

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, OCTOBER 4, 2010

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

UNITED CHARITABLE PROGRAMS

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

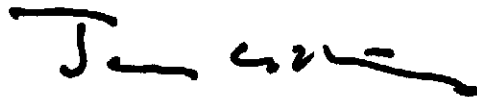
CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the Commission, effective October 4, 2010.

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, appearing to read 'J. C. Dimitri', written over a horizontal line.

James C. Dimitri
Commissioner

**ARTICLES OF RESTATEMENT OF
UNITED CHARITABLE PROGRAMS**

The undersigned, on behalf of United Charitable Programs ("Corporation"), a non-stock corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby states as follows:

1. The name of the Corporation immediately prior to restatement is United Charitable Programs.
2. The restatement does not contain an amendment to the articles of incorporation.
3. The text of the restated articles of incorporation is attached hereto.
4. The restatement was adopted by the Corporation on September 29, 2010.
5. The restatement was adopted at a meeting of the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the restatement was not required because the restatement does not include an amendment to the articles of incorporation.

Executed in the name of the Corporation:

By: Jan H. Ridgely Date: 9/29/10
Printed Name: Jan Ridgely
Title: President

SCC ID #: 0649644-2

RESTATED
ARTICLES OF INCORPORATION
OF
UNITED CHARITABLE PROGRAMS

The undersigned corporation, pursuant to title 13.1, chapter 10 of the Code of Virginia, as amended, hereby executes the following restated articles of incorporation and sets forth the following:

I. NAME.

The name of the Corporation shall be: UNITED CHARITABLE PROGRAMS.

II. DURATION.

The period of duration is perpetual.

III. PURPOSES.

The Corporation shall be a nonstock corporation which shall engage in any lawful act or activity for which nonstock corporations may be organized under the provisions of the Virginia Nonstock Corporation Act.

It shall be organized and operated exclusively as an organization authorized to engage in such religious, charitable, scientific, literary, or educational purposes and activities (hereafter "charitable purposes") as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2).

Solely in furtherance thereof, the Corporation shall be authorized to make gifts, grants and contributions: a) to organizations described in Section 501(c)(3) of the Code; b) to states,

territories, or possessions of the United States; c) to the United States or the District of Columbia; and d) to any political subdivision of any of the foregoing, but only for charitable purposes. The Corporation, additionally, shall be authorized to make gifts, grants and contributions directly for charitable purposes in the United States and throughout the world.

In connection with the advancement of such charitable purposes, the Corporation, *inter alia*, shall encourage volunteer participation in the development of charitable projects in local communities in order to inculcate the spirit of civic philanthropy and instill this spirit in young persons. The Corporation shall provide support for such charitable projects, including, but not limited to, financial support, training, and guidance by mentors.

To carry out and fulfill the purposes enumerated above, the Corporation shall have the powers enumerated in the Virginia Nonstock Corporation Act, as amended from time to time, including the power to own, hold, use, lease and otherwise deal in and dispose of any real or personal property, or any interest therein, situated in or out of this state, provided, however, that such powers shall not be inconsistent with the purposes of the Corporation described herein.

The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes. The Corporation shall not be authorized to issue stock.

In furtherance of such purposes, the Corporation shall have full power and authority:

- (A) To provide financial assistance, facilities, and aid to assist individuals, institutions, or any other entity attempting to fulfill the foregoing purposes;
- (B) To acquire or receive from any individual, firm, association, corporation, trust, foundation or any governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real

or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefor solely for the purposes hereof;

(C) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;

(D) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified Code Section 501(c)(3) organizations or for their purposes;

(E) To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein;

(F) To act as a central organization with respect to subordinate organizations affiliated with and subject to the Corporation's general supervision or control in accordance with Revenue Procedure 80-27, 1980-1 CB 677, as amended from time to time by the Internal Revenue Service; and

(G) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other powers and authority enjoyed by nonstock corporations generally by virtue of the provisions of the Virginia Nonstock Corporation Act (within and subject to the limitations of Section 501(c)(3) of the Code.)

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article III and with its status under Section 501(c)(3) of the Code or successor Code Section.

IV. TAX-EXEMPT, NON-PROFIT CORPORATION.

The Corporation shall be neither organized nor operated for pecuniary gain or profit.

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article III hereof.

(B) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

V. BOARD OF DIRECTORS AND OFFICERS.

The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than one (1). The initial directors named in Article VII of these Articles of Incorporation, shall serve until the first annual meeting of the Board of Directors or until their successors have been elected and qualified in accordance with the Bylaws. The directors shall be elected at all times thereafter by the voting members in accord with the procedure set forth in the Bylaws of the Corporation.

The directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a non-profit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code.

The officers of the Corporation shall be the President, Secretary and Treasurer; provided, the Board of Directors may create additional offices. Officers may be, but need not be, directors.

VI. MEMBERS.

The Corporation shall have one class of members, known as voting members, who shall be designated initially in the bylaws. Thereafter, no person may become a voting member without the written consent of two-thirds of all voting members.

VII. INITIAL BOARD OF DIRECTORS.

The initial Board of Directors of the Corporation shall consist of the three (3) persons whose names and addresses are set forth below:

<u>NAME</u>	<u>ADDRESS</u>
Janet Ridgely	6201 Leesburg Pike Falls Church, VA 22044
Veronica Flaggs	6201 Leesburg Pike Falls Church, VA 22044
Helen Smith	6201 Leesburg Pike Falls Church, VA 22044

VIII. DISSOLUTION OF THE CORPORATION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation as organizations described in Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for charitable purposes or to such organization or organizations as said court shall

determine, which are organized and operated exclusively for charitable purposes and which are described in Section 501(c)(3) of the Code.

IX. REGISTERED OFFICE AND REGISTERED AGENT.

The initial registered office of the Corporation, which is identical to the business office of the initial registered agent, shall be located at 6319 Nicholson Street, Falls Church, Virginia 22044. The registered office is physically located in the county of Fairfax, Virginia. The initial registered agent of the Corporation at such address shall be MacKenzie Canter, III, an individual who is a resident of Virginia and a member of the Virginia State Bar.

X. DEFINITIONS.

All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

XI. INCORPORATOR.

The name and address of the incorporator is:

MacKenzie Canter, III
6319 Nicholson Street
Falls Church, Virginia 22044

XII. AMENDMENTS.

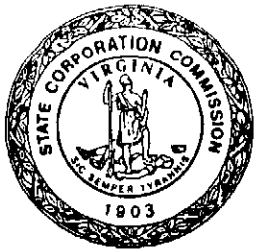
The Articles of Incorporation and Bylaws of the Corporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office; provided, however, that the amendment shall not be effective unless and until it has been ratified and approved by the written consent of at least two-thirds (2/3) of the voting members.

The Articles of Incorporation and Bylaws of the Corporation shall set forth the date of the meeting of the Board of Directors at which the amendment was adopted, and a statement of the facts that such amendment received the vote of a majority of all the directors then in office and was approved by two-thirds (2/3) of the voting members, as aforesaid.

United Charitable Programs

Date: 9/29, 2010

By: Janet Ridgely
Janet Ridgely
President



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

October 4, 2010

COURTNEY HERBOLD
COPILEVITZ & CANTER LLC
1900 L ST NW STE 215
WASHINGTON, DC 20036

RECEIPT

RE: UNITED CHARITABLE PROGRAMS

ID: 0649644 - 2

DCN: 10-10-01-1215

Dear Customer:

This is your receipt for \$25.00 to cover the fee(s) for filing articles of restatement for a corporation with this office.

The effective date of the restatement is October 4, 2010.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

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