

**BY-LAWS
OF**
Presidential Owners, Inc.

OFFICES

1. The principal office of the corporation shall be in the City of Wilmington, County of New Castle, State of Delaware, and the name of the resident agent in charge thereof is The Corporation Trust Company.
2. The corporation shall also have an office in the City of Washington, District of Columbia.

MEMBERS' MEETINGS

3. All meetings of the members shall be held at the office of the corporation in Washington, District of Columbia, or may be held at such place and time as shall be stated in a duly executed waiver of notice thereof.
4. An annual meeting of members, commencing with the year 1961, shall be held on the third Wednesday in March in each year if not a legal holiday, and if a legal holiday, then on the next secular day following, at 8:00 o'clock, P.M., at which the members shall elect, by a plurality vote, a board of directors, and transact such other business as may properly be brought before the meeting.
5. Written notice of the annual meeting shall be served upon or mailed to each member entitled to vote thereat, at such address as appears on the books of the corporation, at least ten days prior to the meeting.
6. At least ten days before every election of directors, a complete list of the members entitled to vote at said election, arranged in alphabetical order, with the residence of each, shall be prepared by the secretary. Such list shall be open at the place where the election is to be held for said ten days to the examination of any member, and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any member who may be present.
7. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of fifteen members. Such request shall state the purpose or purposes of the proposed meeting.
8. Written notice of a special meeting of members, stating the time, place and object of such meeting and the specific action to be taken thereat, shall be served upon or mailed to each member entitled to vote thereat at such address as appears on the books of the corporation, at least ten days before such meeting.
9. Business transacted at all special meetings shall be confined to the objects and actions to be taken as stated in the notice.
10. Forty (40) per cent of the total number of members of the corporation, present in person or represented by proxy, shall be requisite to constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by statute, by the Certificate of Incorporation or by these By-Laws. If, however, such quorum shall not be present, or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice

other than announcement at the meeting until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

11. When a quorum is present at any meeting, the vote of a majority of the members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Certificate of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

12. At any meeting of the members, every member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member for such meeting. Such proxy shall only be valid for such meeting or subsequent adjourned meetings thereof.

13. Whenever the vote of members at a meeting is required or permitted by any provisions of the statutes or of the Certificate of Incorporation or of these By-Laws to be taken in connection with any corporate action, the meeting and vote of members may be dispensed with, if all the members who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such corporate action being taken.

DIRECTORS

14. The number of directors which shall constitute the whole board shall be not less than three nor more than seven. Until succeeded by directors elected at the first annual meeting of members, directors need not be members; thereafter, all directors shall be resident members or officers or partners of resident members owning ground floor units. The initial board of directors shall be composed of those persons enumerated as such in the Certificate of Incorporation, and each of them shall serve until the first annual meeting of the members or until their respective successors are chosen and shall qualify. Until the first annual meeting of members, the board of directors, if less than seven, may appoint additional directors from among the resident members or officers or partners of resident members owning ground floor units. Within the limits above specified, the number of directors shall be determined by the members at the annual meeting. Directors shall be elected at the annual meeting of the members, and each director shall be elected to serve until the next annual meeting of the members and/or until his successor shall be elected and shall qualify.

15. The directors may hold their meetings and keep the books of the corporation at the office of the corporation in the City of Washington, District of Columbia, or at such other place within the City of Washington, District of Columbia, as they may from time to time determine.

16. If the office of one or more directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred.

17. Directors may be removed for cause by an affirmative vote of a majority of the members. No director shall continue to serve on the board if during his term of office his ownership contract shall be terminated for any reason whatsoever, or if, during such term, his status as a resident member shall be changed to that of an equity member, or, in the case of a director who is an officer or partner of a resident member which is a firm or corporation owning a ground floor unit, if the ownership contract of the firm or corporation is terminated, or the status of the firm or corporation shall be changed to that of an equity member.

18. The property and business of the corporation shall be managed by its board of directors, which may exercise all such powers of the corporation and do all such lawful acts and things as

are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

EXECUTIVE COMMITTEE

19. The board of directors may, by resolution passed by a majority of the whole board, designate an executive committee to consist of three or more of the directors of the corporation, which, to the extent provided in said resolution, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it, provided the said resolution shall so provide.

20. The executive committee shall keep regular minutes of its proceedings and report the same to the board when required.

COMPENSATION OF DIRECTORS

21. Directors, as such, shall not receive any salary for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

MEETINGS OF THE BOARD

22. The first meeting of each board newly elected by the members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable.

23. Regular meetings of the board may be held without notice at such time and place within the City of Washington, District of Columbia, as shall be determined from time to time by the board.

24. Special meetings of the board may be called by the president on five days' notice to each director, either personally or by mail or by telegram. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

25. At all meetings of the board a majority of the directors shall be necessary and sufficient to 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 statute or by the Certificate of Incorporation or by these By-Laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

NOTICES

26. Whenever, under the provisions of the statutes or of the Certificate of Incorporation or of these By-Laws, notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a post-paid sealed wrapper, Addressed to such director or member at such address as appears on the books of the corporation, or in default of any such address, to such director or member, c/o Corporation Trust Company, at the General Post Office in the City of Wilmington, Delaware, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

27. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation, or of these By-Laws, a waiver thereof in writing signed by the person

or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

OFFICERS

28. The officers of the corporation shall be chosen by the directors and shall be a president, a vice-president, a secretary and a treasurer. The board of directors may also choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers. Two or more offices may be held by the same person, except that where the offices of president and secretary are held by the same person, such person shall not hold any other office.

29. The board of directors at its first meeting after each annual meeting of members shall choose a president, and one or more vice-presidents, a secretary and a treasurer, none of whom, excepting the president, need be a member of the board.

30. The board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

31. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. 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 whole board of directors. If the office of any officer becomes vacant) or any reason, the vacancy shall be filled by the board of directors.

THE PRESIDENT

32. The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors, shall be ex officio member of all committees, shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board are carried into effect.

33. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where the same are required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

VICE-PRESIDENTS

34. The vice-presidents in the order of their seniority shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors shall prescribe.

THE SECRETARY AND ASSISTANT SECRETARIES

35. The secretary shall attend all sessions of the board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and, when authorized by the board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

36. Assistant secretaries in order of their seniority shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the board of directors shall prescribe.

THE TREASURER AND ASSISTANT TREASURERS

37. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

38. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

39. If required by the board of directors, he shall give the corporation a bond, the premium therefore to be paid by the corporation, in such sum, and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

40. Assistant treasurers in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties, exercise the powers, and assume the obligations of the treasurer and shall perform such other duties as the board of directors shall prescribe.

DIRECTORS' ANNUAL STATEMENT

41. The board of directors shall present at each annual meeting, and when called for by vote of the members at any special meeting of the members, a full and clear statement of the business and conditions of the corporation.

CHECKS

42. All checks or demand for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

FISCAL YEAR

43. The fiscal year shall begin the first day of January in each year.

ANNUAL AUDIT

44. The books of the corporation shall be audited annually by a certified public accountant or accountants, and the audit report for each preceding fiscal year shall be made available to the members not later than the next-succeeding annual meeting of the members.

SEAL

45. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

MEMBERSHIP

46. Membership in the corporation shall be limited to owners of Co-operative Ownership Contracts issued by the corporation and herein referred to as ownership contracts. A separate ownership contract shall be issued for each apartment or ground floor unit and entitle the holder thereof to cast one vote. As herein defined, membership may be either "active" or "equity". The person, firm or corporation to whom the ownership contracts shall be originally issued by the corporation in exchange for the acquisition of corporate assets, or who shall be entitled to such original issuance, shall be deemed to be the first holder or holders thereof prior to transfer by them of such contracts to purchasers of individual units, and such first holder or holders, whether a person, firm, or corporation, shall be deemed active members with occupancy rights and shall be entitled to full voting rights, all without regard to any provisions contained in these By-Laws.

47. *Active Members*-Any natural person owning on ownership contract under which the owner is currently entitled to apartment occupancy rights, and any person, firm or corporation owning on ownership contract under which the owner is currently entitled to ground floor unit occupancy rights shall be on active member. Active membership shall carry with it full voting rights.

48. *Equity Members*-Any person, firm or corporation owning on ownership contract without occupancy rights having been granted by the board of directors shall be an equity member. Equity membership shall carry with it the right to vote with active members on matters pertaining to any amendment to the Certificate of Incorporation, or the Co-operative Ownership Contract, the sale or mortgage of corporate property, or the dissolution of the corporation. No other voting rights are accorded equity members.

49. Membership in the corporation of either class may be transferred only as on incident to the transfer of an ownership contract. With the approval of the board of directors, an equity member, being a natural person, may become an active member, and an equity member, being a firm or corporation, may with such approval become on active member, with respect to ground floor units owned by the firm or corporation. Conversely, an active member may be ordered transferred to equity membership by direction of the board of directors in the event of breach by the active member of occupancy obligations stated in the ownership contract.

CO-OPERATIVE OWNERSHIP CONTRACTS

50. The first board of directors shall adopt a standard form of "Co-operative Ownership Contract" to be entered into by the corporation and its members, and, after such adoption, such form shall not thereafter be changed, altered or amended, except in the manner provided in the Certificate of Incorporation. For the purpose of uniformity, any changes so authorized shall be binding and serve to amend ownership contracts theretofore executed.

ALLOCATION OF MORTGAGE INDEBTEDNESS

51. The first board of directors shall assign a maximum mortgage indebtedness for the entire property at sixty-six and two-thirds per cent (66 2/3%) of the assigned capital value thereof (as established in the Certificate of Incorporation) and shall allocate such indebtedness to each Co-operative Ownership Contract in an amount equaling sixty-six and two-thirds per cent (66 2/3%) of the assigned capital value of each such Co-operative Ownership Contract. When the initial mortgage or deed of trust has been placed upon the entire property, the board of directors shall allocate the same to each Co-operative Ownership Contract. The portion thereof to be allocated to each such Co-operative Ownership Contract shall be the maximum mortgage indebtedness heretofore allocated to each such Co-operative Ownership Contract less any sums paid or prepaid upon the same.

SUBORDINATION CLAUSE

52. Despite any references in the Certificate of Incorporation, in these By-Laws, or in the Co-operative Ownership Contract assigning or allocating to individual Co-operative Ownership Contracts portions of the corporation mortgage indebtedness, or providing for prepayment of such portions, the rights of all members in the corporation, its property and assets, shall be expressly subject and subordinate to the initial mortgage or deed of trust to be placed by the corporation on its land and premises, subject and subordinate to any and all extensions, adjustments, renewals, replacements and refundings thereof, and likewise subject and subordinate to any other mortgage or deed of trust thereafter placed on said land and premises by the corporation in accordance with the provisions of Article Ninth of the Certificate of Incorporation.

ASSESSMENTS

53. The board of directors shall, from time to time, fix and determine the sum or sums necessary and adequate for the continued ownership and operation of the corporate property. The board shall determine the amounts required for capital items, such as principal and interest payments on any mortgage and/or any other indebtedness, and for operating items, such as taxes, insurance, repairs, betterments and operating expenses. The total monthly requirements, though separately determined as to capital and operating items, shall be assessed as a single sum against all units, and prorated thereto based on the assigned capital value of said units, making due allowance for individual prepayment of allocated proportion of mortgage indebtedness, if any. Said assessments shall be payable monthly as ordered by the board of directors. Any member who leases his/her apartment shall pay a special monthly assessment equal to twenty-five percent (25%) of the assessment for the total monthly requirements applicable to the apartment. Special assessments, should such be required, shall be levied and paid in the same manner as hereinbefore provided for regular monthly assessments. The board shall have the power to impose reasonable fines against any member who shall fail to pay the aforesaid monthly and/or special assessments within five (5) days after the times that shall be stipulated for payment thereof.

CAPITAL ACCOUNT

54. There shall be established and maintained a cash deposit account to be known as the "Capital Account," into which shall be deposited the portions of all payments attributable to principal and interest on corporate indebtedness. All disbursements from said capital account of said capital assessments so deposited shall be limited to the payment of principal and interest on mortgage, deed of trust, or other indebtedness of the corporation.

OPERATING ACCOUNT

55. There shall be established and maintained a cash deposit account to be known as the "Operating Account," into which shall be deposited the operating portion of all monthly and special assessments as fixed and determined for all units. Disbursements from said account shall be for the general needs of the corporation, including, but not limited to, wages, taxes, insurance, repairs, betterments and other operating expenses.

OCCUPANCY AND TRANSFER

56. The primary object of this corporation is to operate and maintain its property on a mutual and cooperative basis for the housing and occupancy needs of its active members. Coupled, however, with the right of occupancy, valuable equity rights arise from the acquisition of ownership contracts. To the fullest degree, those equity rights are deemed transferable, either absolutely or by way of pledge. The right of occupancy under the ownership contracts is, nevertheless, a matter of discretionary decision by the board of directors and every transfer to

active membership, with its right of occupancy of apartment or ground floor space as defined in the ownership contract, is subject to the approval of the board of directors. It shall be the obligation of the board of directors to give prompt consideration to and take prompt action upon all such requests for approval of transfer to active membership. The approval of the board of directors shall not be required in a case of a transfer of an ownership contract, except where the transferee desires the status of active membership. The right of occupancy shall not be denied any transferee or vendee who was at the time of such transfer of sale (or at the death of an active member, if the transfer results from his death), the active member's lawful spouse, child or children.

LEASING

57. Every member, active or equity, has the right to lease the apartment or ground floor unit represented by his Co-operative Ownership Contract. The control of occupancy by the board of directors requires that the board not only exercise the right to approve or disapprove each prospective tenant and such tenant's proposed use, but as well to ensure that the provisions and terms of each such proposed lease do not adversely affect the interests of the corporation. Accordingly, all leases shall be upon forms adopted by the board and supplied by the corporation. Such forms, which may be modified by the board as necessary, shall permit members desiring to lease the maximum flexibility which shall be consistent with the best interests of the corporation. If a member shall submit for approval by the board an applicant for lease whom the member in good faith believes to be a tenant acceptable to the member and to the corporation, and the application is not approved by the board, the corporation, at the election of the member, shall make a reasonable effort to lease the apartment, or ground floor unit, as the case may be, for the account of the member and without charge for such service. The status of active membership shall not be affected by approved leasing. With respect to any apartment transferred to a member on or after December 5, 2012, the member must occupy the apartment for a minimum of two (2) years before being eligible to exercise the right to lease the apartment. The Board of Directors may grant an exception to this two (2) year minimum residency requirement if, in its sole discretion, it concludes that this requirement would create an unreasonable hardship on a member who is required to transfer out of the Washington, DC region due to work or other circumstances beyond the member's control. Subject to the other provisions of this Section, at no time shall more than forty percent (40%) of the apartment units be leased. When a member wishes to lease his/her apartment, the member must submit a written request to the board of directors for permission to lease the apartment. The board, subject to provisions herein relating to the board's authority to grant occupancy rights to any individual tenant, shall grant permission to lease such premises if fewer than forty percent (40%) of the apartment units are leased at the time. If forty percent (40%) or more apartment units are leased at the time, the board shall not grant permission unless the board, in its sole discretion, determines that granting permission to the member is necessary to prevent an unreasonable hardship to the member or to accommodate a temporary work assignment out of the area. The member must provide such information as the board may require in order to decide whether to make an exception to prevent such an unreasonable hardship, or in order to verify such temporary work assignment. At any time when forty percent (40%) or more of the apartment units are leased, any member wishing to lease his/her apartment shall register with the board, and shall have his/her name placed on a waiting list. Members whose names are on the waiting list shall be permitted to lease their apartments at such time when fewer than forty percent (40%) of the apartments are leased, in the order in which their names have been placed on the waiting list. The board shall have the authority to establish procedures for notifying a member whose name is on the waiting list of an opportunity for the member to lease his/her apartment, and shall have the authority to prescribe a reasonable time limit during which such member shall have the opportunity to lease his/her apartment, after which time limit the member's opportunity to lease shall be forfeited, and the next member on the waiting list shall be given the opportunity to lease his/her apartment.

DEFAULT UNDER OWNERSHIP CONTRACTS

58. (a) In the event of default by a member, active or equity, in the payment of any sums, charges, or assessments required to be paid under his ownership contract, the corporation may by direction of its board of directors terminate the ownership contract on twenty (20) days' written notice to the member. Unless default is cured within the twenty (20) day notice period aforesaid, the corporation may then declare the ownership contract as terminated for non-payment of any such sums, charges, or assessments and offer for sale a substitute ownership contract for the owned unit at an amount determined by the board of directors to be its fair market value. On disposal of the substitute ownership contract, the corporation shall pay to the member the amount of the disposal price less the then unpaid balance of the assigned capital value, any unpaid assessments or charges accrued to the date of disposition, the expenses of sale (which may include a reasonable brokerage commission) and the estimated cost for placing the unit covered by the contract in suitable condition for a new occupant.

(b) In the event of violation by a member of any of the provisions of the ownership contract or of the Certificate of Incorporation or of the By-Laws or of the rules and regulations of the corporation as now or hereafter constituted, the corporation may by direction of its board of directors elect to cancel and terminate the member's right to occupancy or to terminate the ownership contract on twenty (20) days' written notice to the member. If the violation shall not be cured within the twenty (20) day notice period aforesaid, or if the violation shall be persistently renewed, the corporation may require the member to quit and surrender the owned unit and the member shall thereafter become and be an equity member, or if the corporation shall have elected, instead, to terminate the ownership contract, upon the expiration of said notice period, or upon the persistent renewal of such violation, the corporation may then declare the ownership contract terminated and offer for sale a substitute ownership contract upon the same terms and conditions as in the case where the member's default was for non-payment of any sums, charges, or assessments required to be paid under his ownership contract, as hereinbefore set forth in sub-paragraph (a) hereof.

SURRENDER OF UNIT

59. In the event of termination of an ownership contract or termination of the occupancy rights thereunder, the member, or any other person or persons in possession by or through the right of the member (but not including a tenant under an approved lease prior to its expiration) shall promptly quit and surrender the owned unit to the corporation in good condition and repair, and the corporation shall have the right to re-enter and to repossess the owned unit, without a notice to quit or demand for possession, if such be required by the laws of the District of Columbia.

REGISTRATION OF PLEDGED OWNERSHIP CONTRACTS

60. The secretary of the corporation shall maintain a suitable register for the recording of pledged ownership contracts. Any pledgee of an ownership contract may, but is not obliged to notify the secretary of the pledge and the terms thereof, furnishing the secretary with such information as may be required by the board of directors. In the event notice of default is given any member under the provisions of By-Law 58, a copy of said notice shall likewise be mailed by registered or certified mail to the registered pledgee. In addition, in the event of sale or mortgage by the corporation of all or substantially all of its assets, and prior to the distribution of the proceeds thereof to the members, suitable notice by registered or certified mail shall be given all registered pledgees.

SALE OF CORPORATE PROPERTY

61. Upon the sale of the apartment building, whether occasioned by voluntary or involuntary disposition thereof, or as a part of the dissolution or liquidation of affairs of the corporation, all members having valid ownership contracts then outstanding shall be entitled to share in the net proceeds of sale and in any other property or assets authorized to be distributed. (Net proceeds of sale shall be the remaining proceeds after payment of or provision for all corporate mortgage or deed of trust indebtedness and all corporate debts and/or obligations.) Any amount which any member shall have paid or prepaid to the corporation on account of corporate deed of trust indebtedness in excess of the monthly amortization payments that would have been required of him had he paid no more than the thirty-three and one-third per cent (33 1/3%) cash down payment required of him shall first be distributed to him from said proceeds, and thereafter each of such members shall be entitled to receive as his share of the distributable assets the same proportion thereof as the assigned capital value of his ownership contract bears to the total assigned capital value of the corporation, less any sums which the member may owe the corporation, including any arrearage of monthly or special assessments. Unless otherwise voted by the members, the directors then in office shall serve as trustees for the corporation and the members in the division of all distributable assets. Upon any such sale, dissolution or liquidation, as aforesaid, and receipt by the member of his share of the distributable assets, as aforesaid, the member shall surrender to the corporation his Co-operative Ownership Contract, together with all of his rights thereunder.

AMENDMENTS OF BY-LAWS

62. These By-Laws may only be altered, amended or added to at any duly called meeting of the members, *provided*, (1) that the notice of meeting shall contain a full statement of the proposed amendment, (2) that the quorum requirement for such purpose shall be a majority of all of the then resident members and (3) that no amendment, alteration or addition to these By-Laws shall be valid if its operation would be inconsistent with or adversely affect equity rights contained in ownership contracts.

JOINT OWNERSHIP

63. Any ownership contract may be owned by more than one owner, either jointly or as tenants in common, but in such event all of the owners of any such ownership contract shall be entitled collectively to only one vote. If the owners of any such ownership contract are unable to agree upon their vote upon any subject at any meeting, they shall lose their right to vote on such subject, but if all of the owners of any such ownership contract shall not be present at the meeting, either in person or by proxy, the vote of the one or ones so present shall be the vote of all of the owners.

64. In all cases where there are two or more owners of anyone ownership contract, and such multiple owners of their transferees cannot agree among themselves as to their respective rights to occupy the unit represented by such ownership contract, the board of directors shall have the right to terminate their respective occupancy rights, or to withhold the same in case of transferees, and to convert their status of membership from that of active to equity, regardless of the degree of relationship between such owners or transferees.

CONSTRUCTION

65. Wherever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean masculine or feminine, singular or plural, wherever the context so requires.

CERTIFICATE OF INCORPORATION
OF
Presidential Owners, Inc.

FIRST: The name of the Corporation is

PRESIDENTIAL OWNERS, INC.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street *in the City* of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business or objects or purposes to be transacted, promoted or carried on are:

a. To purchase, operate and manage a co-operative apartment housing project on a non-profit basis and in the interest and for the housing of its members and other lawful occupants, which said project shall permit such professional and limited commercial occupancy on the ground floor as may both be permitted by the Zoning Regulations of the District of Columbia, and", as well, approved by the Board of Directors of the Corporation.

b. In connection with such project, the Corporation shall either itself, or by or through a subsidiary corporation, or by contract, lease or otherwise, provide such community facilities, services and benefits as may be necessary or convenient for the welfare of its members and the usefulness of the project.

c. In furtherance of the foregoing purposes, the Corporation shall have power to purchase, lease, or otherwise acquire land, both improved and unimproved, to build, rebuild, repair, improve and manage any such property, and to do any and all other things necessary or convenient for the fulfillment of its purposes.

d. To enter into, make, perform and execute contracts, deeds, leases, and agreements of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

e. To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and assume promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage or deed of trust upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at that time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

f. To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in the State of Delaware and in the District of Columbia, and in any and all states in the United States of America; and to maintain offices and agencies in the State of Delaware, and in the District of Columbia, and in any and all states in the United States of America.

g. The foregoing objects and purposes, except when otherwise specifically expressed, shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this article or any other article of this certificate of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

h. The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Corporation Law of The State of Delaware, or by the laws of any other jurisdiction wherein the Corporation may do business, now or hereafter in force, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

FOURTH: a. This Corporation shall be organized without capital stock.

b. Membership in the Corporation shall be limited to owners of Co-operative Ownership Contracts to be issued by the Corporation in a standard form not inconsistent with the provisions of this charter and to be adopted by the first Board of Directors. A separate such ownership contract shall be issued for each apartment or ground floor unit, shall constitute a single membership, and shall entitle the holder or holders thereof to one vote in the management of the affairs of the Corporation.

c. Membership may be either "active" or "equity". Any natural person owning an ownership contract under which the owner is currently entitled to occupancy rights and any person, firm or corporation owning an ownership contract under which the owner is currently entitled to occupy a ground floor unit shall be deemed an active member and active membership shall carry with it full voting rights. Any person, firm or corporation owning an ownership contract without occupancy rights having been granted by the Board of Directors shall be deemed an equity member and equity membership shall carry with it the right to vote with active members on matters pertaining to any amendment to the certificate of incorporation or the Co-operative Ownership Contract, the sale or mortgage of corporate property, or the dissolution of the Corporation. No other voting rights are accorded equity members. Without regard to the provisions hereof, the initial owner of the Co-operative Ownership Contracts, whether a person, firm, or corporation, shall be deemed an active member, as hereinbefore defined, as to each such ownership contract, but, upon the transfer of any ownership contract by the initial owner, the active membership of the initial owner as to such transferred ownership contract shall cease.

d. Transfer of Co-operative Ownership Contracts shall be upon such terms and conditions as shall be contained in the by-laws not inconsistent with the terms of such contracts.

e. The standard form of Co-operative Ownership Contract, hereinbefore referred to, shall not be changed after its adoption by the Board of Directors, except by the affirmative vote of three-fourths of the entire membership of the Corporation at a meeting of the members duly called for such purpose, or when authorized by the consent in writing of three-fourths of said entire membership, provided further, however, that no such change, alteration or amendment shall be valid which shall adversely affect equity rights contained in said Co-operative Ownership Contracts unless approved unanimously by the entire membership, either by their consent in writing or by their affirmative vote at a meeting called for such purpose.

f. The capital value of the Corporation shall be One Million Sixty Thousand Dollars (\$1,060,000.00) and shall be allocated to the Co-operative Ownership Contracts representing the respective units as follows:

Ground Floor Unit No.	Capital Value	Ground Floor Unit No.	Capital Value
101	\$65,000.00	104	\$21,300.00
102	39,000.00	105	13,200.00
103	15,600.00	106	18,000.00
103 A	14,900.00		

Apt. No.	Capital Value	Apt. No.	Capital Value	Apt. No.	Capital Value
201	\$38,000.00	204	8,100.00	301	\$38,300.00
202	30,200.00	205	24,500.00	302	30,300.00
203	8,300.00	206	13,000.00	303	8,500.00
304	8,300.00	503	8,600.00	702	30,600.00
305	24,800.00	504	8,400.00	703	8,700.00
306	13,200.00	505	25,300.00	704	8,500.00
401	38,300.00	506	13,700.00	705	25,600.00
402	30,300.00	601	38,600.00	706	14,300.00
403	8,500.00	602	30,500.00	801	38,800.00
	Capital	Apt.	Capital	Apt.	Capital

Apt. No.	Value	No.	Value	No.	Value
405	25,000.00	604	8,400.00	803	8,700.00
406	13,400.00	605	25,500.00	804	8,500.00
501	43,600.00	606	14,000.00	805	25,600.00
502	25,500.00	701	38,800.00	806	14,300.00

The amount so assigned to each unit shall be deemed the assigned capitol value of the Co-operative Ownership Contract representing such unit, and said amount shall not hereafter be subject to change.

FIFTH: The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
R.F. Westover	Wilmington, Delaware
L.A. Schoonmaker	Wilmington, Delaware
A.D. Atwell	Wilmington, Delaware

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: (a) No member shall be personally liable for corporate debts to any extent whatsoever.

(b) Despite any references in this certificate of incorporation, in the by-laws, or in the Cooperative Ownership Contract assigning or allocating to individual Co-operative Ownership Contracts portions of the Corporation mortgage or deed of trust indebtedness, or providing for prepayment of such portions, for the purpose of internal arrangement between the members and the Corporation, the rights of all members in the Corporation, its property and assets, shall be expressly subject and subordinate to the initial mortgage or deed of trust to be placed by the Corporation on its land and premises to the extent of the entire obligation secured thereby and the terms, conditions, covenants and provisions thereof, including, without limitation, the whole indebtedness, interest thereon, and all other sums and obligations secured or to be secured thereby, subject and subordinate to any and all extensions, adjustments, renewals, replacements and refundings thereof, and likewise subject and subordinate to any other mortgage or deed of trust thereafter placed on said land and premises by the Corporation in accordance with the provisions of Article Ninth, paragraph numbered 3 hereof, hereinafter set forth.

EIGHTH: (a) The management of the affairs of the Corporation shall be conducted by its Board of Directors in accordance with provisions of its by-laws.

(b) The number of directors which shall constitute the whole Board of Directors shall be not less than three nor more than seven. The initial Board of Directors shall consist of the following persons:

Edmund J. Flynn
Edmund C. Flynn
Paul S. Clohan
Remsen B. Ogilby
Richard Huhn

each of whom shall serve until the first annual meeting of the members or until their respective successors are chosen and shall qualify. Until succeeded by directors elected at the first annual meeting of the members, directors need not be members of the Corporation. Thereafter, all directors shall be active members of the Corporation, or officers, or partners of active members owning ground floor units. If at any time prior to the first annual meeting of members, there shall be less than five directors in office, the Board of Directors then in office may appoint additional directors until there are a total of five directors in office. Such additional directors shall be appointed from among the active members, or officers, or partners of active members owning ground floor units and each such additional director shall serve until the first annual meeting of the members or until his or her respective successor is chosen and shall qualify. Within the limits above specified, the number of directors shall be determined by the members at the annual meeting. The directors shall be elected at the annual meeting of the members, and each director shall be elected to serve until the next annual meeting of the members and/or until his or her successor shall be elected and shall qualify.

The by-laws may also contain additional provisions relating to the Board of Directors of the of the Corporation, including, but not limited to the manner of their election, qualifications, term of office, powers and duties, conditions upon which they may be removed from office, manner of filling vacancies, and any other provision or provisions which may be desired and which are not in conflict with statute or this certificate of incorporation.

(d) The initial Board of Directors shall have the power and authority to make, adopt and amend the original by-laws of the Corporation; thereafter the power and authority to make or amend the by-laws shall vest exclusively in the membership on such terms as shall be expressly stated in the by-laws.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To create out of the funds of the Corporation a reserve or reserves for any proper purpose.
2. To borrow moneys for the purposes of the Corporation to the extent permitted by the by-laws, subject, however, to the limitation hereinafter expressed.
3. When and as authorized by the affirmative vote of three-fourths of the entire membership of the Corporation at a meeting of the members duly called for that purpose, or when authorized by the written consent of three-fourths of the entire membership, to sell, lease or exchange or mortgage, or otherwise encumber, all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such considerations as the Board of Directors shall deem expedient and for the best interests of the Corporation, provided, however, that the initial Board of Directors, without regard to the provisions of this section, shall be authorized to place the initial mortgage or deed of trust upon the property and assets of the Corporation, and provided further that the initial Board of Directors or succeeding boards of directors, without regard to the provision of this section, shall be authorized to make any subsequent extensions, adjustments or renewals of any such initial mortgage or deed of trust.
4. By resolution passed by a majority of the whole Board, to designate an executive committee to consist of three (3) or more of the directors of the Corporation, which, to the extent provided in said resolution or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

TENTH: Meetings of members may be held without the State of Delaware, if the by-laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors or by the by-laws of the Corporation.

Elections of directors need not be by ballot unless the by-laws so provide.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation, it being provided, however, that said reserved right to amend, alter, change or repeal may be exercised only with the approval of three-fourths of the entire membership obtained by written consent or at a meeting called for such purpose, and it being further provided, however, that this certificate of incorporation may not be amended, altered or changed in any respect which shall adversely affect equity rights contained in the Cooperative Ownership Contracts except by unanimous approval of the entire membership obtained by written/consent or at a meeting called for such purpose.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 30th day of November, A. D. 1959.

R. F. Westover

(SEAL)

L. A. Schoonmaker

(SEAL)

A. D. Atwell

(SEAL)

STATE OF DELAWARE SS:
COUNTY OF NEW CASTLE

BE IT REMEMBERED, that on this 30th day of November, A. D. 1959, personally came before me, a Notary Public for the State of Delaware, R. F. Westover, L. A. Schoonmaker and A. D. Atwell, ail of the parties to the foregoing certificate of incorporation, known to me personally to be such, , and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office fhe day and year aforesaid.

Howard K. Webb

Notary Public

Howard K. Webb

Notary Public

Appointed June 27, 1958

State of Delaware

Term Two Years

State of Delaware



Office of Secretary of State

I, George J. Schulz, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "PRESIDENTIAL OWNERS, INC.", as received and filed in this office the thirtieth day of November, A.D. 1959, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this thirtieth day of November in the year of our Lord one thousand nine hundred and fifty-nine.



George J. Schulz
Secretary of State
M. D. Tomlinson

Act'g. Secretary of State

FORM 120

REC'D FOR RECORD Nov 30 1959 JOSEPH A. BRADSHAW RECORDER