

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

283356



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AUTHORITY** is hereby issued to:

HOPEFINDERS INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **21st** day of **November, 2008**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

Reset Form

Print Form

District of Columbia Government

Corporations Division

PO Box 92300

Washington DC 20090

DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS

Application for Certificate of Authority for Foreign Non-Profit Corporation

Use this form to register your foreign nonprofit corporation.

ENTITY TYPE	FILING FEE
Foreign Non-Profit Corporation	\$70, payable to D.C. Treasury

Under the provisions of the Non-Profit Corporation Act, DC Official Code (DCOC) Title 29 Chapter 3, the corporation listed below hereby applies for a Certificate of Authority to transact business in the District of Columbia, and for that purpose submits the statement below.

1. Entity Name Hopefinders Inc	
2. Incorporated under the laws of which state or country Maryland	3. Date of Incorporation May 6, 2005
4. Term of Existence Perpetual	5. Date commenced or will commence transacting business in the District of Columbia: (If you started business before you registered, you must file a 2-year report and pay applicable fees.) January 2, 2009
6. Address of the corporation in the state where it is incorporated. (If the principal address is outside the state of incorporation, give the RA in the state of incorporation.) 8908 Branchview Drive, Fort Washington MD, 20744	7. Name of Registered Agent and address of registered office in District Columbia: (Attach form RA-1 for RA's consent to this application.) June Spence, 62 U street, NW Washington DC, 20001


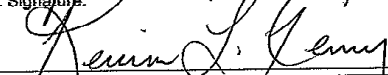
8. Briefly describe the specific proposed activity the corporation will transact in the District of Columbia. "General purpose" is not an description. Attach sheet if needed.
To provide a myriad of comprehensive wrap around services to address the cycle of homelessness, job readiness, co-occurring; disorders, housing to include transitional, correctional, assisted living for the elderly, and Hiv/Aids supportive housing services.

9. List all corporation directors and officers (attach list if needed)

TITLE	NAME	ADDRESS
President	Mark A. Spence	917 Jennings Mill Drive, Bowie MD, 20721
Vice President	Louis J. Young	13108 Marigold Lane, Silver Spring MD 20906
Treasurer	Michael A. Warren	7820 King Arthur Court, White plains MD, 20695
Secretary	Kevin L. Henry	8908 Branchview Drive, Fort Washington, MD 20744

10. Attach your Certified Copy of Articles of Incorporation and any Amendments, from the State/Country of Incorporation. The attachments must have state certification dates within the last 6 months; and if originally not English, be translated into English by a government-agency-certified translator. Good standing certificates or certificates of status or existence are not sufficient.

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

11. Select the corporate officer executing this form President <input checked="" type="checkbox"/> Vice-President <input type="checkbox"/>	12. Signature: 
13. Select corporate officer executing this form Secretary <input checked="" type="checkbox"/> Assistant Secretary <input type="checkbox"/>	14. Signature: 

For overnight delivery send to:
Corporate Bank of America
Attention: DC Government
Wholesale Lockbox #92300
Mail Code MD4-301-18-04
225 North Calvert Street - 18th floor
Baltimore, Maryland 21202

FILE COPY
11/21/08

Please check dcra.dc.gov to view organizations required to register, to search business names, to get step-by-step guidelines to register an organization, to search registered organizations, and to download forms and documents. Just click on "Corporate Registrations."

ARTICLES OF INCORPORATION FOR A NON-STOCK CORPORATION

HOPEFINDERS, INC.

THIS IS TO CERTIFY THAT:

FIRST: We, the undersigned, MARK A. SPENCE, whose address is 1206 Clover Street, Accokeek, Maryland 20607; MICHAEL A. WARREN, 7870 King Arthur Court, White Plains, Maryland 20695; KEVIN L. HENRY, 8908 Branchview Drive, Fort Washington, Maryland 20744; and LEWIS J. YOUNG, JR., 13108 Marigold Lane, Silver Spring, Maryland 20906; all being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Hopefinders, Inc.

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

The Corporation is organized and shall be operated exclusively as a non-stock corporation for charitable, scientific, and educational purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (the "I.R.C.") and the regulations thereunder, as they now exist or may hereafter be amended. Pursuant thereto, and with the above limitation, the general purpose for which the Corporation is formed is to provide, maintain and promote facilities for housing and for the provision of services and assistance for persons suffering from mental or physical illness, alcohol or substance abuse, infirmity due to age, poor health or disability, and/or persons involved in the criminal justice system.

In furtherance of the general purposes aforesaid and subject to the limitation aforesaid, the Corporation shall have the following specific purposes and powers:

- (1) To accept, acquire, receive, take and hold by bequest, devise, gift, grant purchase, exchange, lease, transfer or otherwise, any property, real or personal, tangible or intangible;
- (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any property, both real and personal, tangible or intangible, as the purposes of the Corporation may require;
- (3) To make contracts, incur liabilities and borrow money, to issue bonds, notes or other obligations and secure the same by mortgage or deed of trust of all or any part of the property and income of the Corporation;

~~STATE OF MARYLAND~~

I hereby certify that this is a true and complete copy of the 5 page document on file in this office. DATED: 5/16/05

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Ann Custis, Custodian

This stamp replaces our previous certification system. Effective: 6/05

- (4) To have and exercise any and all powers conferred upon corporations of similar character by the General Laws of the State of Maryland, to the extent necessary or desirable for the accomplishment of the aforesaid purposes and to the extent they are not inconsistent with the object and purpose of the Corporation to be a non-profit corporation exempt from income tax under Section 501(c) (3) of the I.R.C., or corresponding section of any future federal tax code.

FOURTH: The street address and the principal office of the Corporation in Maryland is 1206 Clover Street, Accokeek, Maryland 20607.

FIFTH: The name of the resident agent of the Corporation in Maryland is MARK A. SPENCE, whose address 1206 Clover Street, Accokeek, Maryland 20607. The Resident Agent is a citizen of and resides in the State of Maryland.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The Corporation shall have a Board of Directors consisting of four (4) directors unless the number is changed in accordance with the Bylaws of the Corporation, but shall never be less than the minimum number required by Maryland General Corporation Law. The directors holding office from time to time shall constitute the members of the Corporation. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

- Mark A. Spence
- Michael A. Warren
- Kevin L. Henry
- Lewis J. Young, Jr.

EIGHTH: To the maximum extent that Maryland law (in effect from time to time) permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article Eight, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: Notwithstanding any other provision of these Articles, the following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and its Board of Directors:

- (1) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation. No member, trustee, director

or officer of the Corporation, or any private person shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation

- (2) Except as provided and permitted under Sections 501(h) and 4911 of the I.R.C., as amended from time to time, 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 publication and distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- (3) The Corporation shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxes under Section 501(c) (3) of the I.R.C. or as a corporation, contributions to which are deductible under Section 170(c) (2) of the I.R.C., as those respective sections may be amended from time to time.
- (4) Upon the dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation pursuant to a plan of distribution adopted by the Board to any organization or organizations exempt from federal income taxation under Section 501(c)(3) of the I.R.C. and described in Section 509(a) (1), (2) or (3) of the I.R.C. (or corresponding section(s) of any future federal tax code), or to the federal government or to a state or local government for public purpose (collectively an "Exempt Organization"). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes specified in such plan of distribution (or if there is no plan of distribution, for purposes similar or analogous to the purposes described in Article Third hereof), or to an Exempt Organization or organizations, as determined by the Court, which are organized and operated for such purposes.

TENTH: The Corporation shall have perpetual existence.

ELEVENTH: Except as otherwise herein prohibited, the Corporation reserves the right to make, from time to time, any amendments to these Articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, on this 3rd day of May, 2005.

Incorporators:

Mark A Spence
Mark A. Spence

Michael A. Warren
Michael A. Warren

Kevin L. Henry
Kevin L. Henry

Lewis J. Young, Jr.
Lewis J. Young, Jr.

I HEREBY CONSENT to my designation in this document as a resident agent for this corporation.

Signature of Resident Agent Listed in Article FIFTH:

Mark A Spence
Mark A. Spence

Filing Party's Return Address:

1206 Clover Street, Accokeek, Maryland 20607