

ARTICLES OF INCORPORATION

OF

THE FRIENDS OF HUNTLEY MEADOWS PARK, INC.

We hereby associate to form a nonstock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

(a) The name of the corporation is The Friends of Huntley Meadows Park, Inc.

(b) The purposes for which the corporation is organized are:

The corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) with the purpose of protecting, enhancing and preserving the physical, cultural and natural heritage of Huntley Meadows Park in Fairfax County, Virginia, by (a) educating the public to the value of the Park's wetland wildlife habitat; (b) providing volunteer services to the Park; (c) channeling donations of money and materials to the Park; (d) acting as a "sounding board" for plans that may be proposed for the Park; (e) serving as a link to professional societies and neighborhood organizations; and (f) performing any other activities or services necessary or convenient to carry out such purposes, to the extent permitted by Section

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue laws).

(c) Membership in the corporation shall be open to all users of Huntley Meadows Park who support the purposes of the corporation. The corporation shall have such classes of members as provided in the by-laws. The rights of members shall be as provided in the by-laws.

(d) The affairs of this corporation shall be managed by its Board of Directors. The manner by which directors shall be elected or appointed shall be as provided in the by-laws. The number of directors shall be fixed in the by-laws, except as to the number of the first board of directors which shall be fixed herein.

(e) The post office address of the initial registered office is 7604 Elba Road, Alexandria, Virginia 22306. The name of the city or county in which the initial registered office is located is Fairfax County. The name of its initial registered agent is Alfred Aitken, who is a resident of Virginia and a director of the corporation and whose business office is the same as the registered office of the corporation.

(f)(i) The corporation shall operate as a non-profit corporation and, in furtherance of the purposes hereinabove set out, shall have the power to solicit, accept, and receive funds from any person, organization, or other entity,

including but not limited to other charitable or educational organizations, profit-making corporations, and individuals.

(ii) Consistent with the objectives and purposes set forth hereinabove, the corporation may exercise all powers available to non-profit corporations under the Code of Virginia, subject to the restrictions, if any, contained in these Articles of Incorporation and the corporation's By-Laws, including full power and authority to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation, provided that no part of the corporation's net earnings shall inure to the benefit of any member, director, or officer of the corporation, or to any individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no member, director or officer of the corporation, or any individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation.

(iii) The corporation shall have no power to declare dividends.

(iv) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or

otherwise attempting to influence legislation, and the corporation shall not in any manner participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(v) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall exercise only such powers and shall conduct or carry on only such activities as are consistent with the exempt status of organizations described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and the regulations thereunder (as they now exist or as they may hereafter be amended), contributions to which are deductible for Federal income tax purposes.

(vi) Upon the dissolution or termination of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and the regulations thereunder (as they now exist or as they may hereafter be amended).

(vii) If the corporations shall during any period be treated as a private foundation as defined in Section 509(a) of the Internal Revenue Code (or the corresponding provision

of any future United States internal revenue law), the corporation shall during any such period:

(1) Distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(2) Not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(3) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(4) Not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law); and

(5) Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

(g) The number of directors constituting the initial Board of Directors is four and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Alfred Aitken	7604 Elba Road Alexandria, Virginia 22306
Suzanne Lepple	2613 Woodlawn Lane Alexandria, Virginia 22306
Gail Moore	6921 Deer Run Drive Alexandria, Virginia 22306
Andrea Yank	7433 Foxleigh Way Alexandria, Virginia 22306

Dated: 4/86

Alfred Aitken
Incorporator

District of Columbia) ss:

On this 14th day of APRIL 1986, before me personally appeared E. Edward Bruce, who signed the foregoing Articles of Incorporation as incorporator, and swore that the statements therein contained are true.

Notary Public

My Commission Expires: _____