

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR COMMUNITY RESIDENCES, INC.**

**Article I**

The name of the corporation is Community Residences, Inc. (the "Corporation").

**Article II**

The registered agent of the Corporation is Jonathan C. Kinney, a resident of Arlington County, Virginia, and a member in good standing of the Virginia State Bar. The registered office of the Corporation is the office of BEAN, KINNEY & KORMAN, P.C., 2000 North Fourteenth Street, Suite 100, Arlington, Virginia 22201 (Arlington County), the business address of the registered agent.

**Article III**

The affairs of the Corporation are managed by the Board of Directors. The number of directors constituting the Board of Directors shall be set by the Bylaws, but shall be at least three.

Upon their appointment, the directors shall serve until their successors are appointed and qualify in their stead. If the office of any director becomes vacant, the Board of Directors of the Corporation shall select a successor or successors.

In the absence of willful misconduct or a knowing violation of the criminal law, in any proceeding brought by or in the right of the Corporation or brought by or on behalf of members of the Corporation, the damages assessed against the officer or director shall not exceed zero dollars.

The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors may simultaneously hear each other during the meeting. Further, any action required or permitted by the Virginia Nonstock Corporation Act to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the board and is evidenced by written consent to the action taken, signed by each director and included in the minutes or filed with the corporate records.

## Article IV

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are to provide residential services and housing facilities to those individuals in the greater Washington D.C. Metropolitan area and mid-atlantic states who need assistance and support in adjusting to their environment (including those individuals with problems of mental retardation, mental illness, and/or emotional disturbance) and to provide services specifically designed to meet their physical needs, and to promote their health, security, happiness and usefulness in living longer, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereon on a non-profit basis.

Provided, however, that regardless of anything that may happen to the Corporation, be it merger, consolidation, reorganization, termination, dissolution or winding up, by any means, voluntary or by operation of law, by any group which may ever control the Corporation, the following provisions shall apply:

1. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in, nor 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 activities that are unlawful under the laws of the United States, the State of Virginia, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined as a "prohibited transaction" under Section 503 of the U.S. Internal Revenue Code (Code).

2. The Corporation shall at all times be operated in furtherance of its expressly stated purposes. The Corporation is organized and operated exclusively for charitable purposes, and at no time will the whole or any portion of its assets be used for the purposes of conducting any trade or business for profit.

3. No compensation or payment shall ever be paid to any officer, director, trustee, member, creator or organizer of the Corporation or substantial contributor to it in any excessive manner, and only a reasonable allowance for expenditures for services actually rendered to or for the Corporation shall be paid; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among any such persons; provided further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any private individual, within the meaning of Section 501(c)(3) of the Code.

4. The Corporation shall not be controlled by any person who shall be defined as a disqualified person under the terms of Section 4946 of the Code.

5. In the event of termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations as described in Section 501(c)(3) of the Code.

6. The powers and purposes of this corporation shall at all times be construed and limited as to enable the Corporation to qualify as a charitable institution organized and existing under the Virginia Nonstock Corporation Act.

#### Article V

The Corporation shall have no members with voting rights.

The current Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joan Allen	3036 N. Pollard Street Arlington, VA. 22207
Dean Bonney	3829 N. Chesterbrook Road Arlington, VA. 22207
Jim Bradshaw	3718 Columbia Pike #9 Arlington, VA. 22204
Hannah Craven	5816 S. 2nd Street Arlington, VA. 22204
Cyndy Davison	304 Broadleaf Drive Vienna, VA. 22180
Sue Ferrari	3025 N. Military Road Arlington, VA. 22207
Patty Guard	6505 Randall Place Falls Church, VA. 22044
Liza Harrison	3304 N. 23rd Road Arlington, VA. 22201
Gary Kirkbride	4924 N. Rock Spring Road Arlington, VA. 22207

Virginia Martin

1500 N. Hancock Street  
Arlington, VA. 22201

John Maxwell

1010 N. Glebe Road  
Arlington, VA. 22201

Linda O'Leary

239 N. Highland Street  
Arlington, VA. 22201

Cameron Quinn

2000 Riverside Drive, #PH8  
Richmond, VA. 23225

Rosemary Stambaugh

3754 Valley Drive  
Alexandria, VA. 22302

Julia Williams

1828 L Street, N.W., #402  
Washington, D.C. 20036

Gretchen Wolfinger

848 N. Fredrick Street  
Arlington, VA. 22205

Michael Ziskind

1111 Arlington Boulevard, #330W  
Arlington, VA. 22209

Directors shall be elected by the then current Board at the annual meeting.

The Amendments contained herein were adopted by the Board of Directors without member action, there being no members of the Corporation.

Date:

9/28/94

By:

Jill S. Gruver  
Jill S. Gruver, President

COMMUNITY RESIDENCES, INC.  
(formerly Arlington Community Residences, Inc.)  
ARTICLES OF AMENDMENT AND RESTATEMENT

1. Name. The name of the corporation is COMMUNITY RESIDENCES, INC., formerly Arlington Community Residences, Inc. (the "Corporation").

2. No Requirement of Membership Approval. The Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring approval only of the Board of Directors, there being no members with voting rights.

3. Board Action. The Board of Directors at a meeting held on September 28, 1994, found that the best interests of the Corporation would be served by amending and restating its Articles of Incorporation, and approved by a more than two-thirds vote the Amended and Restated Articles of Incorporation, a copy of which is attached.

4. Certificate Required by Law. These Articles of Amendment and Restatement contain all of the information required by Sections 13.1 - 888 and 889 of the Code of Virginia, and this paragraph constitutes the Certificate required by that section.

Dated: September 28, 1994.

COMMUNITY RESIDENCES, INC.

By: Jill S. Gruver  
Jill S. Gruver, President

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

February 13, 1995

The State Corporation Commission has found the accompanying articles submitted on behalf of

COMMUNITY RESIDENCES, INC.,  
(FORMERLY ARLINGTON COMMUNITY RESIDENCES, INCORPORATED)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective February 13, 1995 at 11:58 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT  
CIS20436  
95-02-13-0158