

---

**DAVIS MEMORIAL GOODWILL INDUSTRIES**

**(a non-profit corporation)**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

---

THE UNDERSIGNED states that he is the Secretary of the Board of Directors of Davis Memorial Goodwill Industries, a District of Columbia non-profit corporation, and that the Articles of Incorporation of this corporation are amended and restated to read as follows:

**FIRST:** The name of the corporation (which is hereinafter called the "Corporation") is:

**"Davis Memorial Goodwill Industries"**

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

**THIRD:** The Corporation is formed to further and promote exclusively charitable purposes. The business and objective of the Corporation is to carry out its mission to transform lives and communities through the power of education and employment.

The Corporation is not organized for the private gain of any person. The purpose for which the Corporation is organized is to operate exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and regulations promulgated thereunder (the "Code"), or corresponding section of any future federal tax code. In furtherance of its exclusively charitable purposes, the Corporation shall have all the general powers enumerated in Section 29-403.02 of the District of Columbia's Nonprofit Corporation Act of 2010 as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes. However, as used in this section, "charitable purposes" shall be limited to and shall include any purpose within the meaning of Section 501(c)(3) of the Code.

**FOURTH:** The present address of the principal office of the Corporation is: 2200 South Dakota Ave, NE, Washington D.C., 20018.

**FIFTH:** The Corporation shall have no members.

**SIXTH:** The name and address of the current registered agent of the Corporation in the District of Columbia is: National Registered Agents, Inc., 1015 15th Street, NW, Suite 1000, Washington, D.C., 20005.

**SEVENTH:** The Corporation is not authorized to issue capital stock.

**EIGHTH:** The governance and direction of the Corporation shall be vested in a Board of Directors, which shall bear responsibility for and shall oversee all the activities of the Corporation. The number of Directors of the Corporation shall be not less than three nor more than 30 individuals (excluding any *ex officio*, advisory and honorary directors), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than the minimum number specified by the applicable laws of the District of Columbia now or hereafter in force. The Directors shall be elected in the manner provided in the Bylaws.

**NINTH:** The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the Directors.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not have any purposes nor carry on any other activities (otherwise than as an insubstantial part of its activities) not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation to which contributions are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

(2) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations

organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code to which contributions are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence.

(3) The Corporation shall, to the fullest extent now or hereafter permitted by law, and only to the extent that the Corporation's status as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify any director, officer or employee of the Corporation, any person serving as a member of a committee of the Board of Directors, or any person who may have served at the written request of the Corporation as a director, officer, trustee or employee of (i) any employee benefits plans of the Corporation, (ii) any other organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, and (iii) any subsidiary of the Corporation, whether for profit or not for profit, against liability, including but not limited to judgments, fines, amounts paid in settlement, reasonable attorneys' fees and related expenses, incurred in the performance of such duties or service or incurred while acting in such capacity or arising out of such person's status as such, provided that such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, as determined by the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful or fraudulent. The Corporation shall also indemnify directors and officers as required by applicable law. The Corporation shall have the right to select attorneys and to approve any settlements or legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. The foregoing indemnification is subject to the terms and conditions set forth in the Bylaws of the Corporation (as amended from time to time).

(4) To the fullest extent permitted by the District of Columbia statutory or decisional law, as amended or interpreted, no Director or officer of this Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of Director and officer

liability shall only be to the extent permitted of organizations that are exempt from federal income tax under Section 501(c)(3) of the Code and to which contributions are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. The private property of the incorporators, Directors and officers of the Corporation shall not be subject to the payment of the Corporation's debts to any extent whatsoever. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

(5) The Corporation shall maintain insurance coverage that satisfies all requirements of the District of Columbia statutory or decisional law for Directors of a corporation that is exempt from federal income tax under Section 501(c)(3) of the Code so that the Corporation's Directors are not personally liable, to the full extent permitted by applicable law, for damages that are the result of the acts or omissions of the Corporation's Directors in providing services or performing duties on behalf of the Corporation. Nevertheless, unless the Director is entitled to indemnification under this Article and the Bylaws of the Corporation, a Director shall be liable for damages in any suit in which it is found that the Director did not have immunity under applicable law, to the extent that the judgment for damages is not covered by the Corporation's insurance coverage.

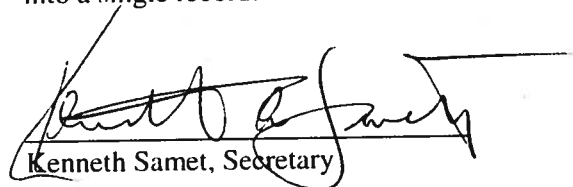
(6) Except as limited by the next sentence, the Corporation reserves the right from time to time to make any amendments to its charter that may now or hereafter be authorized by law. The Corporation reserves the right from time to time to make any amendments to its corporate purposes and objectives as contained in Article THIRD hereof so that they may embrace any activity that may properly be engaged in by any organization that is exempt from federal income tax under Section 501(c)(3) of the Code and to which contributions are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically approved in writing by the Board of Directors or its designee at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by

inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under any applicable laws of the District of Columbia now or hereafter in force, except to the extent that the laws of the District of Columbia permit activities that are not permitted under federal law for any organization that is exempt from federal income tax under Section 501(c)(3) of the Code and to which contributions are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors without the need for member approval because the Corporation has no members.

The Amended and Restated Articles of Incorporation are a restatement that consolidates all amendments into a single record.

  
Kenneth Samet, Secretary

Date: October 1, 2013