

**ARTICLES OF RESTATEMENT FOR THE  
LOUDOUN EDUCATION FOUNDATION, INC.**  
(Approved by Board of Trustees September 28, 2000):

**RESTATED ARTICLES OF INCORPORATION  
OF  
THE LOUDOUN EDUCATION FOUNDATION, INC.**

The undersigned, all of whom are citizens of the United States, desiring to form an educational and charitable foundation under the Non-Stock Corporation Law of Virginia, do hereby set forth the following:

**FIRST:** The name of the Corporation shall be THE LOUDOUN EDUCATION FOUNDATION, INC., (hereinafter "Foundation").

**SECOND:** The objects and purposes for which the Foundation is formed are exclusively educational and charitable, as follows:

The Foundation is organized and shall be operated to promote, aid and encourage educational and charitable purposes, activities and endeavors of every kind and description, of and for, or connected with, the Loudoun County Public Schools, their administrators, teachers, pupils, alone or in cooperation with governmental or other private bodies or agencies, and to conduct and engage in any and all such activities and endeavors, and shall in its operation seek:

1. To promote the advancement and further the aims and purposes of the Loudoun County Public Schools, through the development and application of financial resources to the programs of such system and through such other activities as are suited to that end.
2. To further educational opportunities for the administrators, teachers, and pupils of the Loudoun County Public Schools.
3. To develop and promote interest in education.
4. To stimulate school administration and teaching.
5. To accept, administer, apply and to use money, property and services acquired by gift, grant, devise, bequest or otherwise in accordance with any of the purposes and objects of the this Foundation that may be specified by the donor of any such property, provided, however, that when, in the judgment and discretion of the Board of Trustees of the Foundation, the purposes or object specified in any donations become unattainable, obsolete or otherwise not reasonably susceptible of attainment, the property involved in any such case shall be subject to the general objects and purposes of the Foundation.

6. The particular business and objects of the Foundation are exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law). The operations of the Foundation will be conducted in conformity with Title VI of the Civil Rights Act.
7. In order to carry out and achieve the foregoing purposes, the Foundation may do all things requisite, necessary and expedient to the administration and attainment of its purposes that a non-profit corporation may lawfully do and shall and may exercise, in the furtherance of the above purposes, all of the powers now or hereafter conferred upon non-stock corporations by the laws of the Commonwealth of Virginia.

THIRD: The address of the initial registered office of the Foundation is 102 North Street N.W., Leesburg, Virginia 20176, in the County of Loudoun, Virginia, and the name of the initial registered agent of the Foundation is Edgar B. Hatrick, III, Superintendent of Schools, a resident of the State of Virginia and a Trustee of the Foundation, whose business office is the same as the registered office of the Foundation.

FOURTH: The Foundation shall have no members. The management and administration of the affairs of the Foundation shall be vested in a Board of Trustees of not fewer than three (3) and not more than thirty (30) members. Within the foregoing limitation, the number of Trustees shall be fixed by the by-laws. Trustees shall be elected at the annual meeting of the Foundation. Upon their election at the first Annual meeting, the Trustees shall be divided by lot into three (3) classes, each class to serve three (3) years, two (2) years, and one (1) year, respectively, from time of such election or until their successors are duly elected and qualified. The Trustees thereafter elected shall serve for terms of three (3) years.

The Chairman of the Loudoun County School Board, or his designee, shall *ex officio* be a Trustee of the Foundation and, as such, shall be entitled to vote on all matters before the Board of Trustees, unless otherwise provided by law. The Superintendent of Schools shall *ex officio* be a member of the Board of Trustees.

Any Trustee may succeed himself. During the interval between annual meetings, the Board of Trustees shall within the limitations provided by law, fill vacancies occurring in the membership of the Board of Trustees or otherwise.

Notwithstanding the foregoing, the Board of Trustees may at any time create a class of nonvoting Honorary Trustees, set terms of office therefore, and provide for the appointment of such Honorary Trustees, not to number more than thirty (30). Any such Honorary Trustees shall have no management or direction of the Foundation, nor vote upon any matter before the Board of Trustees or serve as an officer of the Foundation.

FIFTH: The number of Trustees constituting the initial Board of Trustees is five (5). The names of the persons who are to serve as the initial Trustees and their addresses are:

FRED T. LININGER  
307 Edwards Ferry Road N.E.  
Leesburg, Virginia 22075

JOHN J. SEIDEL, JR.  
P. O. Box 45  
Hillsboro, Virginia 22132

MARK A. WATTS  
P. O. Box 905  
Leesburg, Virginia 22075

EDGAR B. HATRICK, III  
SUPERINTENDENT OF SCHOOLS  
102 North Street N.W.  
Leesburg, Virginia 22075

JAMES D. CALLAHAN  
201 Dogwood Cour  
Sterling, Virginia 22170

The initial Board of Trustees shall serve only until a Board of Trustees is elected at the organizational meeting of the Foundation. The initial Board of Trustees shall not be deemed to have served a term in office for the purposes of the limitation in Article FOUR.

SIXTH: The Foundation shall have no shareholders and no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, Trustees, or Officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SECOND hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a Foundation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

SEVENTH: Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation, in such proportion as it may be advised, by gift to the Loudoun County School Board, or exclusively for the purposes of the Foundation, in organizations organized and operated exclusively for educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 c (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the Senior Stat Court Judge of the Circuit in which the principal office of the Foundation is then located, exclusively for the purposes for which the Foundation existed or to such organization or organizations, as the said Judge shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto subscribed our names this [23 rd] day of [May], 1991.

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[Fred T. Lininger]  
INCORPORATOR

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[Edgar B. Hatrick, III]  
INCORPORATOR

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[James D. Callahan]  
INCORPORATOR

LEF Articles of Incorporation  
5/15/91, amended 8/27/98, effective 9/25/98;  
amended 9/28/00, effective October 26, 2000

CERTIFICATE

1. NAME OF CORPORATION: The Loudoun Education Foundation, Inc.
2. RESTATED ARTICLES OF INCORPORATION, approved by two-thirds vote of Trustees (directors) in office on September 28, 2000. No vote by members of the corporation is required as the corporation has no members.

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Elizabeth D. Whiting  
Trustee and Legal Counsel