

**Articles of Incorporation  
of  
ARLINGTON COUNTY CIVIC FEDERATION  
A NONSTOCK CORPORATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, as now enacted or hereafter amended (the “Act”), hereby adopts the following articles of incorporation.

**Article I: Name**

The name of the corporation is the Arlington County Civic Federation (“Corporation”).

**Article II: Purpose and Powers**

The Corporation is a civic organization that promotes the general welfare of Arlington County and its vicinity in a non-partisan, non-sectarian, non-sectional and non-political manner. The Corporation is not organized for profit and operates exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the “Code”). The Corporation shall have all powers granted under the Act and any other applicable statute.

**Article III: Limitations**

At all times, the following shall operate as conditions restricting the operations and activities of the Corporation:

1. it may engage in advocacy and action, but its primary purpose may not include engaging in political activities;
2. no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, within the meaning of the prohibition contained in Section 501(c) of the Code and the Act (as amended from time to time), except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II or for dissolution; and
3. notwithstanding any other provision of these Articles, the Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would cause it to lose its exemption from federal income tax as a corporation described in §501(c)(4) of the Code.

**Article IV: Members and Directors**

The Corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the Corporation’s bylaws (“Bylaws”). The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of

at least one or more individuals as set forth in the Bylaws. The Corporation's directors shall be elected by the members in the manner and for the term and duration set forth in the Bylaws.

#### **Article V: Initial Directors**

The number of directors constituting the initial Board of Directors is [nine] (9). The name and address of each initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
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[PLEASE INSERT]

#### **Article VI: Registered Office and Registered Agent**

The name of the Corporation's initial registered agent is [REDACTED].

The Corporation's initial registered office address is [REDACTED].  
The registered office is physically located in the County of Arlington.

#### **Article VII: Actions Without a Meeting**

Action required or permitted to be taken by the Board of Directors may be taken without a meeting by fewer than all of the directors if consistent with the provisions of the Act.

#### **Article VIII: Dissolution**

The period of the Corporation's existence is perpetual. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Code or shall be distributed to [Arlington County] for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **Article IX: Indemnification**

To the fullest extent allowable under applicable law, no officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

To the fullest extent allowable under applicable law, the Corporation shall, without the requirement of any additional authorization by the Board of Directors, indemnify and advance expenses to any directors, officers, incorporators and employees ("Indemnified Party") of the Corporation for any liability arising out of or relating to the duties of the Indemnified Party to the Corporation and the

affairs of the Corporation. [In no case, however, shall the Corporation indemnify, reimburse or insure any person if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Code or would otherwise be inconsistent with Sections 4941 through 4945 of the Code, a provision of these Articles or the Bylaws of the Corporation.] Further, the Corporation shall not (i) at any time that the Corporation has or is seeking such status, make any payment that would adversely affect the Corporation's status as an organization described under Section 501(c)(4) of the Code or (ii) make any payment that would be treated as an excess benefit transaction under Section 4958 of the Code.

Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

Executed this [ ] day of [ ], 2017.

Incorporator:

By: \_\_\_\_\_  
[NAME AND TITLE]