CONSENT IN LIEU OF ORGANIZATIONAL MEETING
OF THE DIRECTORS OF
THE PATRICIA S. FELDMAN FUND

Pursuant to Section 29.301-33 of the District of Columbia Nonprofit Corporation Act, the undersigned, being all of the directors of The Patricia S. Feldman Fund, a District of Columbia non-profit corporation (the "Corporation"), by this writing, do hereby consent to, take and adopt the following resolutions and actions:

RESOLVED, that the Articles of Incorporation, appended hereto as **Attachment 1,** and the Bylaws, appended hereto as **Attachment 2,** be, and hereby are, adopted as the Articles of Incorporation and the Bylaws of the Corporation, respectively.

RESOLVED, that the initial number of directors of the Corporation shall be three (3).

RESOLVED, that the fiscal year of the Corporation shall commence on January 1 and end on December 31.

RESOLVED, that the President is authorized and empowered to establish such bank accounts for and on behalf of the Corporation as may be necessary, appropriate or convenient for the deposit and withdrawal of corporate funds, and to execute and deliver appropriate forms of banking resolutions to carry into effect the foregoing general authorization.

RESOLVED, that all actions taken by officers, directors and representatives of the Corporation prior to these minutes in furtherance of the business of the Corporation be, and hereby are, ratified and approved.

RESOLVED, that the officers of the Corporation are authorized, empowered, and directed to take any additional necessary or appropriate actions to complete the organization of the Corporation and commence business operations of the Corporation.

RESOLVED, that the following persons are appointed as officers of the Corporation to serve until their successors have been duly elected and qualified or until their earlier resignation or removal:

NAME	**OFFICE**
_____	President
_____	Vice President
_____	Secretary
_____	Treasurer

RESOLVED, that the officers of the Corporation are authorized to obtain for the Corporation, its officers, directors, employees, and agents such policies of insurance as they deem necessary or desirable.

ZONING COMMISSION
District of Columbia
Case 03-24
Exhibit 33
ZONING COMMISSION
District of Columbia
CASE NO.03-24
EXHIBIT NO.33

This Written Consent, which may be executed in counterparts, is signed and acknowledged by the undersigned, being all of the directors of the Corporation, as of _____, 2003.

DIRECTORS

_____

Heidi Li Feldman

_____

Sandra Perlmutter

_____

ATTACHMENT 1

(Articles of Incorporation)

ARTICLES OF INCORPORATION
OF
THE PATRICIA S. FELDMAN FUND

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

We, the undersigned, natural persons of the age of eighteen (18) years or more, acting as incorporators of a nonprofit, nonstock corporation under Title 29, Chapter 3 of the District of Columbia Code (the "District of Columbia Nonprofit Corporation Act"), adopt the following Articles of Incorporation for such corporation.

ONE: The name of the corporation (which is hereinafter called the "Corporation") is **THE PATRICIA S. FELDMAN FUND**.

TWO: The period of its duration will be until its funds have been distributed pursuant to the purposes set forth in Article Three hereof, or until December 31, 2004, whichever first occurs.

THREE: The Corporation is authorized to (a) financially assist worthy public benefit projects, and civic and educational programs, within the boundaries of Advisory Neighborhood Commission 2D, and (b) have and exercise any and all purposes, powers or privileges now or hereafter conferred by the laws of the District of Columbia upon corporations formed under the District of Columbia Nonprofit Corporation Act, as amended from time to time, but only to the extent that the exercise of such purposes, powers and privileges is in furtherance of the Corporation's purpose set forth in this Article Three.

FOUR: The Corporation shall not have members.

FIVE: The composition and election of the Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

SIX: Except as otherwise provided in these Articles of Incorporation, provisions for the regulation of the internal affairs of the Corporation shall be determined and fixed by the Bylaws of the Corporation, as amended from time to time.

SEVEN: The Corporation is not organized for profit, and it shall have no capital stock and shall not be authorized to issue capital stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be empowered to make payments and distributions in furtherance of the nonprofit purposes of the Corporation set forth in Article Three hereof.

EIGHT: Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, to the extent not previously distributed pursuant to Article Three hereof,

remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to the DC Housing Production Trust Fund, which was established pursuant to DC Official Code Section 42-2802 et seq. (2001), to be used in accordance with the purposes and goals of that entity.

NINE: The address of the initial registered office of the Corporation, and the name of its registered agent at such address, who is a resident of the District of Columbia, are:

Heidi Li Feldman
2118 Bancroft Street, N.W.
Washington, D.C. 20008

TEN: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as Directors until their successors are elected and shall qualify are:

Heidi L. Feldman
2118 Bancroft Street, N.W.
Washington, D.C. 20008

Sandra Perlmutter
2153 California Street, N.W., #502
Washington, D.C. 20008

_____
_____
_____

ELEVEN: The names and addresses of each incorporator are:

Christopher H. Collins
2099 Pennsylvania Ave., NW
Suite 100
Washington, D.C. 20006-6801

Robert L. Gorham
2099 Pennsylvania Ave., NW
Suite 100
Washington, D.C. 20006-6801

Joseph B. Whitebread, Jr.
2099 Pennsylvania Ave., NW
Suite 100
Washington, D.C. 20006-6801

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the _____ day of _____, 2003 and acknowledge the same to be their act and deed.

INCORPORATORS:

_____
Christopher H. Collins

_____
Robert L. Gorham

_____
Joseph B. Whitebread, Jr.

DISTRICT OF COLUMBIA, ss:

I, _____, a Notary Public in the aforesaid jurisdiction, hereby certify that on the _____ day of _____, 2003, personally appeared before me Christopher H. Collins, Robert L. Gorham and Joseph B. Whitebread, Jr., who signed the foregoing Articles of Incorporation as incorporators, and who verified that the statements therein contained are true.

_____
Notary Public

My Commission expires: _____.

NOTARIAL SEAL

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ATTACHMENT 2

(Bylaws)

1222758_v1

BYLAWS
OF
THE PATRICIA S. FELDMAN FUND

ARTICLE I

OFFICES

THE PATRICIA S. FELDMAN FUND (hereinafter the "Corporation") may have such office(s) at such place(s), within the District of Columbia, as the Board of Directors from time to time determines or as the activities of the Corporation from time to time require.

ARTICLE II

CORPORATE PURPOSES

Section 1. Nonprofit Organization.

(a) (i) The Corporation is organized to financially assist worthy public benefit projects and programs within the boundaries of Advisory Neighborhood Commission 2D ("ANC 2D") in conjunction with the approval by the D.C. Zoning Commission of Application No. 03-24. In order to be considered for funding, a proposed public benefit project or activity must be one that is consistent with the list of public benefit standards and criteria set forth in Sections 2403.9 and 2403.13 of the D.C. Zoning Regulations, except that the project or activity must be located within the boundaries of ANC 2D. The public benefit funds shall be used to assist worthy public space projects, and civic and educational programs, to be undertaken within the boundaries of ANC 2D. Public space projects shall be those intended to enhance the landscape or streetscape or particular features thereof, or otherwise improve or provide opportunities for enjoyment of the public space to be enhanced. Such project shall not include any building or part thereof, or any public space, which is located between the sidewalk and the property line of a private property. Appropriate civic or educational programs shall be those that provide a civic or educational benefit for the citizens of ANC 2D, and which are undertaken by an educational, cultural or other like institution, and held within the boundaries of ANC 2D. The ANC Commissioners of ANC 2D will review the projects that are submitted to them by the Corporation by a date certain, to be determined by the ANC 2D, and will make one or more recommendations of worthy recipients to the Corporation.

(ii) If ANC 2D either does not make a recommendation to the Corporation by October 31, 2004, or if the recommendation or recommendations of ANC 2D do not, in the sole opinion of the Corporation, meet the standards and criteria of Sections 2403.9 and 2403.13 of the D.C. Zoning Regulations, then the Corporation shall donate $90,000.00 (or such funds as it then has remaining) to the D.C. Housing Production Trust Fund, which was established pursuant to D.C. Official Code Section 42-2802 et. seq. (2001), to be used in accordance with the purposes and goals

of that entity. The existence of the Corporation will terminate after delivery of the funds as outlined above, which delivery must occur not later than December 31, 2004.

(b) The Corporation is further authorized to have and exercise any and all purposes, powers or privileges now or hereafter conferred by the laws of the District of Columbia upon corporations formed under the District of Columbia Nonprofit Corporation Act, as amended from time to time, but only to the extent that the exercise of such purposes, powers and privileges is in furtherance of the Corporation's purposes set forth in Section 1(a) of the Article II.

(c) The Corporation is not organized for profit, and it shall have no capital stock and shall not be authorized to issue capital stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be empowered to make payments and distributions in furtherance of the nonprofit purposes of the Corporation set forth in Section 1(a) hereof.

ARTICLE III

MEMBERSHIP

Section 1. No Members. The Corporation shall not have members.

ARTICLE IV

DIRECTORS

Section 1. General Powers; Number; Tenure.

(a) The business and affairs of the Corporation shall be managed under the direction of its Board of Directors (herein sometimes also referred to as the "Board"), which may exercise all powers of the Corporation and perform or authorize the performance of all lawful acts and things. The number of directors of the Corporation shall be three (3).

(b) The Board of Directors shall be comprised of a Manager of Kalorama DC Group LLC, a District of Columbia limited liability company, an officer of ANC 2D and an at-large member who resides within the ANC 2D area (the "At-Large Director"), who shall be appointed, by majority vote, by the other members of the Board of Directors. The At-Large Director shall not be a member of any organization or group that is likely to submit a request for funding. No director of the Board shall be eligible to vote on a request for funding that is submitted by a group of which that director is a member.

Section 2. Vacancies. Any vacancy occurring in any directorship for any reason may be

filled in the same manner and by the same procedure set forth in Section 1(b) of this Article IV for director appointments, subject to the requirements of Section 1(a) of this Article IV. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. The director who is a Manager of Kalorama DC Group LLC ("KDCG") and the director who is an officer of ANC 2D shall each serve as a director of the Corporation as long as he or she is also acting in the aforementioned capacities. The At-Large Director shall serve for a period of two (2) years or until such time as the Corporation is terminated, whichever first occurs.

Section 3. Removal; Resignation.

(a) Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, any director serving as the At-Large Director may be removed, with or without cause, by a vote of a majority of the other members of the Board of Directors. To the extent that (i) the officer of the ANC 2D or (ii) the Manager of KDCG changes in the future, a person then serving as an officer or as such Manager, as applicable, shall automatically be a director of the Corporation, and the person who ceased serving as an officer of the ANC 2D or as the Manager of KDCG, as applicable, shall automatically be deemed as having resigned as a Director of the Corporation, both effective as of the date of appointment of the new Chairperson by ANC 2D or as of the date of appointment of the new Manager of DCKG, as applicable.

(b) Any director may resign at any time by giving written notice to the Board, the President, any Vice 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. A resignation need not be accepted in order for it to be effective.

Section 4. Place of Meetings. The Board of Directors may hold both regular and special meetings, within the District of Columbia, at such place as the Board from time to time deems advisable.

Section 5. Annual Meeting. The annual meeting of each newly appointed Board of Directors shall be held as soon as is practicable following the meeting of the predecessor Board at which such directors are appointed to serve as such.

Section 6. Regular Meetings. Additional regular meetings of the Board of Directors may be held at such time and place as from time to time may be determined by the Chairman of the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any Vice President or by a majority of the directors upon two (2) days' notice to each director if such notice is delivered personally or sent by telegram, facsimile, or electronically or upon five (5) days' notice if sent by mail.

Section 8. Quorum; Voting. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at each and every meeting of the Board of Directors, and the act of a majority of the directors present at any meeting at which a quorum is

present shall be the act of the Board of Directors, except as may otherwise specifically be provided by law, the Articles of Incorporation, or these Bylaws, including, without limitation, Section 11 of this Article IV. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum is present.

Section 9. Action by Consent. Subject to Section 11 of this Article IV, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting and without prior notice if a written consent in lieu of such meeting, which consent sets forth the action so taken, is signed either before or after such action by all directors.

Section 10. Meetings by Telephone or Similar Communications Equipment. The Board of Directors may participate in meetings by means of conference telephone or similar communications equipment, whereby all directors participating in the meeting can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such director at such meeting. A written record shall be made of all actions taken at any meeting conducted by means of a conference telephone or similar communications equipment.

Section 11. Fiscal Matters. Notwithstanding anything to the contrary in the District of Columbia Nonprofit Corporation Act or other relevant law, the Articles of Incorporation or these Bylaws, including, without limitation, this Article IV, the Corporation's expenditure of funds shall be subject to the procedures and approvals set forth in Zoning Commission Case No. 03-24.

ARTICLE V

OFFICERS

Section 1. Positions. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also choose one or more Assistant Vice Presidents, Assistant Secretaries and/or Assistant Treasurers and such other officers and/or agents as the Board may, from time to time, deem necessary or appropriate. All officers of the Corporation shall exercise such powers and perform such duties as from time to time shall be determined by the Board of Directors. Any two or more offices may be simultaneously held by the same person except the offices of President and Secretary, and President and Vice President.

Section 2. Term of Office; Removal.

(a) Each officer shall serve for a term of two (2) years or until such time as the Corporation is terminated, whichever first occurs, but in any event until his or her successor shall be appointed and qualified. Notwithstanding the foregoing, if any officer ceases to be a Director of the Corporation, then, on such date, such person shall also be deemed to have resigned the officer position then held by any such person, and the successor Director to such person shall automatically

be deemed to have been appointed to the officer position held by the predecessor Director.

(b) Any officer may resign at any time by giving written notice to the Board, the President and the Vice President or the Secretary of the Corporation. Unless specified in such written notice, a resignation shall take effect upon delivery thereof to the Board or the designated officer. A resignation need not be accepted in order for it to be effective.

Section 3. President. 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 activities, affairs and property of the Corporation and general supervision over its other officers and agents. In general, the President shall perform all duties incident to the office of President of a nonprofit corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be a member of the Board of Directors and shall preside at all meetings of the directors.

Section 4. Vice President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President also generally shall assist the President and shall perform such other duties and have such other powers as from time to time may be provided by the Board of Directors.

Section 5. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the proceedings of all meetings in a book to be kept for such purposes. The Secretary also shall perform like duties for the Executive Committee or other committees, if requested by any such committee. The Secretary shall give (or cause to be given) notice of all special meetings of the Board of Directors and shall perform such other duties as from time to time may be assigned by the Board of Directors or by the President. The Secretary shall have custody of the seal of the Corporation, shall have authority (as shall any Assistant Secretary) to affix the same to any instrument requiring it, and to attest the seal by signature. The Board of Directors may give general authority to officers other than the Secretary or any Assistant Secretary to affix the seal of the Corporation and to attest the affixing thereof by signature.

Section 6. Assistant Secretary. The Assistant Secretary, if any (or in the event there is more than one, the Assistant Secretaries in the order designated, or in the absence of any designation, in the order of their election), in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Secretary(ies) shall perform such other duties and have such other powers as from time to time may be assigned by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have the custody of and responsibility for the Corporation's funds and evidences of indebtedness, shall keep 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 from time to time may be ordered by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the directors, or by the President if such expenditure authority has been delegated by the directors to the President. The Treasurer shall keep full and accurate records and accounts of the assets, liabilities, receipts and disbursements and other transactions of the Corporation in books belonging to the Corporation and

shall render to the President and the Board of Directors, at regular meetings of the Board or whenever any of them may so require, an account of all transactions and the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall, at the Corporation's expense, provide a fidelity bond to the Corporation in such amount, form and security as may be specified by the Board for the faithful performance of the duties of the office of Treasurer and for restoration to the Corporation of all of its books, records, money, vouchers and any and all other property in his possession or under his control on his death, resignation or removal from office. The Treasurer shall also make recommendations to the Board as to the investment of funds of the Corporation and shall be the Corporation's liaison with its investment advisers.

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

Section 9. Annual Audit. The Treasurer shall prepare, or cause to be prepared, an annual audit of the affairs of the Corporation and shall submit such audit to the Board of Directors of the Corporation as soon as practicable after the end of each fiscal year of the Corporation. Unless otherwise determined by the directors, the annual audit need not be certified.

Section 10. Compensation. No director, committee member or officer shall receive any compensation for serving in such capacity.

ARTICLE VI

NOTICES

Section 1. Form; Delivery. Any notice required or permitted to be given to any director or officer of the Corporation shall be given in writing, either personally or by first-class mail with postage prepaid, in either case addressed to the recipient at his address as it appears in the records of the Corporation. Personally delivered notices shall be deemed to be given at the time they are delivered to the recipient or at the address of the named recipient as it appears in the records of the Corporation, and mailed notices shall be deemed to be given at the time they are deposited in the United States mail. Notice to a director also may be given by facsimile or telegram sent to his address as it appears on the records of the Corporation and shall be deemed given at the time delivered at such address.

Section 2. Waiver; Effect of Attendance. Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of the giving of such notice. In addition, any director or committee member who attends a meeting of the Board of Directors or a committee thereof shall be deemed to have had timely and

proper notice of the meeting, unless such director or committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE VII

DISSOLUTION

Section 1. Method. The Corporation may be dissolved upon the affirmative vote of at least two-thirds (2/3) of the members of the Board present in person or by proxy at a special meeting called for the purpose of considering the dissolution of the Corporation. The Secretary shall prepare written notice of such special meeting stating the date, place and hour of the meeting and the purpose for which such meeting is being convened (i.e., the dissolution of the Corporation). Such written notice shall be given to each director at least ten (10) days before the date of the meeting.

Section 2. Distribution of Assets. Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, to the extent not previously distributed pursuant to Article II hereof, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to the DC Housing Production Trust Fund, which was established pursuant to DC Official Code Section 42-2802 et seq. (2001), to be used in accordance with the purposes and goals of that entity.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. To the maximum extent permitted by law, every person who acts or has acted as a director or officer of the Corporation shall be indemnified by the Corporation for any judgment or award obtained against him and for all expenses and costs actually and necessarily incurred by him, including reasonable attorney's fees, in connection with the defense of any claim, action, suit or proceeding in which he is made a party by reason of his being or having been a director or officer of the Corporation. In the event any such claim, action, suit or proceeding is instituted against a director or officer of the Corporation, the Corporation shall have the right to enter into a settlement or compromise in regard thereto as may be deemed advisable by the Board of Directors of the Corporation. The right of indemnification provided herein shall be in addition to any rights that a director or officer may be entitled to by contract or as a matter of law.

ARTICLE IX

COMMON OR INTERESTED OFFICERS AND DIRECTORS

Section 1. General Rules. The officers and directors shall exercise their powers and duties in good faith and with a view to the best interests of the Corporation. No contract or other transaction between the Corporation and one or more of its officers or directors, or between the Corporation and any corporation, firm, association, or other entity in which one or more of the officers or directors of the Corporation are officers or directors, or are pecuniarily or otherwise interested, shall be either void or voidable because of such common directorate, officership or interest, or because such officers or directors are present at the meeting of the Board of Directors that authorizes, approves or ratifies the contract or transaction, if (unless otherwise prohibited by law) any of the conditions specified in the following paragraphs exist:

(a) the material facts of the common directorate or interest or contract or transaction are disclosed or known to the Board of Directors and the Board authorizes or ratifies such contract or transaction in good faith by the affirmative vote of a majority of the disinterested directors, even though the number of such disinterested directors or Committee members may be less than a quorum; or

(b) the material facts of the common directorate or interest or contract or transaction are disclosed or known to the members entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of the members; or

(c) the contract or transaction is fair and commercially reasonable to the Corporation at the time it is authorized, approved or ratified by the Board.

Section 2. Implementation. Common or interested directors or officers may not vote on any contract or transaction in which they may be interested and they may not be counted in determining whether a quorum is present at any meeting of the Board of Directors that authorizes, approves or ratifies any such contract or transaction.

ARTICLE X

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as determined 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," "Nonprofit" and "District

of Columbia."

Section 3. Insurance. The Board of Directors may acquire director and officer liability insurance if the Board determines the same to be in the best interest of the Corporation and its directors and officers.

Section 4. Contracts. The Board of Directors may authorize any of its officers to enter into, execute and deliver any contract, lease or other instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances or transactions.

Section 5. Checks. All checks, drafts, orders for the payment of money, notes and other similar financial instruments shall be signed in the name of and on behalf of the Corporation by any officer designated by the Board of Directors.

Section 6. Interpretation. Any reference in these Bylaws to the term "law" shall be a reference to the laws of the District of Columbia, including the District of Columbia Nonprofit Corporation Act, applicable to nonprofit, nonstock corporations. References herein to the masculine gender shall include the feminine and neuter genders, as context may require.

Section 7. Amendment of the Bylaws. To the extent not prohibited by law, the directors of the Corporation, by an affirmative vote of at least two-thirds (2/3) of the directors present in person or by proxy at a meeting of the directors, shall have the power to make, alter or repeal these Bylaws, and to adopt new Bylaws, provided that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new Bylaws, is included in the notice of the meeting of the directors at which such action takes place.

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