

ARTICLES OF INCORPORATION

OF

THE CHESTERFIELD COOPERATIVE, INC.

THIS IS TO CERTIFY THAT:

FIRST: The name and mailing address of the sole incorporator is as follows: Louis J. Trotter, Jr., Suite 1100K, 1801 K Street, N.W., Washington, D.C. 20006.

SECOND: The name of the corporation (the "Corporation") is -

THE CHESTERFIELD COOPERATIVE, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) To acquire by purchase, lease, or otherwise the land and building or buildings erected or to be erected thereon, located at 3315 Wisconsin Avenue, N.W., Washington, D.C. (the "Premises"); to demolish the existing building or buildings; to erect a new building or buildings; to hold, operate, manage, sell or exchange and lease the same and the several parts and apartments in any building thereon, and in any replacement thereof or additions thereto; to do and transact all lawful business incident to, necessary and suitable or advisable for, or in any way connected with such purposes for which the Corporation is formed as set forth above. The primary purpose of this Corporation is to provide homes for its shareholders by leasing to them, under leases now commonly known as proprietary leases, apartments in the building or buildings on such Premises, and all the shareholders shall be entitled to proprietary leases solely by reason of their ownership of shares in the Corporation, entitling them to occupy for dwelling purposes apartments in the building or buildings.

(b) To acquire by purchase, lease, or otherwise, own and possess any other lands and premises and any interest or rights therein or thereto appertaining, with the buildings and improvements thereon erected to be used incidental and appurtenant to the Premises, and to improve, rebuild, manage and operate any such property or properties; to rent, lease and sub-lease apartments and garage spaces to its shareholders and to others upon such terms and for such periods as any individual might or could; to procure the necessary permits or licenses from municipal authorities for the operation of apartment houses; to do and perform every act required by law to be done and performed in the maintenance and operation of any type of apartment house; to maintain and operate the necessary conveniences, such as elevators, lighting and heating, as may be required in the proper operation of any apartment house; to mortgage or otherwise encumber its real property and improvements thereon and equipment thereof; to sell, exchange or otherwise transfer, convey or dispose of real estate, in whole or in part, or lease the same in whole or in part, for cash or by taking purchase money bonds, notes and mortgages in payment therefor or for valuable consideration of any character; to buy, sell and deal in bonds, notes

and loans secured by mortgages; and generally to deal with and act in relation to such real estate and any and every part thereof and to the fullest extent that a corporation organized under the General Corporation Law of Delaware is lawfully empowered to do.

(c) To acquire by purchase, lease or by way of a secured transaction or otherwise, any personal property necessary or proper or useful in or for the equipment, furnishing, improvement, development, operation or management of any such buildings and to trade and deal in any personal property beneficial to the Corporation, and to enter into security agreements in connection with, pledge, sell, rent or otherwise dispose of any personal property at any time owned or held by the Corporation.

(d) To purchase, acquire, hold and dispose of corporate shares or rights to subscribe thereto, bonds and other evidences of indebtedness of any corporation, domestic or foreign; to possess and exercise in respect thereto all the rights, powers and privileges of individual owners or holders thereof and to exercise any and all voting power thereon; to purchase, hold and reissue its own shares, insofar as permitted by law, and to purchase and hold its own bonds and notes and to take, acquire, hold or sell and dispose of bonds and notes and mortgages and assignments thereof.

(e) To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, security agreement or otherwise, without limit as to amount, and to secure the same by mortgage, security agreement or pledge of its property or otherwise.

(f) To compromise or settle any claims, debts, or causes of action asserted by or against the Corporation.

(g) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of, or as interested in any property or otherwise, with all the powers now or hereafter conferred by the laws of the State of Delaware upon corporations incorporated under the General Corporation Law.

(h) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. It is intended that each of the objects, purposes and powers hereinabove set out shall be regarded as independent objects, purposes and powers and that together with all the powers conferred by the laws of the State of Delaware this Corporation shall also have the power to carry on any other business which may be usual, useful, necessary or convenient in connection with or incidental to any of the business, objects and powers of the Corporation as above expressed.

FOURTH: The post office address of the initial registered office of the Corporation in the State of Delaware is 100 West Tenth Street, Wilmington, New Castle County, Delaware. The name of the registered agent at such address is The Corporation Trust Company.

FIFTH: (A) The Corporation shall have only one class of stock. The total amount of authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

(B) Shares shall be issued by the Corporation only in connection with the execution and delivery by a purchaser and the Corporation of a proprietary lease of an apartment unit or in connection with the execution and delivery by a tenant-stockholder and the Corporation of a proprietary lease of a garage space.

(C) The Board of Directors of the Corporation is hereby empowered to authorize and direct the issuance from time to time of shares of its stock, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Articles of Incorporation and the By-Laws of the Corporation or otherwise required by law.

(D) No holder of stock of this Corporation shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, whether now or hereafter authorized or whether issued for money, for a consideration other than money, or by way of dividend.

SIXTH: (A) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, incurred by or imposed upon him in connection with any proceeding in which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the Corporation, or any settlement thereof, whether or not he is a director, officer, or employee at the time such expenses and liabilities accrue, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

(B) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the Corporation who is also a director or officer or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested or a member of a firm so interested.

