
(Signature of Officer, Director, Trustee, or other authorized official)

Gerald Allan Schwinn  
(Type or print name of signer)

18 November 2008  
(Date)

President  
(Type or print title or authority of signer)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

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



**C E R T I F I C A T E**

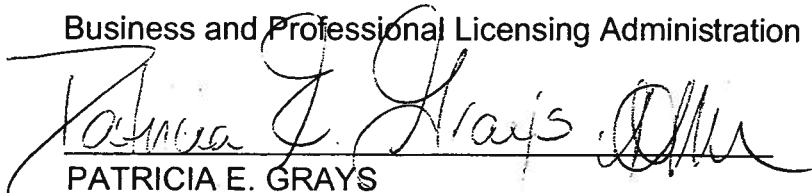
**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

**DUPONT CIRCLE VILLAGE, INC.**

**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 **October, 2008**.

LINDA K. ARGO  
Director

Business and Professional Licensing Administration

A handwritten signature in cursive script, appearing to read "Patricia E. Grays".

PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Adrian M. Fenty  
Mayor

**ARTICLES OF INCORPORATION**

**OF**

**DUPONT CIRCLE VILLAGE, INC.**

To: Department of Consumer and Regulatory Affairs  
941 N. Capitol Street, N.E.  
Washington, D.C. 20002

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 Nonprofit Corporation Act:

**ARTICLE ONE**

The name of the corporation is Dupont Circle Village, Inc. (the "corporation").

**ARTICLE TWO**

The period of duration of the corporation is perpetual.

**ARTICLE THREE**

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and, more specifically,

- (a) To assist elderly residents of the Dupont Circle neighborhood of the District of Columbia by facilitating and coordinating a range of supportive services to enable residents to remain in their homes as they age and by sponsoring educational, social and cultural programs designed to promote their health and enhance their quality of life.
- (b) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.
- (c) To solicit, receive, and administer funds for educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant,

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10/3/08

purchase, lease or otherwise, either absolutely or jointly with any other person or corporation, any property, real, personal, tangible, or intangible, or an undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the by-laws of the incorporation, or any laws applicable thereto.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

#### ARTICLE FOUR

The corporation will have no members.

#### ARTICLE FIVE

The corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. 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 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. No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

#### ARTICLE SIX

The affairs of the corporation shall be carried on through its Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

## ARTICLE SEVEN

In the event of dissolution or liquidation of the corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations), organized and operated exclusively for charitable purposes, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

## ARTICLE EIGHT

The address of the corporation's initial registered office is Dupont Circle Community Resource Center, 9 Dupont Circle, Washington, D.C. 20036, and the name of its initial registered agent is Gerald Allan Schwinn

## ARTICLE NINE

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

## ARTICLE TEN

The number of directors constituting the initial Board of Directors is five (5) but the number of directors may be increased in the manner set forth in the bylaws provided that the number shall not be less than three (3). The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

1. Iris Molotsky  
1735 T Street, NW  
Washington, DC 20009
2. Marilyn Newton  
2013 N Street, NW  
Washington, DC 20036
3. Gerald Allan Schwinn  
1743 Church Street, NW,  
Washington, DC 20036

4. Peggy Simpson  
1719 Swann Street, NW  
Washington, DC 20009
5. Abigail Wiebenson  
1916 S Street, NW  
Washington, DC 20009

ARTICLE ELEVEN

The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.


ARTICLE TWELVE

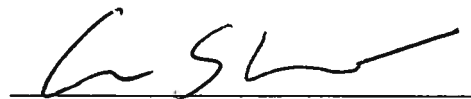
The following persons are the incorporators of this corporation:

<u>Name</u>	<u>Address</u>
a. Andrea C. Ferster	2121 Ward Court, N.W., 5th Fl. Washington, D.C. 20037
b. Frederick Schaedtler	2121 Ward Court, N.W., 5th Fl. Washington, D.C. 20037
c. Charles Crumb	2121 Ward Court, N.W., 5th Fl. Washington, D.C. 20037

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this \_\_\_ day of October 2008.

  
 \_\_\_\_\_  
 Andrea C. Ferster

  
 \_\_\_\_\_  
 Frederick Schaedtler

  
 \_\_\_\_\_  
 Charles Crumb

I, IRMA JOSEPH Notary Public, hereby certify that on the 4<sup>ST</sup> day of OCTOBER 2008, the above listed persons appeared before me who signed the foregoing document as incorporators, and that the statements contained therein are true.

My commission expires 10|14|2010

Irma Joseph  
Notary Public, District of Columbia  
My Commission Expires 10-14-2010

**BYLAWS**  
**OF**  
**DUPONT CIRCLE VILLAGE PROJECT, INC.**

**Adopted: October 7, 2008**

**ARTICLE I.**  
**OFFICES**

Section 1. **Name; Office.** The name of this corporation is Dupont Circle Village, Inc. (the "Corporation"). The registered office of the Corporation shall be Dupont Circle Village, Dupont Circle Community Resource Center, 9 Dupont Circle, Washington, DC 20036.

Section 2. **Additional Offices.** The Corporation may also have offices at such other places, both within and without the District of Columbia, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

**ARTICLE II.**  
**PURPOSES**

The purposes of the Corporation shall be those set forth in Article THIRD of the Articles of Incorporation.

**ARTICLE III.**  
**MEMBERSHIP**

The Corporation *shall have no members*. Any action which otherwise would require either approval by a majority of the members or approval by the members of the Corporation shall require approval only by the Board of Directors, including, without limitation, the right to elect directors.

**ARTICLE IV.**  
**DIRECTORS**

Section 1. **General Powers; Number; Tenure.** The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts and things for and on behalf of the Corporation. The number of directors shall be three (3), but the number of directors may be increased or decreased pursuant to the following provisions, but shall never be less than three (3). A majority of the entire Board of Directors may, at any time and from time to time, increase or decrease the number of directors of the Corporation as set forth in the Articles of Incorporation, subject to the foregoing limitation. The tenure of office of a director shall not be affected by any decrease in the number of directors so made by the Board. The directors shall be elected at the annual meeting of the Board of Directors, and each director elected shall hold office until the next succeeding annual meeting or until his successor is elected and shall qualify. Directors need not be residents of the District of Columbia or the Dupont Circle Neighborhood.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may, unless otherwise provided in these Bylaws, be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum. Any vacancy occurring by reason of an increase in the number of directors may, unless otherwise provided in these Bylaws, be filled by action of a majority of the directors constituting the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall be elected to hold office until the next annual meeting of the Board of Directors or until his successor is elected and shall qualify. If there are no directors in office, any officer may call a special meeting of the officers of the Corporation in accordance with such applicable provisions of these Bylaws relating to a special meeting of the Board of Directors, at which meeting such vacancies shall be filled by a majority of such officers.

Section 3. Removal; Resignation.

(a) Except as otherwise provided by law or the Articles of Incorporation, at any meeting of the Board of Directors, duly called and at which a quorum is present, the Board of Directors may, by the affirmative vote of a majority of the Board of Directors, remove any director or directors from office with or without cause and may elect a successor or successors to fill any resulting vacancy or vacancies for the unexpired terms of any removed director or directors.

(b) Any director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 4. Place of Meetings. The Board of Directors may hold meetings, annual, regular or special, either within or without the District of Columbia.

Section 5. Annual Meeting.

(a) Annual meetings of the Board of Directors, commencing with the year 2009, shall be held in the month of September; or at such other date and time as shall be designated by the Board of Directors and stated in the notice of the meeting. Written notice of the annual meeting, stating the place, date and time thereof, shall be given to each director not less than 10 days prior to the meeting.

(b) The annual meeting of the Board of Directors shall be held for the purpose of electing the directors and the officers, and all other business as may properly come before the Board of Directors. No notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present.

Section 6. Regular Meetings. Additional regular meetings of the Board of Directors may be held without notice, at such time and place as may from time to time be determined by the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, or the President on at least 2 days' notice to each director, if such notice is delivered personally or sent by email, or on at least 3 days' notice, if sent by mail. Except as otherwise provided by law, the Articles of Incorporation or Article VI of these Bylaws, any such notice need not state the purpose or purposes of such meeting.

Section 8. Quorum; Adjournments. At all meetings of the Board of Directors, a majority of the number of directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or the Articles of Incorporation. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Compensation. Directors shall not be entitled to compensation for their services as Directors of the Corporation, provided however, that Directors may receive reimbursement from the Corporation for any expenses incurred that are reasonable and necessary to carry out their duties as Directors of the Corporation.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors, and such written consent is filed with the minutes of the proceedings of the Board of Directors.

Section 11. Meetings by Telephone or Similar Communications. The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all directors participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

## **ARTICLE V. COMMITTEES**

Section 1. Executive Committee. The Board of Directors may appoint an Executive Committee consisting of not less than 5 directors, one of whom shall be designated as Chairman of the Executive Committee. Each member of the Executive Committee shall continue as a member thereof until the expiration of his or her term as a director, or his or her earlier resignation as a member or as a director, unless sooner removed as a member or as a director.

Section 2. Powers. The Executive Committee shall have and may exercise those rights, powers and authority of the Board of Directors as may from time to time be granted to it by the Board of Directors (except to amend these Bylaws or any other matters which by law or these Bylaws requires approval of the Board of Directors or of a majority thereof) and may authorize the seal of the Corporation to be affixed to all papers which may require the same.

Section 3. Procedure; Meetings. The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or as the members of the Executive Committee shall provide. The Executive Committee

shall keep regular minutes of its meetings and deliver such minutes to the Board of Directors. The Chairman of the Executive Committee, or, in his or her absence, a member of the Executive Committee chosen by a majority of the members present, shall preside at meetings of the Executive Committee, and another member thereof chosen by the Executive Committee shall act as Secretary of the Executive Committee.

Section 4. Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of the Executive Committee. In the absence of any member of the Executive Committee, the members thereof present at any meeting, whether or not they constitute a quorum, may appoint a member of the Board of Directors to act in the place of such absent member.

Section 5. Other Committees. The Board of Directors, by resolutions adopted by a majority of the whole Board, may appoint such other committee or committees, consisting of not less than 1 director, as it shall deem advisable and impose upon such committee or committees such functions and duties, and grant such rights, powers and authority, as the Board of Directors shall prescribe (except to amend these Bylaws or any other matters which by law or these Bylaws requires approval of the Board of Directors or of a majority thereof).

Section 6. Vacancies; Changes; Discharge. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

Section 7. Compensation. Members of any committee shall not be entitled to compensation for their services as members of such committee and shall be entitled to reimbursement of expenses from the Corporation for personal services and expenses that are reasonable and necessary to carry out the exempt purpose of the Corporation.

Section 8. Action by Consent. Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the committee, and such written consent is filed with the minutes of its proceedings.

Section 9. Meetings by Telephone or Similar Communications. The members of any committee which is designated by the Board of Directors may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all members participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

## ARTICLE VI. NOTICES

Section 1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director, it shall not be construed to mean exclusively personal notice unless otherwise specifically provided, but such notice may be given in writing, by mail, addressed to such director, at his or her post office

address as it appears on the records of the Corporation, with postage thereon prepaid. Any such notice shall be deemed to have been given at the time it is deposited in the United States mail. Notice to a director may also be given personally or electronically sent to his or her email address as it appears on the records of the Corporation.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be conclusively deemed to be equivalent to such notice. In addition, any director who attends a meeting of the Board of Directors, without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

## **ARTICLE VII. OFFICERS**

Section 1. Designations. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, a Vice President or Vice Presidents, one or more Assistant Secretaries and/or Assistant Treasurers and such other officers and/or agents as it shall deem necessary or appropriate. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any number of offices (except those of President and Secretary) may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide, but no person shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two or more officers.

Section 2. Term of Office; Removal. The Board of Directors, at its annual meeting, shall choose a President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, a Vice President or Vice Presidents, one or more Assistant Secretaries and/or Assistant Treasurers, and such other officers and agents as it shall deem necessary or appropriate. The officers of the Corporation shall hold office until their successors are chosen and shall qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the directors then in office when, in their judgment, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. Compensation. Officers may not receive compensation from the Corporation for their services as officers. Officers shall be entitled to receive from the Corporation reimbursement for any expenses incurred that are reasonable and necessary in performing services for the Corporation in their capacity as Officers of the Corporation.

Section 4. The Chairman of the Board. The Chairman of the Board (if the Board of Directors so deems advisable and selects one) shall be an officer of the Corporation and, subject

to the direction of the Board of Directors, shall perform such executive, supervisory and management functions and duties as may be assigned to him from time to time by the Board. He shall, if present, preside at all meetings of the Board of Directors.

**Section 5. The President.**

(a) The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation and general supervision over its other officers and agents. In general, he shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. In addition to and not in limitation of the foregoing, the President shall be empowered to authorize any change of the registered office or registered agent (or both) of the Corporation in the District of Columbia.

(b) Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of security holders of other corporations in which the Corporation may hold securities. At such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board of Directors may from time to time confer like powers and authority upon any other person or persons.

**Section 6. The Vice Presidents.** The Vice President, if any (or in the event there be more than one, the Vice Presidents in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his or her disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

**Section 7. The Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the Executive Committee or other committees, if required. He or she shall give, or cause to be given, notice of annual and special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President, under whose supervision he or she shall act. He or she shall have custody of the seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his or her signature.

**Section 8. The Assistant Secretary.** The Assistant Secretary, if any (or, in the event there be more than one, the Assistant Secretaries in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the Secretary or in the event of his or her disability, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, the President and the Board of Directors, at regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 10. The Assistant Treasurer. The Assistant Treasurer, if any (or in the event there shall be more than one, the Assistant Treasurers in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the Treasurer or in the event of his or her disability, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

### **ARTICLE VIII. INDEMNIFICATION OF CERTAIN PERSONS**

Section 1. General The Corporation shall indemnify: (i) any individual who is a present or former Director or officer of the Corporation; or (ii) any individual who serves or has served in another Corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the District of Columbia Nonprofit Corporation Act (D.C. Code, Title 29, Chapter 3). The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2. Advancement of Expenses. Reasonable expenses incurred by a Director or officer who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation, upon the approval of the Board, in advance of the final disposition of the proceeding upon receipt by the Corporation of: (i) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (ii) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. Exclusivity The rights of indemnification and advancement of expenses provided by the Charter or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation,

and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Charter or these Bylaws shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Section 3 shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Section 3, or any provision hereof, is in force.

Section 4. Chapter 42 Taxes. Notwithstanding the foregoing provisions of this Article VIII, the Corporation shall not indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "IRC"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the IRC, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the IRC.

## **ARTICLE IX. AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS**

Section 1. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a material financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to his/her relationship or interest and as to the contract or transactions are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof, or the stockholders.

Section 2. Determining Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes any contract or transaction specified in Section 1 of Article X.

Section 3. Self-Dealing. Notwithstanding the provisions of this Article X, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the IRC, then, during such time, no contract or transaction shall be entered into by a director or officer of the Corporation, if the same would constitute an act of self-dealing or willful misconduct by such director or officer of the Corporation.

## **ARTICLE X. INVESTMENTS**

Section 1. Reinvestment. The Corporation shall have the right to hold, manage, invest and reinvest the property received by it, in the discretion of the Board of Directors and without being restricted to the class of investments which any director is or may be permitted by law to make; provided, however, that no action may be taken by or on behalf of the Corporation if such action would result in the denial of the Corporation's income tax exemption under Section 501(c) of the IRC (as defined in Section 4 of Article VIII).

Section 2. Commingling. Upon receipt of any property, the Board of Directors may, subject to any limitations, conditions or requirements affecting the use of any property so received, add such property to or commingle such property with any other assets of the Corporation or hold such property as a separate fund if, in the sole discretion of the Board of Directors, such segregation is in the best interests of the Corporation.

## **ARTICLE XI. CONFLICTS OF INTEREST**

The Board of Directors shall adopt and maintain in effect at all times a conflict of interest policy providing for full disclosure in the event a Director, officer, key employee or committee member has an interest in a contract or other transaction with the Corporation and procedures for ensuring that any person having a conflict of interest shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Persons found to have a conflict of interest may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. .

## **ARTICLE XII. GENERAL PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors.

Section 2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal" and "District of Columbia".

Section 3. Invalid or Unenforceable Provisions. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions hereof, and these

Bylaws shall be construed in all respects as if such invalid or unenforceable provision were omitted.

Section 4. Applicable Law. These Bylaws will be governed and construed according to the laws of the District of Columbia.

Section 5. Gender and Number. Whenever the context of these Bylaws requires, the masculine gender includes the feminine and neuter, and vice versa, and the singular number includes the plural and vice versa.

**ARTICLE XIII.  
AMENDMENTS**

The Board of Directors shall have the power to make, alter, amend and repeal these Bylaws, and to adopt new bylaws, by an affirmative vote of a majority of the entire Board of Directors, provided that notice of the proposal to make, alter, amend or repeal these Bylaws, or to adopt new bylaws, was included in the notice of the meeting of the Board of Directors at which such action takes place.

SECRETARY'S CERTIFICATE

I, ABIGAIL B. WILKINSON, Secretary of Dupont Circle Village, INC. (the "Corporation"), a District of Columbia nonprofit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted by the Board of Directors of the Corporation on 7 October, 2008.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the Corporation this 14<sup>th</sup>, of November, 2008

Abigail B. Wilkin  
Dupont Circle Village, Secretary

[Corporate Seal]

8877

**Form 1023 – Supplementary answers/attachments**

**Part I, #7**      Andrea Ferster  
Law Offices  
2121 Ward Court, NW  
5<sup>th</sup> Floor  
Washington, DC 20037  
202-974-5142  
202-223-9257 (fax)  
[aferster@railstotrails.com](mailto:aferster@railstotrails.com)

**Part IV      Narrative description of Dupont Circle Village activities**

Dupont Circle Village (“DCV”) is a newly-formed non-profit, charitable community organization formed to provide realistic and cost-effective options and services to assist elderly residents within the Dupont Circle neighborhood in Northwest Washington, DC stay in their homes as they age and face new challenges. The concept of forming DCV grew from concerns many people share as they age: the fear of becoming a burden to their family and friends, the difficulty in continuing to do routine but vital household tasks, as well as questions about coping with short-term or more serious health care needs at home. A key role of the organization will be to identify the needs of elderly residents, organize a corps of volunteers of all ages and reliable, responsible third-party resource to respond to these needs. Services will be available, free of charge, to any member of DCV, and membership is open to any older resident of the Dupont Circle neighborhood of Washington, DC.

DCV’s first activities will be to identify, interview, and undertake background checks of vendors and volunteers, and develop and manage a web site for the organization. DCV will phase in services to members, focusing initially on transportation escorts for groceries and other errands, rides to and from medical appointments, assistance with computers, other electronics and insurance forms, and handyman jobs, yard work and snow shoveling. The range of services will be expanded as additional services or financial resources are identified and more volunteers are recruited. Eventually, DCV intends to offer members the following assistance and services.

- **Home Services:** snow removal and yard work; transportation for grocery shopping and other errands; house maintenance (e.g., replacing ceiling light bulbs); house emergencies; house/window cleaning; gardening; summer rentals and house swapping; home safety evaluation.
- **Health Care Services:** picking up prescriptions, providing doctor-prescribed rides to/from medical appointments and procedures; providing opportunities for blood pressure screenings and immunizations; and, linking those interested in exercise programs for

mobility, balance and weight loss. DCV also offers a vetted list of vendors who provide home health care, from temporary help after a fall, to regular supervision of prescribed medications, to 24-hour home health care. It also provides information about LifeLine services.

- **Financial and Medical Literacy:** CPA advice, including tax preparation, helping write wills and help in understanding Medicare and drug benefits.
- **Pet needs:** feeding and walking pets, providing rides to the vet.
- **Computer literacy:** troubleshooting problems , access to a volunteer professional assistance.
- **Keeping in Touch:** friendly/neighborly visits; “red alert” feedback from volunteers about residents who might need help.

The IRS has determined that the difficulties and forms of distress experienced by the elderly justify considering the aged as a charitable class. *See* Rev. Rul. 72-124, 1972-1 C.B. 145; Rev. Rul 76-244, 1976-1 C.B. 155. Providing services, such as transportation and running errands to elderly persons is a recognized charitable activity. *See* Rev. Rul 77-246, 1977-2 C.B. 190 (“Providing the elderly and the handicapped with necessary transportation within the community is an activity directed toward meeting the special needs of these charitable classes of individuals.”) DCV will also identify qualified service providers for other necessary services, such as home health care, that cannot be provided by a DCV volunteer, and make referrals to providers of fee-based services. *See* Rev. Rul. 75-198, 1975-1 C.B. 157 (organization that establishes a service center providing information, referral, counseling services relating to health, housing, finances, education, and employment for a particular community's senior citizens may qualify for exemption under section 501(c)(3)).

The IRS has also recognized that needs of older persons include cultural, and recreational activities that are specially designed to meet the needs of the aged, and that “satisfaction of these special needs contributes to the prevention and elimination of the causes of the unique forms of 'distress' to which the aged, as a class, are highly susceptible and may in the proper context constitute charitable purposes or functions.” Rul. 75-198, *supra*. DCV will meet these needs by fostering the formation of DCV “affinity groups” that could arrange cooking classes at local restaurants, group outings to theatres and museums, art classes, bridge and other games, dancing, swimming, yoga, Pilates, and other cultural outings and continuing education activities.

Accordingly, DCV qualifies for tax exemption under Section 501(c)(3).

#### **Part V, 1a Directors (cont'd)**

Name amount	Title	Mailing address	Compensation
Iris Molotsky	Board Member	1735 T Street, NW Washington, DC 20009	none
Marilyn Newton	Board Member	2013 N Street, NW Washington, DC 20036	none

#### **Part V, 5 a Conflict of Interest Policy**

A Conflict of Interest Policy was adopted by the Board of Directors at a regularly scheduled meeting on Tuesday, October 7, 2008.

#### **Part V, 5 b, 5 c Conflict of Interest Policy**

Procedures are detailed in the Conflict of Interest Policy and in the ByLaws, Articles IX, XI.

#### **Part VI 1a Members and Other That Receive Will Benefits**

In order to receive services, residents must be accepted as a “member” of DCV. Membership is open to any person over the age of 55 residing within the geographic boundaries served by DCV. The “membership” requirement ensures that recipients of DCV services are first subject to an intake interview by DCV to assess the level of the individual’s needs. Members will be assessed annual dues to cover DCV’s administrative costs, with the level of dues to be determined by the Board of Directors. However, the dues requirement will be waived for eligible residents who are unable to afford the membership dues. All DCV services will be provided without charge.

#### **Part VI 2 Program Limit**

Any older resident of the Dupont Circle neighborhood of Washington, DC, will be able to request services of our pilot volunteer program. When the Dupont Circle Village decides to establish membership and assess annual fees, the Village will establish procedures so that elderly neighbors who would find it difficult to pay these fees would be able to pay at a lower, more affordable rate. DCV will seek resources beyond membership fees to subsidize less well off neighbors requesting services. The same level of and access to services provided by the Village would be available to those who would be paying full or subsidized membership fees.

#### **Part VIII 4a Fundraising**

Dupont Circle Village will engage in fundraising activities including mail solicitations, email solicitations, personal solicitations, foundation grant solicitations, phone solicitations, and government grant solicitations. To date, Dupont Circle Village has undertaken personal and mail solicitations asking interested residents to support the organization's start-up by making an initial contribution of \$100. DCV has also requested and received a grant for start-up expenses from the Dupont Circle Citizens Association and will request a similar grant from the Dupont Circle Advisory Neighborhood Commission, a local governmental entity. DCV is currently developing a fundraising campaign, the scope of which will be established after an evaluation of the pilot volunteer effort.

#### **Part VIII 4d Fundraising**

DCV will fundraise in the District of Columbia on its own behalf.

#### **Part IX Financial Data**

DCV revenue and expenses assumes that DCV will operate in a volunteer dependent fashion. As the organization finds greater demand for services and a larger number of neighbors interested in an aging-in-place Dupont Circle Village, DCV will consider hiring staff, establishing annual member fees, and seeking financial support to subsidize less well-off neighbors.

- Line 1            2008 –grant from the Dupont Circle Citizens Association  
                    2009 –grants from ANC2B (a local governmental entity)
- Line 2            DV assumes supporter contributions of \$100 and a growing number of contributors.
- Line 16          All disbursements will be for the benefit of older Dupont Circle neighborhood residents. Expenses may include hiring trainers for Village volunteers, paying program providers for seminars, workshops, exercise classes, rental for meeting spaces, and transportation to Village-sponsored events.
- Line 22          This includes lawyer fees, bookkeeping/auditing, and insurance for directors and officers and group liability.
- Line 23          These are miscellaneous office-type expenses for copying, paper, stationary, and telephone.

# Volunteering

- I would like to volunteer to:
- Provide transportation to and from appointments
- Pick-up people after medical procedures
- Run errands
- Assist with computers
- Assist with insurance forms
- I would like to receive:
- Transportation to and from appointments
- Transportation after medical procedures
- Errand running services
- Assistance with computers
- Assistance with insurance forms

Please tell us about other services you can provide or would like to receive.

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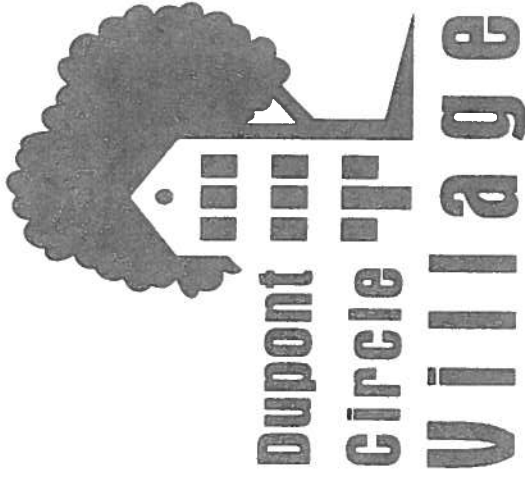
# Services

Initially, DCV will phase in the following services to members in the order listed:

- Transportation escorts for groceries and pharmacies
- Rides to and from medical appointments and procedures
- Assistance with computers, other electronics and insurance forms
- Handyman jobs, yard work and snow shoveling

As we grow, DCV hopes to expand its services to include social activities and health-related items such as exercise groups. We also plan to develop relationships with groups like IONA Senior Services that offer additional activities and health related courses.

Accurately assessing the types of services needed and enlisting volunteers in sufficient numbers is the key to ensuring our success.



**Dupont Circle  
'Residents Form'  
Village**

**Join Us!**

Conflict of Interest Policy

# CONFLICT OF INTEREST POLICY

## Article I

### Purpose

The purpose of this conflict of interest policy is to protect the interest of Dupont Circle Village, Inc. ("the Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

## Article II

### Definitions

#### 1.) Interested Person

Any director, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in a multi-entity system of which the Corporation is a part, he or she is an interested person with respect to all entities in the multi-entity system.

#### 2.) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business investment, or family –

- a.) An ownership or investment interest in any entity with which the corporation has transaction or arrangement, or
- b.) A compensation arrangement with the Corporation nor with any entity or individual with which the Corporation has transaction or arrangement, or
- c.) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has financial interest may have a conflict of interest only if the appropriate board or committee decides that conflict of interest exists.

## **Article III**

### **Procedures**

#### **1.) Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

#### **2.) Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3.) Procedures for Addressing the Conflict of Interest**

- a.) An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b.) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transactions arrangement.
- c.) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d.) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit, and whether the transaction is fair and reasonable to the Corporation, and it shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

- 4.) Individuals who receive compensation, directly or indirectly, from the corporation, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No person, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI**

### **Annual Statements**

Each director, principal officer, and member of a committee with board delegated powers shall annually sign a statement which affirms that such person –

- a.) Has received a copy of this conflict of interest policy,
- b.) Has read and understands the policy,
- c.) Has agreed to comply with the policy, and
- d.) Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII**

### **Periodic Reviews**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.) Whether the compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b.) Whether acquisitions of property (tangible and intangible), goods, and services result in inurement or impermissible private benefit.
- c.) Whether partnership and joint venture arrangements, and arrangements with for-profit entities, conform to written policies; are properly recorded; reflect reasonable payments for property, goods, and services; further the Corporation's charitable purposes; and do not result in inurement or impermissible private benefits.
- d.) Whether agreements and other arrangements for the Corporation to provide goods and services further its charitable purposes, are non-commercial in nature, and do not result in inurement or impermissible private benefit.

Article VIII

Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

The foregoing Conflict of Interest Policy supersedes all of the Corporation's prior existing conflict of interest policies (if any), and was adopted in its entirety on October 7, 2008 by the undersigned officers and directors of the Corporation.

Ronald May Spruin President  
Signature and Title

14 November 2008  
Date

Richard J. Busch Director  
Signature and Title

14 November 2008  
Date

Chris J. Malotky Director  
Signature and Title

Nov. 14, 2008  
Date

Allyson B. Waters Secretary  
Signature and Title

11-14-08  
Date

Marielyn S. Neeston Director  
Signature and Title

11-15-08  
Date

Mary Braden Treasurer  
Signature and Title

11/16/08  
Date

Paul G. Gise Vice President  
Signature and Title

11/16/08  
Date