

# Articles of Incorporation

## Of The Mountain Vista Governor's School Foundation, Inc.

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The undersigned, acting as incorporator of a corporation pursuant to The Virginia Nonstock Corporation Act, Chapter 10 of title 13.1 of the Code of Virginia of 1950, as amended, hereby adopts the following Articles of Incorporation:

### Article I.

#### Name

The name of the Corporation is The Mountain Vista Governor's School Foundation, Inc. (hereafter referred to as the "Foundation").

### Article II.

#### Purposes

1. The purposes of the Foundation shall be to advance the interests and goals of The Mountain Vista Governor's School Foundation, Inc., presently serving the school districts of Clarke County, Culpeper County, Fauquier County, Frederick County, Rappahannock County, Warren County, and Winchester City, Virginia, and any successor institutions (hereinafter referred to as "The Governor's School"), and to do any and all things necessary, desirable and proper for the accomplishment of the foregoing purpose.
2. The Foundation is organized and shall be operated exclusively to promote, assist, and encourage educational and charitable purposes, activities and endeavors of every kind and description of, for or in any manner related to The Governor's School, including but not limited to its pupils, teachers, staff, administrators, programs, curricula, operations and facilities, and generally to do any and all things pertaining to and which the Board of the Foundation shall deem in the best interest of The Governor's School, including but not limited to the following: (a) to receive donations of real or personal property to be applied to the uses and purposes of the Foundation; (b) to take, hold and manage real and personal property conveyed or transferred to it, the income from which is to be applied to the uses and the purposes of the Foundation; (c) to acquire by purchase or otherwise such real or personal property as may be necessary or desirable to carry out the objectives of the Foundation and to manage, administer and dispose of any or all such properties for such purposes as will benefit the interests and objectives of The Governor's School; and (d) to do any and all things not inconsistent with the applicable laws of the Commonwealth of Virginia pertaining to charitable foundations.
3. Notwithstanding the foregoing or anything elsewhere contained in these Articles, the Foundation is not organized for profit or to engage in any activity ordinarily carried on for

profit, and shall not participate in activities that would render it a taxable entity under federal or state income tax laws. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenses incurred on its behalf and to make payments and distributions in furtherance of the purposes herein set forth. No substantial part of the activities of the Foundation shall be the carrying on of political activities or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for elected public office. The Foundation 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 of 1986, as amended, or the corresponding section(s) 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 of 1986, as amended, or the corresponding section(s) of any future federal tax code.

#### Article III.

##### Membership

The Foundation shall have no members.

#### Article IV.

##### Board of Directors

1. The management and administration of the affairs of the Foundation shall be vested in its Board of Directors. The Board of Directors shall be comprised of not less than three (3) nor more than thirty (30) persons. Within the foregoing limitation, the number of Directors shall be fixed by the Bylaws.
2. The Directors of the Foundation, other than ex officio Directors, shall be elected by the Board of Directors in accordance with the procedures therefor established under the Bylaws. The chief administrator (principal, director or otherwise, as the case may be) of the Governor's School shall be an ex officio member of the Board of Directors of the Foundation.
3. At the first annual meeting of the Foundation, the Board of Directors, including ex officio Directors, shall be divided by lot into three (3) classes, to serve terms of one (1) year, two (2) years and three (3) years, respectively, from the time of such election or until their successors are duly elected and qualified. Directors thereafter elected shall serve for terms of three (3) years or until their successors are duly elected, appointed or qualified, unless (i) elected to fill the unexpired term of a Director, in which case they shall serve until the completion of said term or until their successors are duly elected, appointed or qualified or (ii) elected to fill a newly created Directorship in which case they shall serve for a one (1),

two (2), or three (3) year term as determined by the Board of Directors with a view to having one-third of the Board of Directors elected each year.

Article V.

Registered Office; Registered Agent

The address of the initial registered office of the Foundation shall be 6480 College Street, Warrenton, Virginia 20187 OR 35 North Royal Avenue, P.O. Box 395, Front Royal, Virginia 22630. The registered office is located the city of Warrenton OR Front Royal, Virginia. The name of its initial registered agent at the registered office at said address is Douglas W. Napier, Esquire, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

Article VI.

Dissolution

Upon the dissolution of the Foundation, after payment of all of its outstanding obligations, if any, its assets shall be distributed by or at the direction of the Board of Directors (a) for one or more exempt educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code, or (b) to the federal government or to a state or local government to be used for public educational purposes. Any such assets not so disposed of shall be disposed of, by or at the direction of the Circuit Court of the city or county in which the principal office of the Foundation is then located, exclusively for such purpose(s) or to such organization(s) as said Court shall determine, which are organized and operated exclusively for public educational purposes.

Article VII.

Indemnification

1. The Foundation shall indemnify its Directors and officers to the fullest extent permitted, and in the manner prescribed by the Virginia Nonstock Corporation Act or any other applicable law. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested Directors, to contract in advance to indemnify any Director or officer.
2. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested Directors, to cause the Foundation to indemnify or contract in advance to indemnify any person not specified in these Articles of Incorporation who was or is a party to any proceeding by reason of the fact that he is or was an employee or agent of the Foundation or is or was serving at the request of the Foundation as director, officer, employee or agent of another enterprise, to the same extent as if such person were specified as one to whom indemnification is specifically granted in these Articles of Incorporation.
3. The Foundation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with these Articles and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of

any person who is or was a Director, officer, employee or agent of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other entity, against any liability asserted against or incurred by any such person in any such capacity or arising from his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of these Articles of Incorporation.

4. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.
5. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the date hereof, whether arising from any action taken or failure to act before or after such date. No amendment, modification or repeal of this Article shall diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequently initiated proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.
6. Reference herein to Directors, officers, employees and agents shall include former Directors, officers, employees and agents and their respective heirs, executors and administrators.

Dated the 23<sup>rd</sup> day of October, 2008.

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Douglas W. Napier

Incorporator