

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MCLEAN COMMUNITY FOUNDATION**

ARTICLE I

The name of the corporation is McLean Community Foundation (the “Corporation”).

ARTICLE II

The period of the Corporation’s duration is perpetual.

ARTICLE III

The purpose for which the Corporation is organized are as follows:

- A. To operate exclusively for charitable and educational purposes, for the benefit of the residents of the McLean Planning District of Fairfax County in the State of Virginia, i.e., residents of the area bounded by the Potomac River, the Arlington County line, Falls Church City line, Route 7, the Dulles Access Road to Difficult Run, and Difficult Run to the Potomac River.
- B. To exercise all the powers of corporations formed under Chapter 10 of Title 13.1 of the Code of Virginia, which are necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or an interest therein, wherever situated, or any other thing of value.

ARTICLE IV

The Corporation shall not issue any capital stock.

ARTICLE V

The Corporation shall have Members as provided in the Bylaws of the Corporation, who shall be the members in good standing of the McLean Citizens Association (MCA), a Virginia nonstock corporation. The Members of the Corporation shall have the right to vote solely on the following matters:

- A. Filling vacancies in the Board of Trustees arising from the expiration of a term of a Trustee or from an increase in the number of Trustees; and,
- B. Amending these Articles of Incorporation.

ARTICLE VI

The Board of Trustees shall have the right to amend the Articles of Incorporation and the Bylaws of the Corporation as provided in the Bylaws of the Corporation. Any Amendment of these Articles of Incorporation shall only become effective upon a vote

affirming such amendment by Members in good standing of the McLean Citizens Association at a membership meeting of the McLean Citizens Association. Any Amendment of the Bylaws of the Corporation shall only become effective upon a vote affirming such amendment by a majority of the Board of Directors of the McLean Citizens Association present at a meeting.

ARTICLE VII

- A. The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Trustees. All Trustees must be Members in good standing of the McLean Citizens Association.
- B. The number of Trustees on the Board of Trustees of the Corporation shall be specified or fixed in accordance with the Bylaws of the Corporation.
- C. Trustees shall serve staggered terms of three years as provided in the Bylaws of the Corporation.
- D. Any vacancy in the Board of Trustees shall be filled in accordance with the Bylaws of the Corporation and, with respect to a vacancy in the Board of Trustees arising from the expiration of a term of a Trustee or from an increase in the number of Trustees, the election of a Trustee of the Corporation must be approved by Members in good standing of the McLean Citizens Association at a membership meeting of the McLean Citizens Association.

ARTICLE VIII

The place in the State where the principal office of the Corporation is to be located is in Fairfax County, Virginia.

ARTICLE IX

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws of the Corporation.

ARTICLE X

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

- A. The Corporation shall not possess or exercise any power of authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as the "Code"), contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

- B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Virginia, or any other jurisdiction where any of its activities are carried on.
- C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.
- D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.
- G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual.
- H. Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:
 - (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;
 - (2) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
 - (3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;
 - (4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under section 4944 of the Code; and
 - (5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE XI

Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code whose purposes are compatible with those of the Corporation.

ARTICLE XII

The private property of the Officers and Trustees of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

ARTICLE XIII

The Corporation shall indemnify any Trustee or officer or former Trustee or officer of the Corporation to the extent of its power to do so pursuant to sections 13.1-881 of the Code of Virginia, provided, however, that in no case shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code, and provided further that, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times no payment shall be made under this Article XIII if such payment would constitute an act of self-dealing (as defined in section 4941(d) of the Code), or a taxable expenditure (as defined in section 4945(d) of the Code.)

ARTICLE XIV

All references contained in these Articles to the Internal Revenue Code of 1954, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1954, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.