

ARTICLES OF INCORPORATION
OF
COMMUNITY ASSOCIATIONS INSTITUTE

TO: The Recorder of Deeds, D.C.
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-profit Corporation Act:

- FIRST: The name of the corporation is
Community Associations Institute.
- SECOND: The period of duration is perpetual.
- THIRD: The corporation is organized for the following educational and scientific purposes:
- a) To study principles and methods from which community associations can most effectively (1) create and conserve environmental quality in housing developments and multiple-use communities and (2) provide and operate common facilities and services.
 - b) To study the relationship which federal, state and local governments bear to community associations and foster the coordination of efforts and services.
 - c) To develop methods for use of the concept of the automatic-

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membership community association in new developments and communities, including lower-income families, and to protect and enhance the natural and human environment in order that all persons may have a decent home and community; and to provide for dissemination of these methods and guidance in their use.

- d) To develop methods for the use of the concept of the automatic-membership community association in older built-up areas of diversified ownership located in matured suburban locations and central cities in order to rehabilitate and conserve neighborhoods at affordable costs; and to provide for dissemination of these methods and guidance in their use.
- e) To develop other needed new knowledge and methods for effective and efficient creation, leadership and management of community associations and for the design, construction, financing, operation and maintenance of common facilities and services.
- f) To prepare and conduct seminars, courses and other educational activities; to encourage high standards in teaching in the field in other institutions; and to provide accreditation to community associations and related organizations and individuals.
- g) To collect, process and disseminate existing knowledge and methods regarding community associations, their facilities and their services.

- h) To provide advisory services regarding community associations.
- i) To own property for the use and support of the corporation and to receive gifts, bequests and pledges of property of any kind for the support and maintenance of the corporation.
- j) To do such other things as the Board of Trustees may deem necessary and proper for the accomplishment of these and other objectives tending to a better understanding of community associations, to community betterment, effective self-government, improved environment and quality of life.

FOURTH: The corporation shall have members.

FIFTH: The corporation is to be divided into four classes of members; the qualifications and rights of the members shall be provided in the bylaws.

SIXTH: The manner in which trustees shall be elected or appointed shall be provided in the bylaws.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution or liquidation, are:

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of the trustees or officers of the corporation, or any other person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This paragraph shall not apply (1) to making generally available the results of non-partisan analysis, study, or research to governmental organizations and personnel; (2) to appearing before or communicating with any governmental organization or personnel with respect to a possible decision of such organization or personnel which might affect the existence or tax deduction of contributions to the Institute, and (3) upon request of any government organization or personnel, to appearing before or communicating with such organization or personnel with respect to a possible decision of such organization or personnel which might affect community associations. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

- b) The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. In using its funds or other property, the corporation shall not be restricted to those uses which would be regarded as desirable or prudent by a person interested solely in profit and not interested in promoting the educational or scientific purposes for which the corporation is organized.
- c) Upon liquidation, dissolution, or winding up of the corporation, after all of its obligations have been paid, satisfied and discharged, or adequate provision has been made therefor, all of the assets of the corporation shall be distributed exclusively for such educational, charitable or scientific purposes as the trustee (or such other persons as may be in charge of liquidation) shall determine, including

the making of distributions to organizations which qualify as exempt organizations under section 501(c) of the Internal Revenue Code of 1954 as amended (or under corresponding provisions of any future United States Internal Revenue Law).

EIGHTH: The initial registered office of the corporation is 5320 39th Street, N. W., Washington, D. C. and the name of the initial registered agent is Byron R. Hanke.

NINTH: The number of trustees constituting the initial Board of Trustees of the corporation is five and the names and addresses, including street and number, if any, of the persons who are to serve as trustees until the first annual meeting of the members or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Lincoln C. Cummings	9505 Whetstone Drive Gaithersburg, Md. 20760
John J. Gunther	1696 31st Street, N. W. Washington, D. C. 20007
David P. Rhame	The Maurice River Company 821 Columbia Avenue Millville, New Jersey 08332
May Russell	The Irvine Company 550 Newport Center Dr. Newport Beach, Cal. 92663
David E. Stahl	3438 Blair Road Falls Church, Va. 22041

TENTH: The name and address, including street and number, of each incorporator is:

<u>Name</u>	<u>Address</u>
Herbert S. Colton	1707 L Street, N. W. Washington, D.C. 20036
Peter W. Segal	1707 L Street, N. W. Washington, D. C. 20036

Carol E. Neel

1707 L Street, N. W.
Washington, D.C. 20036

DATE: September 20, 1973

Herbert S. Colton
Herbert S. Colton

Peter W. Segal
Peter W. Segal

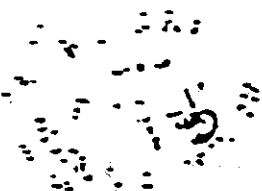
Carol E. Neel
Carol E. Neel

DISTRICT OF COLUMBIA, SS:

The undersigned, a Notary Public hereby certifies that on the 20th day of September, 1973, personally appeared before me, HERBERT S. COLTON, PETER W. SEGAL and CAROL E. NEEL, who signed the foregoing document as incorporators and acknowledged that the statements therein contained are true.

Sharon J. Burns
Notary Public

My Commission Expires: _____



ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
COMMUNITY ASSOCIATIONS INSTITUTE

TO: Department of Consumer and Regulatory Affairs
Washington, D.C. 20001

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

FIRST: The name of the corporation is: COMMUNITY ASSOCIATIONS INSTITUTE.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation in the manner prescribed by the District of Columbia Nonprofit Corporation Act:

ARTICLE SEVENTH is amended to read as follows:

Provisions for the regulation of the internal affairs of the corporation, including provisions for distribution or liquidation, are:

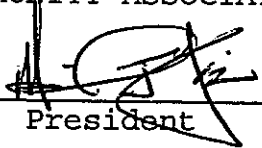
No part of the net earnings of the corporation shall inure to the benefit of any private individual. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c) (6) or Section 501(c) (3) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the corporation) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of members, which meeting was held on May 3, 1997, at which a quorum was present, and the amendment received at least two-thirds of the votes cast.

COMMUNITY ASSOCIATIONS INSTITUTE

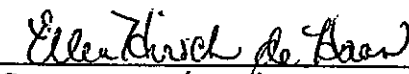
By



President

Date: 5-3-97

ATTEST:



Secretary/Assistant Secretary