

AMENDED AND RESTATED ARTICLES OF INCORPORATION MCLEAN COMMUNITY FOUNDATION

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the Corporation immediately prior to the restatement is McLean Community Foundation.
2. The restatement contains the following amendments to the Articles of Incorporation:
 - A. The Articles have been renumbered throughout the document from – First, Second, Third, etc. to Roman numeral I, II, III, etc. to modernize document language and for ease of reading.
 - B. The Fifth Article of the Articles of Incorporation, beginning with “The Corporation shall have members” and ending with the phrase “shall have the rights to vote solely on the following matters:” is amended by the following:

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.
 - C. In the Sixth Article, the following shall be deleted in its entirety:

“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.” and replaced with:

“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.”
 - D. In the Seventh Article, A, the following last sentence shall be deleted: “At least three-fourths of the Trustees must be members of the Corporation.”; the entire paragraph B shall be deleted and replaced by the following:

- 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."
- E. In the Seventh Article, C, the following shall be deleted: "Trustee 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 MCA Membership meeting...."; and replaced with: "Trustees shall serve staggered terms of three years as provided in the Bylaws of the Corporation."
- F. In the Seventh Article, D, the following shall be deleted: " 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."; and replaced with:
- C. "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"
- G. In the Eighth Article, the entire paragraph shall be deleted in its entirety and replaced by the following:
- "The place in the State where the principal office of the Corporation is to be located is in Fairfax County, Virginia."
3. The text of the Amended and Restated Articles of Incorporation are attached hereto.
4. The adoption of the amendments and the restatement was duly approved by the McLean Citizens Association at an annual meeting of the members on _____ at which a quorum was present and the total number of votes cast for was _____ and against was _____ and the number cast was sufficient for approval.

Executed in the name of the Corporation by:

Steven M. Bloom

President of the Board of Trustees

Date: _____