

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, September 18, 2009*

*This is to certify that the certificate of incorporation of*

**W.T. Woodson High School PTSO, Inc.**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: September 18, 2009*



*State Corporation Commission*

*Attest:*

*Joel H. Peck*  
Clerk of the Commission

**Articles of Incorporation  
of  
W.T. Woodson High School PTSO, Inc.  
A Virginia Non-Stock Corporation**

Pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned incorporator hereby states as follows:

**Article 1**

The name of this Corporation is W.T. Woodson High School PTSO, Inc.

**Article 2**

The Corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the Bylaws.

**Article 3**

The name and address of the registered agent and registered office of this Corporation is:

Nell Hurley  
c/o W.T. Woodson High School PTSO  
9525 Main Street  
Fairfax, VA 22031

The registered agent is an individual resident of Virginia and an initial director of the Corporation.

**Article 4**

The Corporation's initial registered office address is: 9525 Main Street, Fairfax, VA 22031. The registered office of this Corporation is physically located in the County of Fairfax, Virginia.

**Article 5**

The number of initial directors of this Corporation shall be six (6) and the names and addresses of the initial directors are as follows:

1. Nell Hurley  
4502 Olley Lane  
Fairfax, VA 22032
  
2. Annie Schwartz  
9030 Ashemeade Dr.  
Fairfax, VA 22032
  
3. Donna Greer  
4806 Sligo Lane  
Annandale, VA 22003
  
4. Vicki Chamlee  
8929 Maurice Lane  
Annandale, VA 22003
  
5. Sandy Barron  
8921 Cheltonham Place  
Annandale, VA 22003
  
6. Catherine Potter  
11331 Lafferty Lane  
Fairfax, VA 22030

## **Article 6**

The members of the Board of Directors shall be those individuals elected by the members, in accordance with the Corporation's Bylaws.

## **Article 7**

This Corporation is organized and will be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. Specifically, this Corporation is organized to support and enhance the education of students at W.T. Woodson High School by fostering relationships and expanding communication between the school, parents, students and teachers, and funding, operating and/or participating in programs and activities that promote and support the educational experience for students at W. T. Woodson High School. In pursuit of these purposes, the Corporation shall have the power to carry on any business or any other activity which may be lawfully conducted under the Virginia Non-Stock Corporation Act, whether or not related to the

foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **Article 8**

The name and address of the incorporator of this Corporation is:

Catherine Potter  
11331 Lafferty Lane  
Fairfax, VA 22030

### **Article 9**

The period of duration of this Corporation is perpetual.

### **Article 10**

The internal affairs of the Corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon the dissolution of this Corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### **Article 11**

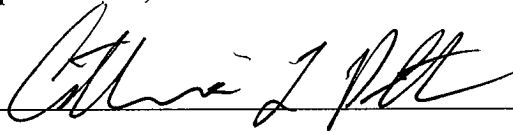
At all times, the following shall operate as conditions restricting the operations and activities of the Corporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to any Director, employee, or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending or managing the affairs of the Corporation shall be paid, but limited to reasonable amounts;
- b. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state, or local laws; and

c. Notwithstanding any other provision of these Articles, the Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: September 16, 2009

  
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Catherine Potter, Incorporator (703) 288-3075