

BYLAWS
OF
DUPONT CIRCLE VILLAGE PROJECT, INC.

Adopted: October 7, 2008

ARTICLE I.
OFFICES

Section 1. Name; Office. The name of this corporation is Dupont Circle Village, Inc. (the "Corporation"). The registered office of the Corporation shall be Dupont Circle Village, Dupont Circle Community Resource Center, 9 Dupont Circle, Washington, DC 20036.

Section 2. Additional Offices. The Corporation may also have offices at such other places, both within and without the District of Columbia, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II.
PURPOSES

The purposes of the Corporation shall be those set forth in Article THIRD of the Articles of Incorporation.

ARTICLE III.
MEMBERSHIP

The Corporation *shall have no members*. Any action which otherwise would require either approval by a majority of the members or approval by the members of the Corporation shall require approval only by the Board of Directors, including, without limitation, the right to elect directors.

ARTICLE IV.
DIRECTORS

Section 1. General Powers; Number; Tenure. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts and things for and on behalf of the Corporation. The number of directors shall be three (3), but the number of directors may be increased or decreased pursuant to the following provisions, but shall never be less than three (3). A majority of the entire Board of Directors may, at any time and from time to time, increase or decrease the number of directors of the Corporation as set forth in the Articles of Incorporation, subject to the foregoing limitation. The tenure of office of a director shall not be affected by any decrease in the number of directors so made by the Board. The directors shall be elected at the annual meeting of the Board of Directors, and each director elected shall hold office until the next succeeding annual meeting or until his successor is elected and shall qualify. Directors need not be residents of the District of Columbia or the Dupont Circle Neighborhood.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may, unless otherwise provided in these Bylaws, be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum. Any vacancy occurring by reason of an increase in the number of directors may, unless otherwise provided in these Bylaws, be filled by action of a majority of the directors constituting the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall be elected to hold office until the next annual meeting of the Board of Directors or until his successor is elected and shall qualify. If there are no directors in office, any officer may call a special meeting of the officers of the Corporation in accordance with such applicable provisions of these Bylaws relating to a special meeting of the Board of Directors, at which meeting such vacancies shall be filled by a majority of such officers.

Section 3. Removal; Resignation.

(a) Except as otherwise provided by law or the Articles of Incorporation, at any meeting of the Board of Directors, duly called and at which a quorum is present, the Board of Directors may, by the affirmative vote of a majority of the Board of Directors, remove any director or directors from office with or without cause and may elect a successor or successors to fill any resulting vacancy or vacancies for the unexpired terms of any removed director or directors.

(b) Any director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 4. Place of Meetings. The Board of Directors may hold meetings, annual, regular or special, either within or without the District of Columbia.

Section 5. Annual Meeting.

(a) Annual meetings of the Board of Directors, commencing with the year 2009, shall be held in the month of September; or at such other date and time as shall be designated by the Board of Directors and stated in the notice of the meeting. Written notice of the annual meeting, stating the place, date and time thereof, shall be given to each director not less than 10 days prior to the meeting.

(b) The annual meeting of the Board of Directors shall be held for the purpose of electing the directors and the officers, and all other business as may properly come before the Board of Directors. No notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present.

Section 6. Regular Meetings. Additional regular meetings of the Board of Directors may be held without notice, at such time and place as may from time to time be determined by the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, or the President on at least 2 days' notice to each director, if such notice is delivered personally or sent by email, or on at least 3 days' notice, if sent by mail. Except as otherwise provided by law, the Articles of Incorporation or Article VI of these Bylaws, any such notice need not state the purpose or purposes of such meeting.

Section 8. Quorum; Adjournments. At all meetings of the Board of Directors, a majority of the number of directors then in office shall 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 law or the Articles of Incorporation. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Compensation. Directors shall not be entitled to compensation for their services as Directors of the Corporation, provided however, that Directors may receive reimbursement from the Corporation for any expenses incurred that are reasonable and necessary to carry out their duties as Directors of the Corporation.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors, and such written consent is filed with the minutes of the proceedings of the Board of Directors.

Section 11. Meetings by Telephone or Similar Communications. The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all directors participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE V. COMMITTEES

Section 1. Executive Committee. The Board of Directors may appoint an Executive Committee consisting of not less than 5 directors, one of whom shall be designated as Chairman of the Executive Committee. Each member of the Executive Committee shall continue as a member thereof until the expiration of his or her term as a director, or his or her earlier resignation as a member or as a director, unless sooner removed as a member or as a director.

Section 2. Powers. The Executive Committee shall have and may exercise those rights, powers and authority of the Board of Directors as may from time to time be granted to it by the Board of Directors (except to amend these Bylaws or any other matters which by law or these Bylaws requires approval of the Board of Directors or of a majority thereof) and may authorize the seal of the Corporation to be affixed to all papers which may require the same.

Section 3. Procedure; Meetings. The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or as the members of the Executive Committee shall provide. The Executive Committee

shall keep regular minutes of its meetings and deliver such minutes to the Board of Directors. The Chairman of the Executive Committee, or, in his or her absence, a member of the Executive Committee chosen by a majority of the members present, shall preside at meetings of the Executive Committee, and another member thereof chosen by the Executive Committee shall act as Secretary of the Executive Committee.

Section 4. Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of the Executive Committee. In the absence of any member of the Executive Committee, the members thereof present at any meeting, whether or not they constitute a quorum, may appoint a member of the Board of Directors to act in the place of such absent member.

Section 5. Other Committees. The Board of Directors, by resolutions adopted by a majority of the whole Board, may appoint such other committee or committees, consisting of not less than 1 director, as it shall deem advisable and impose upon such committee or committees such functions and duties, and grant such rights, powers and authority, as the Board of Directors shall prescribe (except to amend these Bylaws or any other matters which by law or these Bylaws requires approval of the Board of Directors or of a majority thereof).

Section 6. Vacancies; Changes; Discharge. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

Section 7. Compensation. Members of any committee shall not be entitled to compensation for their services as members of such committee and shall be entitled to reimbursement of expenses from the Corporation for personal services and expenses that are reasonable and necessary to carry out the exempt purpose of the Corporation.

Section 8. Action by Consent. Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the committee, and such written consent is filed with the minutes of its proceedings.

Section 9. Meetings by Telephone or Similar Communications. The members of any committee which is designated by the Board of Directors may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all members participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE VI. NOTICES

Section 1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director, it shall not be construed to mean exclusively personal notice unless otherwise specifically provided, but such notice may be given in writing, by mail, addressed to such director, at his or her post office

address as it appears on the records of the Corporation, with postage thereon prepaid. Any such notice shall be deemed to have been given at the time it is deposited in the United States mail. Notice to a director may also be given personally or electronically sent to his or her email address as it appears on the records of the Corporation.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be conclusively deemed to be equivalent to such notice. In addition, any director who attends a meeting of the Board of Directors, without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE VII. OFFICERS

Section 1. Designations. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, a Vice President or Vice Presidents, one or more Assistant Secretaries and/or Assistant Treasurers and such other officers and/or agents as it shall deem necessary or appropriate. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any number of offices (except those of President and Secretary) may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide, but no person shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two or more officers.

Section 2. Term of Office; Removal. The Board of Directors, at its annual meeting, shall choose a President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, a Vice President or Vice Presidents, one or more Assistant Secretaries and/or Assistant Treasurers, and such other officers and agents as it shall deem necessary or appropriate. The officers of the Corporation shall hold office until their successors are chosen and shall qualify. 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 directors then in office when, in their judgment, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. Compensation. Officers may not receive compensation from the Corporation for their services as officers. Officers shall be entitled to receive from the Corporation reimbursement for any expenses incurred that are reasonable and necessary in performing services for the Corporation in their capacity as Officers of the Corporation.

Section 4. The Chairman of the Board. The Chairman of the Board (if the Board of Directors so deems advisable and selects one) shall be an officer of the Corporation and, subject

to the direction of the Board of Directors, shall perform such executive, supervisory and management functions and duties as may be assigned to him from time to time by the Board. He shall, if present, preside at all meetings of the Board of Directors.

Section 5. The President.

(a) The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation and general supervision over its other officers and agents. In general, he shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. In addition to and not in limitation of the foregoing, the President shall be empowered to authorize any change of the registered office or registered agent (or both) of the Corporation in the District of Columbia.

(b) Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of security holders of other corporations in which the Corporation may hold securities. At such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board of Directors may from time to time confer like powers and authority upon any other person or persons.

Section 6. The Vice Presidents. The Vice President, if any (or in the event there be more than one, the Vice Presidents in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his or her disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 7. The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the Executive Committee or other committees, if required. He or she shall give, or cause to be given, notice of annual and special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President, under whose supervision he or she shall act. He or she shall have custody of the seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his or her signature.

Section 8. The Assistant Secretary. The Assistant Secretary, if any (or, in the event there be more than one, the Assistant Secretaries in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the Secretary or in the event of his or her disability, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, the President and the Board of Directors, at regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 10. The Assistant Treasurer. The Assistant Treasurer, if any (or in the event there shall be more than one, the Assistant Treasurers in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the Treasurer or in the event of his or her disability, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

ARTICLE VIII. INDEMNIFICATION OF CERTAIN PERSONS

Section 1. General The Corporation shall indemnify: (i) any individual who is a present or former Director or officer of the Corporation; or (ii) any individual who serves or has served in another Corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the District of Columbia Nonprofit Corporation Act (D.C. Code, Title 29, Chapter 3). The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2. Advancement of Expenses. Reasonable expenses incurred by a Director or officer who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation, upon the approval of the Board, in advance of the final disposition of the proceeding upon receipt by the Corporation of: (i) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (ii) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. Exclusivity The rights of indemnification and advancement of expenses provided by the Charter or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation,

and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Charter or these Bylaws shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Section 3 shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Section 3, or any provision hereof, is in force.

Section 4. Chapter 42 Taxes. Notwithstanding the foregoing provisions of this Article VIII, the Corporation shall not indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "IRC"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the IRC, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the IRC.

ARTICLE IX.

AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

Section 1. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a material financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to his/her relationship or interest and as to the contract or transactions are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof, or the stockholders.

Section 2. Determining Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes any contract or transaction specified in Section 1 of Article X.

Section 3. Self-Dealing. Notwithstanding the provisions of this Article X, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the IRC, then, during such time, no contract or transaction shall be entered into by a director or officer of the Corporation, if the same would constitute an act of self-dealing or willful misconduct by such director or officer of the Corporation.

ARTICLE X. INVESTMENTS

Section 1. Reinvestment. The Corporation shall have the right to hold, manage, invest and reinvest the property received by it, in the discretion of the Board of Directors and without being restricted to the class of investments which any director is or may be permitted by law to make; provided, however, that no action may be taken by or on behalf of the Corporation if such action would result in the denial of the Corporation's income tax exemption under Section 501(c) of the IRC (as defined in Section 4 of Article VIII).

Section 2. Commingling. Upon receipt of any property, the Board of Directors may, subject to any limitations, conditions or requirements affecting the use of any property so received, add such property to or commingle such property with any other assets of the Corporation or hold such property as a separate fund if, in the sole discretion of the Board of Directors, such segregation is in the best interests of the Corporation.

ARTICLE XI. CONFLICTS OF INTEREST

The Board of Directors shall adopt and maintain in effect at all times a conflict of interest policy providing for full disclosure in the event a Director, officer, key employee or committee member has an interest in a contract or other transaction with the Corporation and procedures for ensuring that any person having a conflict of interest shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Persons found to have a conflict of interest may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. .

ARTICLE XII. GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors.

Section 2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal" and "District of Columbia".

Section 3. Invalid or Unenforceable Provisions. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions hereof, and these

Bylaws shall be construed in all respects as if such invalid or unenforceable provision were omitted.

Section 4. Applicable Law. These Bylaws will be governed and construed according to the laws of the District of Columbia.

Section 5. Gender and Number. Whenever the context of these Bylaws requires, the masculine gender includes the feminine and neuter, and vice versa, and the singular number includes the plural and vice versa.

ARTICLE XIII. AMENDMENTS

The Board of Directors shall have the power to make, alter, amend and repeal these Bylaws, and to adopt new bylaws, by an affirmative vote of a majority of the entire Board of Directors, provided that notice of the proposal to make, alter, amend or repeal these Bylaws, or to adopt new bylaws, was included in the notice of the meeting of the Board of Directors at which such action takes place.

SECRETARY'S CERTIFICATE

I, APRIL B. WILSON, Secretary of Dupont Circle Village, INC. (the "Corporation"), a District of Columbia nonprofit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted by the Board of Directors of the Corporation on 7 October, 2008.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the Corporation this 14th, of November, 2008

April B. Wilson
Dupont Circle Village, Secretary

[Corporate Seal]

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