

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION
CORPORATIONS DIVISION



C E R T I F I C A T E

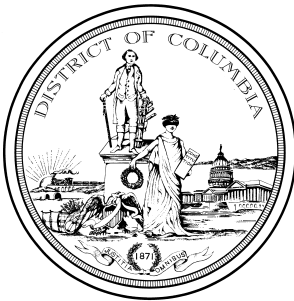
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF INCORPORATION*** is hereby issued to:

Uptown Property Owners Association, Inc.

Effective Date: 7/9/2025

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 7/15/2025 3:15 PM

Business and Professional Licensing Administration



Rebecca Janovich

REBECCA JANOVICH
Superintendent of Corporations,
Corporations Division

Muriel Bowser
Mayor

Tracking #: t2mKgdgw



DEPARTMENT OF LICENSING AND CONSUMER PROTECTION

District of Columbia Government

Corporations Division

Articles of Incorporation of Domestic Nonprofit Corporation

One or more persons acting as the incorporator or incorporators under the provisions of the Title 29 of D.C. Code (Business Organizations Act) adopt the following Articles of Incorporation:

First: Corporation Name:

Uptown Property Owners Association, Inc.

Second: The corporation will have members: Yes

Third: Registered Agent's name and address in the District Columbia:

C T CORPORATION SYSTEM

1015 15th St NW

Suite 1000

Washington, District of Columbia 20005

Fourth: The corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4.

Fifth: Miscellaneous Provisions (may attach the statement):

Names and addresses of each person (member and director and officer) that has control over this corporation:

Willard Holdings III LLC, 4445 Willard Avenue, Suite 1000, Chevy Chase, Maryland 20815

Michael Keber, 4445 Willard Avenue, Suite 1000, Chevy Chase, Maryland 20815

Trevor Matese, 4445 Willard Avenue, Suite 1000, Chevy Chase, Maryland 20815

Valerie Riccardi, 4445 Willard Avenue, Suite 1000, Chevy Chase, Maryland 20815

The Miscellaneous Provisions of this corporation are attached hereto as "EXHIBIT A" and incorporated by reference as though fully set forth herein.

Sixth: Directors Name & Address:

No directors.

Seventh: Incorporators Name & Address:

Name	Address
Michael Keber	4445 Willard Avenue, Suite 1000, Chevy Chase, Maryland 20815

Eighth: Incorporators executing this form:

No information provided.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

Amount Paid: \$80.00

Date: 7/15/2025 3:15 PM

E-Signed

EXHIBIT A
ARTICLES OF INCORPORATION
OF

UPTOWN PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, Michael Keber, whose post office address is 4445 Willard Ave, Suite 1000, Chevy Chase, Maryland 20815, by execution of these Articles, voluntarily declared himself to be an incorporator for the purpose of forming a nonstock, nonprofit corporation pursuant to the District of Columbia Nonprofit Corporation Act of 2010, Title 29, Chapter 4 of the District of Columbia Code, and does hereby certify:

ARTICLE 1
NAME OF CORPORATION

The name of the corporation is **Uptown Property Owners Association, Inc.** (the "Association").

ARTICLE 2
PRINCIPAL OFFICE

The post office address of the initial principal office of the Association is 4445 Willard Ave, Suite 1000, Chevy Chase, Maryland 20815.

ARTICLE 3
REGISTERED AGENT

The name of the registered agent of the Association is C T Corporation System, whose post office address is 1015 15th Street N.W., Suite 1000 Washington, D.C. 20005.

ARTICLE 4
POWERS AND PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members, and the specific purposes for which the Association is formed are to provide for maintenance, operation, preservation and architectural control of certain Property located in the District of Columbia as more particularly set forth in the Declaration (defined below). For this purpose, the Association shall have the power and authority to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions, Easements and Restrictions for the Association recorded or to be recorded with the Office of the Recorder of Deeds for District of Columbia, and as the same may be amended from time to time (the "Declaration");

(b) fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration and pay all expenses incident to the conduct of the business of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs incurred;

(d) borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred; and

(e) have and exercise any and all powers, rights and privileges which a nonprofit corporation organized under the laws of the District of Columbia by law may now or hereafter have or exercise.

ARTICLE 5 NO CAPITAL STOCK

The Association is not authorized to issue any capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its Members. No Member and no officer or Director shall have any personal liability for the debts or obligations of the Association; provided, however, that nothing in this Article 5 shall be deemed to limit in any manner the personal obligation of any Member for the payment of any assessments of the Association levied in accordance with the Declaration.

ARTICLE 6 MEMBERSHIP AND VOTING RIGHTS

The Association shall have Members. Membership in the Association and voting rights for Members of the Association are set forth in the Declaration.

ARTICLE 7 BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors as more specifically set forth in the Bylaws for the Association. The initial Board shall consist of the three (3) Directors whose names and addresses are listed below and such persons shall serve until their successors are elected or appointed in accordance with the Bylaws:

Commercial Director Class:

Address

Michael Keber

4445 Willard Ave, Suite 1000
Chevy Chase, Maryland 20815

Residential Director Class:

Trevor Matese	4445 Willard Ave, Suite 1000 Chevy Chase, Maryland 20815
Valerie Riccardi	4445 Willard Ave, Suite 1000 Chevy Chase, Maryland 20815

The number, classes, qualifications, powers, duties and tenure of office of the Directors and the manner by which Directors are to be chosen shall be as prescribed and set forth in the Bylaws. Officers of the Association shall be elected and shall serve as provided for in the Bylaws.

**ARTICLE 8
CONTROL PERSONS**

As of the date of these Articles, each of the following (Members, Directors, and/or officers) (i) has an aggregate share of direct or indirect, legal or beneficial ownership of a governance or total distributional interest of the Association that exceeds ten percent (10%), or (ii) does not have an aggregate share of direct or indirect, legal or beneficial ownership of a governance or total distributional interest of the Association that exceeds ten percent (10%), but such person (a) controls the financial or operational decisions of the Association, or (b) has the ability to direct the day-to-day operations of the Association:

<u>Name</u>	<u>Address</u>
Willard Holdings III LLC	4445 Willard Ave, Suite 1000 Chevy Chase, Maryland 20815
Michael Keber	4445 Willard Ave, Suite 1000 Chevy Chase, Maryland 20815
Trevor Matese	4445 Willard Ave, Suite 1000 Chevy Chase, Maryland 20815
Valerie Riccardi	4445 Willard Ave, Suite 1000 Chevy Chase, Maryland 20815

**ARTICLE 9
DISSOLUTION**

The Association may be dissolved with the consent of at least two-thirds of each Class of Members. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets of the Association, shall be mailed to every Member not less than ten (10) days nor more than sixty (60) days in advance taking such proposed action.

ARTICLE 10 DURATION

The Association shall exist perpetually, subject to Article 9.

ARTICLE 11 AMENDMENTS

Amendment of these Articles shall require the consent of at least two-thirds of each Class of Members.

ARTICLE 12 LIABILITY

No Director or officer of the Association shall be liable to the Association or to its Members for any damages, monetary or otherwise, except (i) to the extent that it is proved that such Director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (ii) to the extent that a judgment or other final adjudication adverse to such Director or officer is entered in a proceeding based on a finding in the proceeding that such Director's or officer's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

ARTICLE 13 MISCELLANEOUS

Unless otherwise defined herein or plainly evident from the context that a different meaning is intended, all capitalized terms used in these Articles of Incorporation shall have the same meaning as they are defined to have in the Declaration. In the event of any conflict between these Articles and the Declaration, the terms and provisions of the Declaration shall control.

[End of Articles of Incorporation]