

ARTICLES OF INCORPORATION

OF

THE FAIRFAX COUNTY PUBLIC LIBRARY FOUNDATION, INC.

The undersigned, desiring to form a non-profit corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, states as follows:

1. The name of the Corporation is Fairfax County Public Library Foundation, Inc.

2. The Corporation is to have no members.

3. The Directors of the Corporation shall be elected or appointed as follows: the Directors named herein shall by majority vote at the first Annual Meeting of Directors appoint those persons who reside, work or do business in the County of Fairfax and/or the City of Fairfax, Virginia to be the Directors for the coming year; thereafter, at each annual meeting of Directors the existing Directors shall by majority vote appoint those persons who reside, work or do business in the County of Fairfax and/or the City of Fairfax to be the Directors for the coming year, all in accordance with the procedure set forth in the By-Laws of the Corporation.

4. A. The Corporation's initial registered office address is:

13135 Lee Jackson Highway
Suite 301
Fairfax, Virginia 22033

B. The registered office is located in the County of Fairfax, Virginia.

5. A. The name of the Corporation's initial registered agent, whose business office is identical with the above registered

office is Joyce D. Andrews.

B. The initial registered agent is:

- (1) An individual who is resident of Virginia; and
- () An initial director of the corporation
- () A member of the Virginia State Bar.

6. A. The purposes for which the Corporation is formed are:

- (a) The Corporation is not organized for-profit and shall not be authorized to issue capital stock.
- (b) The Corporation is organized exclusively for education and charitable purposes including for such purposes, the encouraging, promoting, and supporting the Fairfax County Public Library, ~~a government unit of the County and City~~ of Fairfax, Virginia, and located in said jurisdictions; the making of distributions to and for the benefit of the Fairfax County Public Library and, more specifically, to receive and administer funds for charitable and educational purposes, all for the benefit of Fairfax County Public Library and for no other purposes and in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Commonwealth of Virginia for the applicable provisions of the Commonwealth of Virginia for educational and

charitable purposes, all for the benefit of Fairfax County Public Library, can be authorized to exercise, but only to the extent the exercise of such power is in furtherance of exempt purposes.

7. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes as set forth in Article SIX. 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 of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Revenue Law).

8. 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 corresponding section of any future federal tax law or shall be distributed to the Fairfax County Public Library, a unit of the Fairfax County government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Fairfax County exclusively for such purposes or to such organization or organizations which are organized for such exclusive purposes, as determined by such Court.

9. If at any time the Corporation shall be a private foundation (as defined under the Code), the following provisions shall apply:

(a) The Corporation will distribute its income for each tax at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the ~~Code~~ or corresponding section of any future federal tax code;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding section of any future federal tax code;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding section of any future federal tax code;

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding section of any future federal tax code; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code or

corresponding section of any future federal tax code.

10. The names and addresses of the initial Directors:

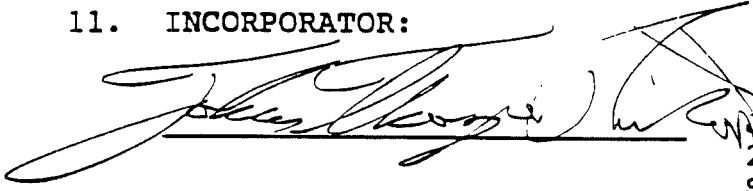
Joyce D. Andrews
13135 Lee Jackson Highway
Suite 301
Fairfax, Virginia 22033

Herbert A. Doyle, Jr.
7520 Arlington Blvd.
Falls Church, Virginia 22042

Charles A. Fegan
4715 Declaration Court
Annandale, Virginia 22003

Phylis A. Salak
3895 Chain Bridge Road
Fairfax, Virginia 22030

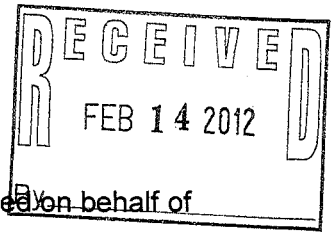
11. INCORPORATOR:



John Thorpe Richards, Esq.
225 Reinekers Lane
Suite 700
Alexandria, VA 22314-2822

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, FEBRUARY 10, 2012



The State Corporation Commission has found the accompanying articles submitted on behalf of

Fairfax Library Foundation (formerly FAIRFAX COUNTY PUBLIC LIBRARY
FOUNDATION, INC.)

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective February 10, 2012.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink that reads "Mark C. Christie". The signature is written in a cursive, flowing style.

Mark C. Christie
Commissioner