

Restated Articles of Incorporation of Friends of Reston for Community Projects, Inc.

The Friends of Reston for Community Projects, Inc., a Virginia non-stock corporation,

DOES HEREBY CERTIFY:

ARTICLE I. Name

The name of the Corporation is the Friends of Reston for Community Projects, Inc. (*hereinafter called the "Corporation"*).

ARTICLE II. Duration

The duration of the Corporation is perpetual.

ARTICLE III. Members

The sole member of the Corporation shall be the Reston Home Owners Association, which is also known as and hereinafter referred to as the Reston Association. The Reston Association, acting through its Board of Directors, shall have the right to vote for the elected Directors of the Corporation.

ARTICLE IV. Board Composition & Term of Office

- A. Board of Directors. The affairs of the Corporation shall be managed by a Board of Directors consisting of both ex officio and elected Directors. The elected Directors shall be elected by the Reston Association, acting through its Board of Directors. The number of the Corporation's ex officio and elected Directors, the manner of election or appointment, and their terms of office shall be set forth in the Bylaws of the Corporation.
- B. Initial Director. The name and business address of the initial Director, who shall serve until the first annual meeting, or until her successors are elected or appointed and assume their positions, are as follows:
- Victoria L. Wingert
Executive Vice President
Reston Association
1930 Isaac Newton Square
Reston, Virginia 20190
- C. Directors' Term of Office. Except to the extent provided above, the Directors shall serve for terms as set forth in the Bylaws of the Corporation.

ARTICLE V. Registered Agent

- A. Initial Registered Agent. The name of the Corporation's initial registered agent is Victoria L. Wingert.
- B. Type of Initial Registered Agent. The initial registered agent is an individual who is a resident of Virginia and an initial director of the Corporation.
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ARTICLE VI. Corporation Office Location

- A. Initial Registered Office Address. The Corporation's initial registered office address, which is the business address of the initial registered agent, is 1930 Isaac Newton Square, Reston, VA 20190.
- B. County of Registered Office. The Corporation's registered office is physically located in the County of Fairfax.

ARTICLE VII. Purposes of the Corporation

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends. No part of the income or principal of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (*including the publishing or distributing of statements*), any political campaign on behalf of any candidate for public office.

The Corporation shall not engage in any activity that is prohibited to a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any corresponding future provision of the federal tax law or that would prevent it from qualifying or continuing to qualify as a corporation exempt thereunder.

In the event that the Corporation fails to qualify as an organization described in Sections 509(a)(1), (2) or (3) of the Code, then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (*as defined in Section 4941 (d) of the Code*); from retaining any excess business holdings (*as defined in Section 4943(c) of the Code*); from making any investment in such manner as may subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (*as defined in Section 4945(d) of the Code*), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent that the Corporation fails to qualify as an organization described in Sections 509(a) (1), (2) or (3) of the Code, the Corporation shall also, to the extent required, make qualifying distributions at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code.

Subject to such restrictions, the Corporation is organized for the purpose of transacting such lawful business for which non-profit corporations may be incorporated pursuant to the Virginia Nonstock Corporation Act, and shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations organized under the laws of Virginia.

The Corporation shall have the right to amend, alter, change or repeal these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights or powers conferred herein and in the Bylaws on members, directors and officers are subject to this reservation.

Within the foregoing purposes, the Corporation shall be operated to aid the Reston Association in performing its charitable, scientific or educational and other activities qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII. Dissolution

If for any reason the Corporation is to be dissolved or otherwise terminated, all property and proceeds of the Corporation, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Virginia Nonstock Corporation Act, shall be distributed as directed by the Board of Directors to one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for charitable, scientific, literary or educational purposes which are exempt under Section 501(c)(3) and described in Section 170(b)(1)(A) *[other than in clauses (vii) and (viii)]*, of the Internal Revenue Code of 1986, as amended which, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation. Any of such assets not so disposed of shall be disposed of by the United States District Court for the Eastern District of Virginia, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes described herein.

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation nor shall any such officer or director be liable for the debts or obligations of the Corporation.

ARTICLE IX. Incorporator

The name and address of the incorporator are as follows:

Victoria L. Wingert
Executive Vice President
Reston Association
1930 Isaac Newton Square
Reston, VA 20190

ARTICLE X. Certificate Required by Section 13.1-889.D, Code of Virginia

These Restated Articles of Incorporation contain amendments to the articles requiring member approval.

Each of these Restated Articles of Incorporation was adopted on March 23, 2000.

Each of these Restated Articles of Incorporation was proposed by the Corporation's Board of Directors and submitted to the member in accordance with Section 13.1-842 and Section 13.1-889.D, Code of Virginia.

On March 23, 2000, at a meeting of the Reston Association's Board of Directors designated to consider these Restated Articles of Incorporation of the Corporation, eight (8) of the nine (9) members of the Reston Association's Board of Directors were present and constituted a quorum of the sole voting group entitled to vote on these Restated Articles of Incorporation.
