

**Amended and Restated Articles of Incorporation of
The Prince William County Retired Police Officers Association, Inc.**

FIRST: Name. The name of the corporation is the Prince William County Retired Police Officers Association, Inc.

SECOND: Duration. The period of duration of this Corporation is perpetual.

THIRD: Purpose. The purpose for which the Corporation is formed and the business objects to be promoted and carried on by it are as follows:

To operate a non-stock, non-profit corporation to assist its members in time of sickness or distress or in case of death; to effect the association of retired sworn members, retired full time employees of the Prince William County Police Department and retired employees of the Prince William County Public Safety Communications Center for fraternal purposes and for their mutual benefit and social betterment; and, to do any and all things necessary, incidental or germane to the foregoing purposes.

To receive and expend contributions, donations, bequests devises, grants and conveyances of money, property and lands for said purposes; and all such revenues from compensation, contributions, donations, bequest devises, grants and conveyances of money, property and lands shall be assets of the Corporation for the purpose of carrying out the purposes for which it is chartered, and no person, firm, or corporation, by way of dividend, distribution or allotment, shall receive any profit or gain from the business or activities of the Corporation.

The Corporation shall be further authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the general laws of the Commonwealth of Virginia now or hereinafter in force, including without limitations those set forth in Title 13.1, Chapter 10, Article 4 of the Code of Virginia, as the same may be amended from time to time, and the enumeration of any powers herein shall not be deemed to exclude any powers, rights, privileges so granted or conferred.

FOURTH: Status. The Corporation shall be non-profit, benevolent and charitable.

FIFTH: Restriction on distributions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 Article Third hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SIXTH: Dissolution. At any special meeting called to consider the subject, the Corporation may be dissolved by an affirmative vote of its voting members. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, 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.

SEVENTH: Membership. The qualification of members of the Corporation, the classes of membership, and the voting and other rights of each class of members shall be as set forth in the by-laws of the Corporation.

EIGHTH: Quorum. At any meeting of the membership a quorum consists of 10% of the voting membership, as defined in the by-laws, and at least two directors, one of which must be an officer. A quorum of a meeting of the Board of Directors is a simple majority of the board seats.

NINTH: Amendments. The Corporation reserves the rights to amend, alter, change, or repeal any provision contained in these articles of incorporation in a manner now or hereinafter prescribed by statute and to exercise all powers granted to non-stock corporations generally by the laws of the Commonwealth of Virginia. The power of making, altering, changing and repealing bylaws shall be exercised by the Board of Directors, but all by-laws made by the Board of Directors under the power herein conferred

may be altered, changed or repealed by members having voting privileges, as provided in the by-laws.

TENTH: Registered Office and Registered Agent. The Registered Office of the Prince William County Retired Police Officers Association, Inc. shall be located in the County of Prince William at 4310 Prince William Parkway, Prince William, VA 22192-5199. John H. Foote, a member of the Virginia State Bar and a resident of Prince William County, Virginia, shall be the Registered Agent for the Corporation, having an address identical with such Registered Office.

ELEVENTH: Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of at least five (5), but no more than ten (10) members; the specific number of directors may be changed from time to time as permitted in the bylaws. The Board of Directors presently consists of the following members:

William T. Hunt
6751 Madison Street
Haymarket, VA 20169

Richard J. Leonard
27 Spring Lake Drive
Stafford, VA 22556

Leonard P. Kowalski
15810 Vista Drive
Montclair, VA 22025

John W. Purdum
903 Spring Branch Road
Brightwood, VA 22715

William P. Metheny, Jr.
29 Castlewood Drive
Fredericksburg, VA
22406

Clifford R. Sowards, Sr.
28069 Mine Run Road
Rhoadesville, VA 22542

Jeanette J. Smith
13992 Dancing Twig
Drive
Gainesville, VA 20155

Patricia Tudor
25 Everglades Lane
Stafford, VA 22554

Wayne Stewart
8530 Oakview Dr.
Manassas, VA 20110

Gary Pittman
24065 Stones Mill
Rd. Elkwood, VA
22718

Future directors of the Corporation shall be elected by its then existing regular Members, and shall have full power and authority under these Articles and under the bylaws to direct internal affairs and policies of the Corporation in furtherance of the purposes set forth herein. The term of office, removal, and filling of vacancies shall be as set forth in the by-laws. The method of election and term of office, removal, and filling of vacancies shall be as set forth in the by-laws. The Board may appoint such additional officers and committees, as it, in its discretion, deems necessary. Such officers and committees shall hold their office or position at the pleasure of the Board. The Board may delegate such operating authority to such companies, individuals, officers or committees as it, in its discretion, deems necessary or provided for in the by-laws.