

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BARCROFT SCHOOL AND CIVIC LEAGUE
(A VIRGINIA NONSTOCK CORPORATION)

One

The name of the corporation is:

THE BARCROFT SCHOOL AND CIVIC LEAGUE.

Two

The corporation shall have two classes of members, active members and honorary members.

Active Members. Any resident of the community of Barcroft, more than 18 years of age, may be an active member of this league. Each active member shall be entitled to vote at all meetings of the corporation.

Honorary Members. Upon recommendation of the Board of Directors and the affirmative vote of two-thirds of the active members present and voting at any duly convened meeting of the corporation, the league may elect honorary members. Honorary members shall be entitled to participate in the deliberations of the corporation but shall not be entitled to vote and shall not be subject to provisions relating to the payment of membership dues.

Three

The general management of the corporation shall be vested in the Board of Directors, which will be composed of five members. The directors of the corporation are to be elected in accordance with the provisions of the Bylaws of the corporation.

Four

The duration of the corporation shall be perpetual.

Five

The purpose of this corporation shall be to advance the civic welfare of the people resident in the Barcroft community, as defined in the Bylaws of the corporation, and to acquire and hold such real estate as may be necessary to carry out said purpose. The corporation may collect dues from its members to carry out its stated purposes in accordance with the provisions of the Bylaws of the corporation. The corporation shall also engage in any lawful purpose authorized by the Code of Virginia for nonstock corporations.

Six

No director or officer of the corporation shall be liable to the corporation or its members for monetary damages for breach of such person's common law or statutory duties, except for liability for acts or omissions which involve willful misconduct or knowing violation of the criminal law. Any person (and the heirs, executors, administrators and estates of any such person) who at any time shall serve, or shall have served, as a director or officer of the corporation or of any other enterprise at the request of the corporation, shall be indemnified by the corporation in accordance with and to the fullest extent authorized by the Virginia Nonstock Corporation Law as it may exist from time to time. The corporation shall advance to any such person the expenses (including attorneys' fees) of obtaining such indemnification or of defending against any action or proceeding against such person. Any person (and the heirs, executors, administrators and estates of any such person) who at any time shall serve, or shall have served, as an employee or an agent of the corporation, or of any other enterprise at the request of the corporation, may be similarly indemnified, and may have expenses similarly advanced, at the discretion of the Board of Directors of the corporation.

Seven

The provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws of the corporation.

Dated: _____, 1991

Randolph A. Swart
President