

**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 (the "Act"), as now enacted or hereafter amended, 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 (the "Code"), or the corresponding section of any future federal tax 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, except that the Corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by directors and officers as the Board of Directors (the "Board") determines 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 Section 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 Board shall manage the business and affairs of the Corporation. The Board shall consist of at least five (5) Members, as more fully set forth in the Bylaws. From time to time, the Members, by majority vote, may set the

number of Directors in accordance with the Bylaws. The Voting Members, and Alternate Members acting in place of Voting Members, shall elect and remove Corporation directors and officers 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 is nine (9). The name and address of each initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Duke Banks III, President	Arlington, VA 22207
Nicole Merlene, Vice President	Arlington, VA 22201
Sarah Shortall, Treasurer	Arlington, VA 22207
Maureen Coffey, Secretary	Arlington VA 22203
Richard Epstein	Arlington, VA 22203
Matt Wavro	Arlington, VA 22204
Lois Koontz	Arlington, VA 22204
Edith Wilson	Arlington, VA 22206
Alexandra Bocian	Arlington, VA 22207

Article VI: Registered Office and Registered Agent

The name of the Corporation's initial registered agent is Sarah Shortall, an individual resident of the Commonwealth of Virginia who is also an initial director of the Corporation.

The Corporation's initial registered office address is XXXX 17th StN, Arlington VA 22207. 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 may be taken without a meeting by fewer than all of the directors if consistent with the provisions of the Act.

Action required or permitted to be taken by the Members may be taken without a meeting and without prior notice by fewer than all of the Members if such action is taken by the requisite number of Members in accordance with the Bylaws and 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 for a public purpose consistent with the Corporation's 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 purposes consistent with the Corporation.

Article IX: Indemnification

To the fullest extent allowable under applicable law, no officer or director of the Corporation will be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor will 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, indemnify and advance expenses to any directors, officers, and agents ("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. 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.

[Signature Page Follows]

Executed this 2nd day of July, 2018.

Incorporator

By:

A handwritten signature in blue ink, appearing to read "Duke Banks III", is written over a faint rectangular stamp.

Duke Banks III, President