

ARTICLES OF INCORPORATION

OF

MCLEAN CITIZENS FOUNDATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators, hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

FIRST: The name of the corporation is McLean Citizens Foundation (the "Corporation").

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The purposes 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 at present 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 2 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 any interest therein, wherever situated, or any other thing of value.

FOURTH: The Corporation shall not issue any capital stock.

FIFTH: The Corporation shall have Members, who shall be the regular members in good standing of the McLean Citizens Association, 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.

B. Amending these Articles of Incorporation.

SIXTH: The following shall require the affirmative vote of two-thirds of the members of the Board of Directors of the McLean Citizens Association present at a meeting at which a quorum exists:

A. The expenditure of an amount after the expenditure of which the fair market value of the assets of the Corporation would be less than 85% of the value at the time of receipt of all contributions, gifts and grants (not designated by the donor to be expended for a specific purpose) received by the Corporation from its inception through the date of the expenditure.

B. An amendment to the Bylaws of the Corporation.

SEVENTH:

A. The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Trustees. All Trustees must be regular or associate members of the McLean Citizens Association. At least three-fourths of the Trustees must be Members of the Corporation.

B. The number of Trustees constituting the initial Board of Trustees of the Corporation is nine. The names and addresses of the individuals who are to constitute the initial Board of Trustees are:

Vincent F. Callahan, Jr.
6220 Nelway Drive
McLean, Virginia 22101

Clive L. DuVal, 2d
1214 Buchanan
McLean, Virginia 22101

Charles B. Ewing, Jr.
1322 Merchant Lane
McLean, Virginia 22101

Theodore L. Gray
1200 Jossie Lane
McLean, Virginia 22101

Rev. Thomas A. Jackson
1326 Calder Road
McLean, Virginia 22101

J.M. Colton Hand
1344 Ballantrae Lane
McLean, Virginia 22101

George M. Lilly
2229 Westwood Place
Falls Church, Virginia 22043

Lilla D. McC. Richards
8703 Brook Road
McLean, Virginia 22102

Philip E. Zanfagna, Jr.
7219 Hyde Road
Falls Church, Virginia 22043

C. Trustees shall serve staggered terms of three years, i.e., Trustees shall be divided into three classes of as nearly as possible equal numbers, and the terms of the Trustees in the respective classes shall expire in successive years at the time of the annual Membership meeting. At its first regular meeting, the initial Board of Trustees shall determine by lot which three of its

members shall serve for a term of one year, which three shall serve for a term of two years, and which three shall serve for a term of three years.

D. Any vacancy in the Board of Trustees caused by the death, resignation or removal of a Trustee shall be filled by vote of the members of the Board of Directors of the McLean Citizens Association, from a slate of nominees selected by a Nominating Committee established by the Board of Directors of the McLean Citizens Association. Any vacancy in the Board of Trustees caused by the expiration of the term of a Trustee, or by an increase in the number of Trustees, shall be filled by vote of the Members, at the annual Membership meeting, from a slate of nominees consisting of (a) nominees selected by a Nominating Committee established by the Board of Directors of the McLean Citizens Association, and (b) nominees with respect to whom there has been filed with the President, at least one week prior to the annual Membership meeting, a nomination in writing signed by not less than ten Members and bearing the nominee's written consent to serve as a Trustee.

EIGHTH: The post office address of the Corporation's initial registered office is 6845 Elm Street,

Suite 710, McLean, Virginia 22101. The name of the county in which the initial registered office is located is Fairfax County. The name of the Corporation's registered agent is Edward F. Younger, III, who is a resident of Virginia and who is a Trustee of the Corporation or who is a member of the Virginia State Bar, and whose business office is the same as the registered office of the Corporation.

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

TENTH: 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 or 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.

ELEVENTH: 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.

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

THIRTEENTH: 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 13.1-205.1(a) and (b) 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 THIRTEENTH 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).

FOURTEENTH: 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

