

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

December 2, 1980

The accompanying articles having been delivered to the State Corporation Commission on behalf of

North Franconia Civic Association, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, City of Alexandria

STATE CORPORATION COMMISSION

By

Thomas P. Hanover, Jr.

Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court, City of Alexandria

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 11th day of Dec 1980 and is now returned to the State Corporation Commission by certified mail.

Edward Lemoine
by Shirley D. Jacobs, D.C. Clerk

ARTICLES OF INCORPORATION

OF

NORTH FRANCONIA CIVIC ASSOCIATION, INC.

Pursuant to the Non-Stock Corporation Act
of the Commonwealth of Virginia

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The undersigned natural persons of the age of twenty-one years or more, acting as incorporators, adopt the following Articles of Incorporation pursuant to the Non-Stock Corporation Act of the Commonwealth of Virginia:

FIRST: The name of the corporation is

NORTH FRANCONIA CIVIC ASSOCIATION, INC.

SECOND: The objects and purposes for which the corporation is exclusively organized and shall operate are as follows:

To promote the social welfare, the common good and the pleasure, recreation, safety and other interests of the North Franconia, Virginia area as a non-profit community organization, through the maintenance, preservation and improvement of the North Franconia area's neighborhoods, schools, highways, businesses, facilities, and all other community systems, and by arranging and fostering participation in neighborhood meetings, and educational, cultural and social gatherings, and by such other non-profit activities as may enhance such purposes.

THIRD: In addition to the foregoing objects and purposes, the corporation shall have all of the specific, general and incidental powers granted to it by the Non-Stock Corporation Act of the Commonwealth of Virginia, including but without limitation to, the power to acquire, use and dispose of real and personal property, and the corporation is empowered to do all and everything necessary, suitable and proper for the accomplishment, attainment or furtherance of its objects and purposes, subject however, to the limitation that:

1) This corporation is a nonprofit corporation organized without capital stock.

2) The corporation shall receive, administer, maintain, use and employ its funds, net earnings and property, real and personal, exclusively for charitable, pleasurable, recreational and other non-profitable purposes beneficial to the public, as such terms and purposes are used and defined in or in connection with Section 501 (c) (4) of the Internal Revenue Code of 1954, relating to tax exempt corporations, and in or in connection with Section 170 (c) (2) of said Code (or in the corresponding provisions of any future United States Internal Revenue Law), and the Regulations pertaining thereto as they now exist or hereafter may be amended, and to pursue such objects and purposes either directly or by contribution to organizations which qualify as exempt pursuant to the said Code and Section thereof.

3) No part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer, employee, member of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no officer, director or employee of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or in any other event.

4) 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 or intervene (including the publication or distribution of statements) in any political campaign on behalf of or against any candidate for public office.

5) Notwithstanding any other provisions of these articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (4) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or hereafter may be amended.

6) In the event of the liquidation, dissolution or winding up of the business and affairs of the corporation, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation

in such manner, or to such corporation(s) or organization(s) as shall at the time qualify as exempt corporation(s) or organization(s) under Section 501 (c) (4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the United States District Court for the Eastern District of Virginia, exclusively for such purposes or to such corporation(s) or organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

7) All of the corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954.

8) The corporation shall not engage in any act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code of 1954), retain any excess business holdings (as defined in Section 4943 (c) of the Internal Revenue Code of 1954), make any investments in such manner as to subject the organization to tax under 4944 of the Internal Revenue Code of 1954 or make any taxable expenditures (as defined in Section 4945 (d) of the Internal Revenue Code of 1954).

FOURTH: The corporation shall not have any class or classes of members or membership.

FIFTH: The property, activities and affairs of the corporation shall be managed and controlled by a Board of Directors who shall have the sole voting power and all of the authority of the corporation to take any action permitted by the Non-Stock Corporation Act of the Commonwealth of Virginia to be taken by members.

SIXTH: All other matters pertaining to directors (including but without limitation to resignation, removal, change of number and filling of vacancies), and all other provisions for the regulation of the internal affairs of the corporation, shall be set forth in the by-laws of the corporation to the extent that they are not set forth herein or as follows:

1) No directorship, officership or membership in this corporation shall be assignable inter vivos or pass to any personal representative, heir or devisee of any director, officer or member.

2) The private property of the directors, officers and members of the corporation shall not be subject to payment of the corporate debts to any extent whatever.

3) The Board of Directors shall annually elect the members of the Board of Directors for the ensuing year in the manner and at the time set forth in the By-Laws of the corporation.

4) Vacancies arising in the Board of Directors from any cause whatever, including any increase in the number of directors, shall be filled by the directors remaining in office though less than a quorum, unless otherwise provided herein.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHT: The post office address of the initial registered office of the corporation is 6100 Valley View Drive, Alexandria, Virginia 22310.

The initial registered office of the corporation is located in the City of Alexandria.

The name of the initial registered agent of the corporation at such address is Charles Owens.

Said agent is a resident of Virginia and a director of the corporation.

NINTH: The number of directors constituting the full initial board of directors of the corporation is Three (3).

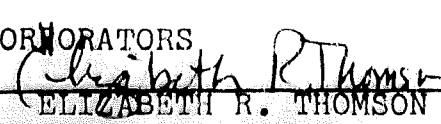
The names and addresses, including street and number of the persons who are to serve as the initial directors and until their successors be appointed or elected and qualified in accordance with the by-laws, are:

Timothy G. Fleming	6203 Marilyn Drive Alexandria, Virginia 22310
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Joy L. Fleming	6203 Marilyn Drive Alexandria, Virginia 22310
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Charles Owens	6100 Valley View Drive Alexandria, Virginia 22310
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WE, THE UNDERSIGNED, for the purpose of forming a Non-profit Non-stock Corporation under the laws of the Commonwealth of Virginia, do make, file and record these Articles, and do certify that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals.

	INCORPORATORS		
SUSAN J. SIBLEY		ELIZABETH R. THOMSON	GLORIA M. BARRY

UNITED STATES CORPORATION COMPANY

1025 VERMONT AVENUE, N.W.

SUITE 1125

WASHINGTON, D.C. 20005

(202) 347-5633

November 26, 1980

DEC -3-80 8 6861*****5.00

DEC -3-80 7 6861*****5.00

DEC -3-80 5 6861*****50.00

DEC -3-80# 6861**212,053.00

*No conflict
12-1-80*

Virginia State Corporation Commission
P.O. Box 1197
Richmond, Virginia 23209

Attn: Mr. Bryant

RE: NORTH FRANCONIA CIVIC ASSOCIATION, INC. (Non-profit)

Dear Mr. Bryant:

Please file the enclosed Articles of Incorporation for the
above named company and send evidence in normal course.

We also enclose our checks in the amount of \$60.00 to the State
Corporation Commission and \$6.00 to the Circuit Court of the
City of Alexandria.

If there are any questions, please do not hesitate to call
the undersigned.

Thank you very much for your assistance with the above matter.

Sincerely,

Susan J. Sibley
Susan J. Sibley

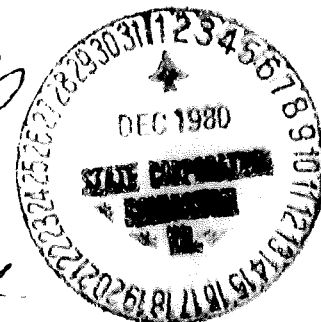
Encls.

*#50
3
\$60*

#6 Cled.

2/2058

*Sec 9 Incorp
Civ. Ct.,
City of Alexandria
12-1-80*



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
OFFICE OF THE CLERK

RICHMOND, VIRGINIA

December 2, 1980

\$ 60.00

RECEIVED OF

Susan J. Sibley
United States Corporation Company
1025 Vermont Avenue, N.W.
Washington, D.C. 20005

Sixty and no/100-----DOLLARS

FOR North Franconia Civic Association, Inc.

on account of fees for incorporation:

Filing Fee, \$5.00; Charter Fee, \$ 50.00 Recording Fee, \$ 5.00

The certificate of incorporation was issued and
admitted to record in this office on the above date.

Respectfully,



Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

RICHMOND,

December 2, 1980

To the Clerk of the Circuit Court, City of Alexandria

I enclose check for \$ 6.00 to pay the cost of recording in your office the enclosed certificate and the accompanying articles for North Franconia Civic Association, Inc.

Please mail your receipt direct to Susan J. Sibley
U.S. Corp. Co.
1025 Vermont Av., N.W.
Suite 1125
Washington, D.C. 20005

As soon as the papers have been recorded, please return them to me by certified mail.

Respectfully,



Clerk of the Commission

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

APPOINTMENT OF REGISTERED AGENT AND ESTABLISHMENT OF REGISTERED OFFICE

EXPLANATION OF THIS FORM: Every corporation doing business in Virginia has a registered agent and a registered office. A change can be made only by filing this Form 18. A new Form 18 must be filed whenever there is a change in the name or business address of the agent or whenever the agent dies, resigns or ceases to be qualified. Form 18A must be filed when a corporation changes its name.

The registered agent is the person to whom official communications are sent and on whom legal process is served. It is his duty to forward all such papers to the proper offices of the corporation. He should not be appointed without his consent in writing.

The agent once appointed remains the agent until his suc-

cessor is appointed. It is important for the corporation to know at all times who its registered agent is.

DEFINITION OF WORDS: A new appointment does not become legally effective until this form has been filed by the Clerk of the State Corporation Commission. The word "OLD" will be used to describe the agent who remains the agent until this form has been filed. The word "NEW" will be used to describe the agent who will be the agent after this form has been filed. (Of course the "old" agent may be the same person as the "new" agent.) The same terminology will apply to the registered office.

STATEMENT

1. The name of the corporation is: North Franconia Civic Assn, Inc.
2. The corporation is incorporated under the laws of the state of Virginia
3. The name and address of the OLD registered agent and the OLD registered office were:
Charles Owens
North Franconia Civic Assn, Inc.
6100 Valley View Dr., Alexandria, Va. 22310
4. Its NEW registered agent is a resident of Virginia. His name is: Robert Beauregard
[Item 4 must be completed even if same as shown in Item 3].
5. The address of its NEW registered office is the same as the address of the Business Office of the NEW registered agent.
That address is: 6175 Cobbs Road Franconia 22310, Va.
(Number) (Street) (Post Office) (Zone)
6. The NEW registered agent is ☐ an officer of the corporation or ☐ a director of the corporation or ☐ a member of the Virginia State Bar. [Check the applicable square or squares.]
If an officer, his title is: President
7. The new agent was appointed and the new office established by a resolution duly adopted by the board of directors of the corporation.
8. Location of OLD and NEW registered offices: [Instruction for item 8: No place in Virginia is located in both a city and a county. (This is not true of any other state in the United States.) For jurisdictional purposes in bringing lawsuits, serving process, filing papers, etc., it is necessary to know which city or county the registered office is in. (If you do not know the name of the city or county, ask your registered agent to inform you.) Be sure to insert the words "city of" or "county of" because some cities and counties have the same name.]

- (A) The OLD registered office was located in the City of Fairfax ALEXANDRIA
(City or County)
- (B) The NEW registered office is located in the County of Fairfax
(City or County)

I declare under the penalties of perjury that the facts stated herein are true.

North Franconia Civic Assn., Inc.

(Name of Corporation)

By Robert Beauregard, President
Title

This statement must be executed in the name of the corporation by the chairman or vice-chairman of the board of directors, the president or a vice-president and **NOT BY ANY OTHER OFFICER**. The registered agent may sign this statement if he changes his business address, and by signing, certifies that a copy has been mailed to the corporation.

FEES: Send one, two or three separate checks for fees of \$1.00 each in accordance with the fee schedule on the back of this form.