

**ARTICLES OF INCORPORATION  
OF  
ALUMNI & FRIENDS OF YORKTOWN HIGH SCHOOL, INC.**

The undersigned, a citizen of the United States over the age of 18 years, acting as the incorporator of a nonstock corporation under the Virginia Nonstock Corporation Act, states and hereby certifies the following provisions:

**ARTICLE 1**

**NAME**

The name of the Corporation is The Yorktown High School Alumni & Friends Association, Inc. The duration of the Corporation is perpetual.

**ARTICLE 2**

**PURPOSE**

The Corporation is to be a membership organization whose purpose is to develop alumni support of Yorktown High School, its alumni, faculty and current students through reunions, scholarships, career development, and other special activities. All such purposes shall at all times be exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in sections 13.1-826 and 13.1-827 of the Virginia Nonstock Corporation Act, as from time-to-time amended.

The Corporation shall be a nonprofit organization qualifying under section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended (the "Code").

**ARTICLE 3**

**DIRECTORS**

The number of initial directors of the Corporation is one, whose name and address is follows:

Ralph C. Oser  
6234 N. 21st Street  
Arlington, Virginia 22205

The above named director shall hold office until the initial annual meeting of the Board of Directors (the "Initial Meeting"). At the Initial Meeting, three directors shall be appointed by the initial director. Thereafter the number of directors may be increased or decreased from time-to-time in accordance with the Bylaws of the Corporation, but in no event shall the number of directors be less than three or greater than nine persons.

Except as provided below for the first full board of Directors, the directors of the Corporation shall be elected annually by a majority vote of the directors for a term of three years, or, if elected at a time other than upon the annual meeting of directors, for a term expiring as of the next annual meeting. A newly elected director shall begin his or her term at the conclusion of the annual meeting at which the director was elected and shall hold office, unless sooner removed, until his or her successor has been duly elected and qualified.

The first full Board of Directors of the Corporation shall consist of three (3) members, one of whom shall be elected for a term of office of three (3) years, one of whom shall be elected for a term of office two (2) years, and one of whom shall be elected for a term of office of one (1) year. Thereafter, the term of office of all directors shall be three (3) years.

#### **ARTICLE 4**

##### **MEMBERS**

The Corporation shall have one class of members. The conditions of membership shall be stated in the Bylaws of the Corporation as amended from time-to-time. The initial members shall consist of the initial directors of the Corporation and members of the steering committee. Additional members may be admitted in accordance with the Bylaws of the Corporation.

#### **ARTICLE 5**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's initial registered office address, which is the business address of the initial registered agent is 5021 N. 28th Street, Arlington, Virginia. The registered office is physically located in the County of Arlington. The initial registered agent, whose business office is identical with the above-registered office is Nancy A. Martino. The initial registered agent is a resident of the Commonwealth of Virginia.

#### **ARTICLE 6**

## OPERATION AND EARNINGS

No part of the net operating revenues 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 grant scholarship and honoraria, pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof, above, and make reimbursements for funds advanced. The Corporation shall have all the powers granted corporations under the laws of the Commonwealth of Virginia. However, notwithstanding anything herein to the contrary, 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 engage in 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.

## **ARTICLE VII**

### DISSOLUTION

In the event of dissolution or final liquidation, all of the remaining assets and property of the Corporation shall be applied and distributed in accordance with the Plan of Dissolution adopted by the Board of Directors, provided, however, that such Plan is not inconsistent with any provision of the Virginia Nonstock Corporation Act or any Code provision applicable to corporations described in section 501(c)(3) of the Code.

The undersigned incorporator has executed these Articles at Arlington, VA, this 8th day of January, 1998.

/s/  
Kathleen M. Arthurs  
Incorporator

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