

**ARTICLES OF INCORPORATION**  
**OF**  
**THE FREEDOM FOUNDATION**

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

**ARTICLE 1**

**CORPORATE NAME**

The name of the corporation is The Freedom Foundation.

**ARTICLE II**

**PURPOSES**

The purposes for which the Freedom Foundation shall be operated are those stated in the Articles of Incorporation.

Section 1. To promote for the benefit of the general public, the history, contributions and legacy of Culpeper County, Virginia born United States Colored Troops (USCTs) as well as residents of Culpeper during the American Civil War who contributed to securing freedom for its enslaved people. The primary focus shall be Culpeper born residents, however the stories and sacrifices of all Colored soldiers during the Civil War shall also be told through advocacy and education.

Section 2. To increase community and national knowledge, understanding and appreciation of proposed USCT monument through advocacy in a manner best suited for the site, for the benefit of present and future generations.

Section 3. To conduct, sponsor or facilitate the holding of tours, cultural events, lectures, seminars, and other activities relating to the purposes listed above.

Section 4. To generate revenue for activities relating to the purposes of the corporation and to use all assets controlled by the Freedom Foundation and all income thereof for the benefit of the creation, restoration and maintenance of USCT memorial sites and enlightening the general public of the contributions of USCTs during the American Civil War.

## **ARTICLE III**

### **Membership**

Section 1. Any individual, family unit or organization demonstrating an interest in and support for the Freedom Foundation purposes as stated in Article 2, who has applied for membership in the Freedom Foundation and tendered the appropriate dues amount, shall become a member in good standing. Should the Board, by majority vote, subsequently determine to rescind that membership, the party shall be refunded the dues, prorated to the date of rescission.

Section 2. The Board may create such dues paying membership classes as it deems in the best interest of the Freedom Foundation (e.g. Individual - \$25.00; Couple (Two Members - \$40.00); Student (Member attending High School or College) - \$15.00).

Section 3. A member may resign at any time. The Board of Directors may request the resignation, or terminate the membership, of a member for any act or omission deemed to be inconsistent with or harmful to the goals of the organization.

Section 4. The Board of Directors, by majority vote may confer honorary membership on persons or organizations who are distinguished in public, community affairs or contributions to society. Honorary members shall have all the privileges of membership and shall be exempt from payment of dues.

## **ARTICLE IV**

### **DIRECTORS**

Section 1. The business operations and general affairs of the Freedom Foundation shall be controlled and managed by its Board of Directors, referred to herein and generally as the "Directors."

Section 2. The Board of Directors shall be composed of not less than seven (7) nor more than fifteen (15). The Directors shall elect their successors. All persons nominated must be members in good standing who have agreed to serve if elected.

Section 3. Members elected to serve as Directors shall hold office for a three-year term or until the Director's death or removal, if earlier, or until his/her resignation is accepted by the Board, if earlier. A Director can be removed from office by a majority of the members present and voting at a special meeting called for that purpose, or by a two-thirds majority of the Board of Directors at any regular or special Board meeting.

Section 4. A Director may be terminated for unexcused absence from four (4) consecutive regular Board meetings, by vote of the Board of Directors. If termination is approved, the Secretary shall notify the Director promptly.

Section 5. Any vacancy arising on the Board for any reason other than the normal expiration of a term of office or as a result of removal by the membership may be filled for the remainder of its unexpired term by a majority vote of the remaining Directors.

Section 6. At the annual meeting, the Board shall elect officers, select committee chairs, adopt a budget, and set the dates of regular meetings for the coming year.

## **ARTICLE V**

### **REGISTERED AGENT AND OFFICE**

The name of the corporation's initial registered agent is Howard Lambert, who is a resident of Virginia and an initial director of the corporation.

The address of the corporation's initial registered office, which is identified to the business office of the initial registered agent is 13509 Martha Jefferson Place, Herndon, Virginia 20171. The registered office is located in the County of Fairfax, Virginia.

## **ARTICLE VI**

### **INITIAL DIRECTORS**

The name(s) and address (es) of the initial director(s) are:

Howard Lambert, President	13509 Martha Jefferson Place, Herndon, VA 20171
Eugene Triplet, Vice President	16297 Stevensburg Road, Brandy Station, VA 22711
Marva Beezer, Treasurer	4026 Spring Run Court, Chantilly, VA 20151
Rochelle Lambert, Secretary	9416 Piedmont Springs Rd, Culpeper, VA 22701

## **ARTICLE VII**

### **LIMITATIONS AND RESTRICTIONS**

**NONE**

## **ARTICLE VIII**

### **DISSOLUTION**

If for any reason it becomes necessary to dissolve or liquidate the Freedom Foundation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets in such a manner, or to such organization(s) qualified under Section 501©(3) of the Internal Revenue Code. All remaining assets shall be disposed of by a majority of the Board of Directors.

Signed by the Incorporation(s) as of July 1, 2019