



GEORGETOWNDC.COM

**Georgetown BID, Correction of Technical Conflict between AOC and By-Laws:
May 21, 2015**

The Articles of Incorporation state that there is only (1) class of Member while the By-Laws state there are two (2) classes of Member. The organization operates with 2 classes of Members, Class A are tenants and Class B are property owners.

Recommendation of the Board of Directors

The Board of Directors passed a resolution at its May 21, 2015 meeting to recommend amending the Georgetown BID Articles of Incorporations to state:

| There shall be two (2) classes ~~only one class~~ of membership in the Corporation.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE GEORGETOWN PARTNERSHIP INCORPORATED

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, NE
WASHINGTON, DC 20002

Pursuant to the provisions of the District of Columbia Non-Profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Georgetown Partnership Incorporated (the "Corporation")

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-Profit Corporation Act:

Article 1 of the Articles of Incorporation of this Corporation is amended to read as follows:

FIRST: The name of the Corporation is Georgetown Business Improvement District, Inc.

Name

The name of the Corporation shall be:

Georgetown Business Improvement District, Inc. (the "Corporation").

THIRD: The amendment was adopted by the required majority vote of the Members of the Corporation at the annual meeting held on June 2, 2004.

THE GEORGETOWN PARTNERSHIP
INCORPORATED

Date: 6.21.04

By: [Signature]
Timothy J. Steffan, President

Attest: [Signature]
Crystal Sullivan, Secretary

FILE
7-13-04

Customer:	Eve Martin	Report Date:	05/25/2006
	Greenberg Traurig (DC)	Work Order No:	7768-1016
	800 Connecticut Avenue, N.W.	Customer Ref No:	91159.020000
	Suite 500		
	Washington, DC 20006		

DOCUMENT DELIVERY

<u>Entity</u>	<u>Document</u>	<u>Jurisdiction</u>
Georgetown Business Improvement District, Inc.	Copies of Incorporation / Formation Documents	District of Columbia

TRIAD PROFESSIONAL SERVICES, LLC makes no representations, warranties or guaranties as to the accuracy or completeness of this report. Inasmuch as the verification of the files and information therein lies with the filing officer, we accept no liability for errors or omissions. Our involvement is limited to assisting in expediting the retrieval of this information only.

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

963758



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

*THE GEORGETOWN PARTNERSHIP,
INCORPORATED*

as of *NOVEMBER 22th, 1996*.

Hampton Cross
Director

Katherine A. Williams
Administrator
Business Regulation Administration

Patricia E. Grays
Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
OF
THE GEORGETOWN PARTNERSHIP, INCORPORATED

A CORPORATION ORGANIZED UNDER THE
DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT

TO: D.C. Dept. of Consumer
and Regulatory Affairs
614 H Street, N.W.
Washington, D.C. 20001

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is THE GEORGETOWN PARTNERSHIP, INCORPORATED.

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

THIRD: The purpose of purposes for which the Corporation is organized are as follows:

Until such time as a Business Improvement District ("BID") has been established in all or any substantial part of the Georgetown area of Washington, D.C., the Corporation shall take all steps necessary or desirable to cause such a BID to be established pursuant to D.C. Law 11-134 (the Business Improvements Districts Act of 1996) (the "Act").

From and after the time a BID is established in all or any substantial part of Georgetown, the Corporation shall serve as the entity which constitutes, administers, governs and operates the BID pursuant to Section 3 of the Act.

FOURTH: The Corporation shall have all powers conferred upon not-for-profit corporations organized under the District of Columbia Nonprofit Corporation Act as amended from time-to-time, as well as all powers conferred under and subject to any limitations imposed by the Act, as amended from time-to-time.

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(a) The Corporation shall not engage in the financial support of political activities and candidates, or lobbying on legislative or administrative actions with respect to any property or area, or the promotion of one business to the exclusion of others.

(b) No dividends shall be paid and no part of the net earnings of the Corporation shall be distributed to the directors, officers or members of the Corporation, except that the Corporation may reimburse directors, officers and members for actual and reasonable out-of-pocket expenses incurred in the performance of such person's duties in connection with the BID.

(c) No loans shall be made by the Corporation to any director, officer or member.

FIFTH: The Corporation shall have members, but shall have no capital stock. The members shall consist of each "owner" and each "commercial tenant" (as such terms are defined in Section 2 of the Act) in the BID area, and such other persons who become members pursuant to Section 21 of the Act. There shall be only one (1) class of membership in the Corporation. Each member shall have the right to vote the number of votes allocated to such member pursuant to the formula set forth in the bylaws on all matters upon which a vote of members is required.

SIXTH: The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the District of Columbia Nonprofit Corporation Act or any successor provisions thereto. In the event of dissolution of the Corporation, no liquidating or other dividends shall be declared or paid, but the net assets of the Corporation shall be distributed as follows:

(a) First, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged in their order of priority, if any, or adequate provision shall be made therefor;

(b) Any surplus shall be returned to the owners in proportion to their obligation to pay BID changes within thirty (30) days of the adoption of a plan of distribution, which plan shall be adopted within sixty (60) days of dissolution.

SEVENTH: The address, including street number and zip code, of the initial registered office in the District of Columbia is 3050 K Street, N.W., Suite 325, Washington, D.C. 20007-5109. The name of the initial registered agent at such address is Grace Bateman, Esquire.

EIGHTH: The number of directors of the Corporation and the manner of electing directors shall be fixed by and provided in the bylaws, provided that the numbers of directors shall be not less than three (3), and a majority of whom shall be owners or representatives of owners. Unless provided otherwise in the bylaws, each director shall hold office until his or her successor has been elected and has qualified.

NINTH: The Corporation shall indemnify (but only to the extent of Corporation assets without recourse to any owner or member) all current and former directors, officers and members, any affiliate of any of the foregoing, and all officers, directors, shareholders, employees, partners, agents and advisors of any of the foregoing against expenses actually and necessarily incurred by any such party in connection with the defense of any action, suit, or proceeding in which any such party is made a party by reason of being or having been a director, officer or member of the Corporation or any of the parties indicated above, so long as such party acted in good faith in a manner reasonably believed to be in or not opposed to the best interests of the Corporation. Such indemnification shall not apply to any claim, issue or matter as to which a party has been adjudged to be liable for fraudulent, willful or wanton misconduct, breach of the instruments creating and governing the Corporation or the BID, or gross negligence, nor with respect to any criminal action or proceeding.

TENTH: The number of directors constituting the initial board of directors is eleven (11). The names and addresses, including street number and zip code, of the persons who are to serve as the initial directors until their successors have been elected and have qualified are:

Grace Bateman	3312 N Street, N.W. Washington, D.C. 20007
David J. Berkibile	3144 M Street, N.W. Washington, D.C. 20007
William A. Cochran	1520 29th Street, N.W. Washington, D.C. 20007
Richard H. Levy	1321 1/2 Wisconsin Avenue, N.W. Washington, D.C. 20007
Virginia I. Laytham	3226 M Street, N.W. Washington, D.C. 20007
Peggy Brooks Smith	1101 30th Street, N.W., 5th Floor Washington, D.C. 20007

Karen Snyder

3286 M Street, N.W.
Washington, D.C. 20007

J. Tim Steffan

3222 M Street, N.W.
Washington, D.C. 20007

Samuel H. Weissbard

3000 K Street, N.W., Ste. 500
Washington, D.C. 20007

Michael N. Williams

3000 K Street, N.W., Ste. 125
Washington, D.C. 20007

James J. Wheeler

1522 Wisconsin Avenue, N.W.
2nd Floor
Washington, D.C. 20007

ELEVENTH: The name and address, including street number and zip code, of each incorporator are:

Samuel H. Weissbard

3000 K Street, N.W., Ste. 500
Washington, D.C. 20007

Michael N. Williams

3000 K Street, N.W., Ste. 125
Washington, D.C. 20007

Patricia E. Brosmer

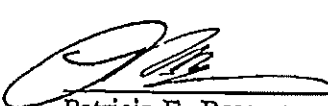
3050 K Street, N.W., Ste. 325
Washington, D.C. 20007

TWELFTH: The power to amend these Articles of Incorporation, to adopt the initial bylaws or new bylaws of the Corporation, and to alter, amend, or repeal the bylaws of the Corporation shall be set forth in the Bylaws, subject to the provisions of Section 8 of the Act.


Executed in duplicate on November 20, 1996.



Samuel H. Weissbard



Patricia E. Brosmer



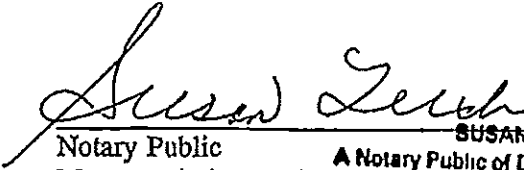
Michael N. Williams

DISTRICT OF COLUMBIA

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ss:

I, SUSAN LUSH, a Notary Public, hereby certify that, on November 20, 1996, Samuel H. Weissbard appeared before me and signed the foregoing document as incorporator, and has averred that the statements therein contained are true.


Notary Public **SUSAN LUSH**
My commission expires **A Notary Public of District of Columbia**
Commission Expires October 14, 2000

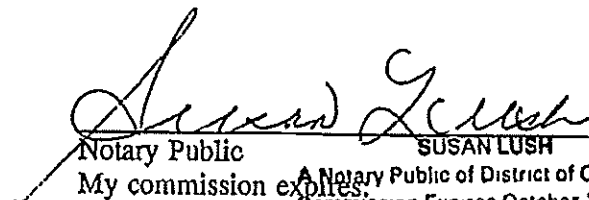
[Notary Seal]

DISTRICT OF COLUMBIA

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ss:

I, SUSAN LUSH, a Notary Public, hereby certify that, on November 20, 1996, Patricia E. Brosmer appeared before me and signed the foregoing document as incorporator, and has averred that the statements therein contained are true.


Notary Public **SUSAN LUSH**
My commission expires **A Notary Public of District of Columbia**
Commission Expires October 14, 2000

[Notary Seal]

DISTRICT OF COLUMBIA

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ss:

I, SUSAN LUSH, a Notary Public, hereby certify that, on November 20, 1996, Michael N. Williams appeared before me and signed the foregoing document as incorporator, and has averred that the statements therein contained are true.


Notary Public

SUSAN LUSH

My commission expires

A Notary Public of District of Columbia
Commission Expires October 14, 2000

[Notary Seal]