

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, March 2, 2012

This is to certify that the certificate of incorporation of

Herndon Senior Center Council, Incorporated

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: March 2, 2012



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

**ARTICLES OF INCORPORATION OF THE HERNDON SENIOR
CENTER COUNCIL, INCORPORATED**

The undersigned desiring to form a Non-Profit Corporation under the law of Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia authorizing the formation of nonstock corporations, do hereby certify:

FIRST: The Corporation shall be named the Herndon Senior Center Council, Incorporated.

SECOND: The place in this state where the principal office of the Corporation is to be located is the Town of Herndon, Fairfax County.

THIRD: Said Corporation is organized exclusively for charitable, educational, and scientific purposes as set forth in Section 501(c) (3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) (or the corresponding provision of any future United States Internal Revenue Law). The Corporation is organized more specifically to assist in fulfilling the social, physical, intellectual, and recreational needs of the members of the Herndon Senior Center, regardless of race, sex, or religion who are 55 years of age, or older. The Corporation may seek and receive funds and property by gift, transfer, devise, or bequest, and may administer and apply such funds and property only in the furtherance of the purpose of the Corporation, as stated in this Third Article. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

FOURTH: The Corporation is organized and shall be operated as a non-profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activity not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

FIFTH: The Corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws, to include Directors, Directors at Large, and *ex officio* Directors. The Herndon Senior Center Council, Incorporated, will have no more than twelve (12) Directors.

SIXTH: The Directors shall be elected by the Herndon Senior Center membership and comply with the term limits and responsibilities as set forth in the bylaws.

SEVENTH: A Director or officer of the Corporation shall have no liability or obligation whatsoever to the Corporation for money damages by reason of being or having been a director or officer of the Corporation; provided that the foregoing shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her actions or omissions involve willful misconduct or a knowing violation of the criminal law; and further provided that nothing in this Article Seventh shall eliminate or limit the liability of any director or officer to the extent such elimination or limitation of liability is expressly prohibited by the Virginia Nonstock Corporation Act as in effect at the time of the alleged breach by such Director or officer. If the Virginia Nonstock Corporation Act is hereafter amended to expand or limit the liability of a director, then the liability of a Director of the Corporation shall be expanded to the extent required or limited to the extent permitted by the Virginia Nonstock Corporation Act, as so amended.

EIGHTH: The duration of the Corporation is intended to be perpetual. However, upon the termination, dissolution or winding up of the Corporation, the Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Court in 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.

NINTH: The Corporation:

(a) shall 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 of 1986, or corresponding provision of any future United States Internal Revenue Law;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law.

TENTH: The name and address of the Corporation's initial registered agent is Michael L. O'Reilly, Esq., a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose business address is The O'Reilly Law Firm, 761C Monroe St., Suite 200, Herndon, VA 20170, and is the same as the registered office of the Corporation, in Fairfax County.

ELEVENTH: The initial eight Directors are:

Judith W. Downer
496 Madison St.
Herndon, VA. 20170

Meraf H. Mitchell
875 Grace St. Apt. 302
Herndon, VA. 20170

Janet S. Proctor
910 Jorss Place Apt. 309
Herndon, VA. 20170

Ming Ouyang
2866 Cherry Branch Lane
Oak Hill, VA. 20171

Minh-Chau T. Nguyen
1716 Lake Shore Drive # 14
Reston, VA. 20190

Bill Behnke
912 Jorss Place # 205
Herndon, VA. 20170

Joyce H. Saldivar
12906 Monroe Manor Drive
Herndon, VA. 20171

Ruth Junkin (*Ex Officio* Director)
43891 Glenhazel Drive
Ashburn, VA. 20147

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now and hereafter prescribed by statute and all rights conferred upon the directors herein, except that no proposed amendment may conflict with or alter the Articles relating to Section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law.

THIRTEENTH:

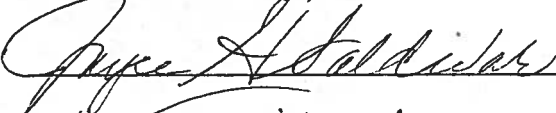
(a) The Corporation shall indemnify any person who was or is a party or a witness in or is threatened to be made a party to any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding, and any appeal therein or any inquiry or investigation which could lead to such action, suit or proceeding ("proceeding") by reason of the fact that such person is or was a Director or officer of the Corporation or, while a Director or officer of the Corporation, is serving or was serving at

the request of the Corporation as director, officer, trustee, employee or agent of another foreign or domestic corporation, or of any partnership, joint venture, sole proprietorship, employee benefit plan, trust, or other enterprise, whether or not for profit, to the fullest extent permitted by the Virginia Nonstock Corporation Act.

(b) Any determination as to the right of any person to indemnification shall be by a vote of the Directors of the Corporation, regardless of whether the persons voting thereon are parties to or threatened to be made parties to the proceeding or otherwise interested in the outcome of the proceeding.

(c) The Corporation shall pay for or reimburse reasonable expenses incurred in advance of a final disposition of a proceeding if an indemnified person furnishes to the Corporation a written statement that he or she believes in good faith that his or her conduct was not willful nor a knowing violation of the criminal law and he or she furnishes to the Corporation a written undertaking to repay the advance if his or her conduct is found to have been a willful or knowing violation of the criminal law. The undertaking shall be an unlimited general obligation of the indemnified person, need not be secured and may be accepted by the corporation without reference to the financial ability to make repayment.

INCORPORATOR(S):

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Joyce H. Saldivar

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Meraf H. Mitchell

Date Signed Feb 24, 2012