

**Articles of Incorporation**  
**FITSI Foundation**  
**A Virginia Non-Profit, Non-Stock Corporation**

I, the Incorporator, a natural person 21 years of age or older, adopt the following Articles of Incorporation for the purpose of forming a non-profit, non-stock corporation under the Virginia Nonstock Corporation Act:

**Article One**  
**Name**

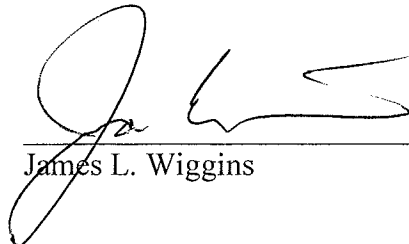
The name of the non-profit, non-stock corporation (hereinafter, the “**Foundation**”) is: FITSI Foundation.

**Article Two**  
**Registered Agent and Office**

The name of the initial registered agent and registered office in the Commonwealth of Virginia, County of Fairfax, are:

James L. Wiggins  
141 Cameron Station Blvd.  
Alexandra, Virginia 22304

James L. Wiggins, is a Director of the Foundation and a resident of the Commonwealth of Virginia, as required under §13.1-833A2a of the Code of Virginia (1950).

  
\_\_\_\_\_  
James L. Wiggins

## **Article Three**

### **Name and Address of the Incorporator**

The name and address of the incorporator is:

Wayne M. Zell, Esq.  
1775 Wiehle Avenue, Suite 400  
Reston, Virginia 20190

## **Article Four**

### **Duration**

The Foundation's period of duration is perpetual.

## **Article Five**

### **No Capital Stock**

The Foundation shall not have any capital stock.

## **Article Six**

### **Purposes**

The Foundation is organized and will be operated exclusively for general charitable, scientific, literary and educational purposes, as set forth in Section 501(c)(3) of the Internal Revenue Code, including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

To this end, the Foundation shall have the right to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interests therein, without limitation as to the amount or value; to sell, convey, or otherwise dispose of any such property and to invest, re-invest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Foundation, and the recipients of financial assistance from the Foundation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Foundation, or any laws applicable thereto.

Except as limited in these Articles of Incorporation or by applicable federal law, the Foundation shall have all general powers as enumerated in § 13.1-801 et seq., Code of Virginia

1950, as amended.

## **Article Seven Dissolution**

Upon the dissolution of the Foundation, the Board of Directors of the Foundation will, after paying or making provision for the payment of all liabilities of the Foundation as provided for by §13.1-907 of the Code of Virginia 1950, as amended, distribute all Foundation assets to one or more organizations organized and operated exclusively for charitable, scientific, literary or educational purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or, if Section 501(c)(3) or any successor provision of law is no longer in effect, to one or more organizations organized and operated exclusively for charitable, scientific, literary or educational purposes, or, if no such organization exists, to the federal government, or to a state or local government, for a public purpose, in the sole discretion of the Board of Directors of the Foundation.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the city or county in which the principal office of the Foundation is then located, will dispose of those assets exclusively for charitable, scientific, literary or educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or would have qualified under such section if it is no longer in effect, as the court shall determine.

## **Article Eight Restrictions**

No part of the net earnings, assets income or profit of the Foundation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. The Foundation may, however, pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

No part of the activities of the Foundation may include the carrying on of propaganda or be used to influence legislation. The Foundation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

The Foundation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code;

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; or

As a non-profit corporation organized under the laws of Commonwealth of Virginia.

## **Article Nine Board of Directors**

### **Section 9.01 General Powers**

The Foundation is organized on a non-stock basis and will be managed by its Board of Directors. The Board of Directors will have authority for all affairs of the Foundation and may exercise all powers of the Foundation as permitted by federal law, state law, the Articles of Incorporation, and the Foundation's By-Laws as in effect from time to time.

Directors shall each have the right to cast a vote on matters before the Board of Directors and shall be responsible for making all decisions affecting the Foundation, including, without limitation, decisions regarding operating budgets and expenses, decisions regarding use of the funds for the Foundation's tax-exempt purposes, investment decisions, and hiring and firing officers and employees.

### **Section 9.02 Number**

The Board of Directors shall consist of two classes of directors: the Founding Director and the Non-Founding Directors (collectively, the "**Directors**"). All Directors shall be voting directors.

At all times there shall be no less than one (1) and no more than five (5) Directors.

### **Section 9.03 Election and Tenure**

The initial Board of Directors shall consist of: James L. Wiggins, who shall be a permanent member of the Board of Directors and whose address is 3213 Duke Street, #171, Alexandria VA 22314-4533; (the "**Founding Director**"). James L. Wiggins shall serve as the Chairperson of the Board of Directors at all times during his tenure.

The remaining Directors ("**Non-Founding Directors**") shall be elected at any regular annual meeting of the Board of Directors. Non-Founding Directors may, however, change or be fixed in number from time to time, as further set forth in the By-Laws.

Each Non-Founding Director shall serve until the earlier of (i) the next annual meeting of the Board of Directors; (ii) his or her resignation, as set forth in the By-Laws; or his or her removal as set forth below in Section 9.04. The initial Non-Founding Directors shall be elected by the Founding Director. The Board of Directors shall have the right to appoint replacement or successor Non-Founding Directors by majority vote, as further set forth in the By-Laws.

If the election of Non-Founding Directors shall not be held at a regular annual meeting of the Board of Directors, then such election shall be held as soon thereafter as conveniently possible at a special meeting of the Board of Directors. Each Non-Founding Director shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign. Non-Founding Directors need not be residents of the Commonwealth of Virginia.

#### **Section 9.04 Removal**

Any Non-Founding Director may be removed for cause by a vote of two-thirds (2/3) of all of the Founding Director. Such action shall be taken at a regular meeting of the Board or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto. Any replacement Non-Founding Director shall be appointed by the Founding Director as further set forth in the By-Laws. The Founding Director may not be removed except by order of a court of competent jurisdiction for cause.

#### **Section 9.05 Compensation**

Directors, as such, shall not receive any stated compensation for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity, including as an officer of the Foundation, and receiving compensation therefor.

#### **Section 9.06 Committees**

The Board, by resolution, may designate from among the directors an executive committee, a nominating committee and other committees, each consisting of one (1) or more Directors or Officers of the Foundation. Each such committee shall serve at the pleasure of the Board.

## **Article Ten Members**

The Foundation shall not have members.

## **Article Eleven By-Laws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the Foundation to the extent such By-Laws are not inconsistent with these Articles nor contrary

to the laws of the Commonwealth of Virginia.

## **Article Twelve Amendments**

The Foundation may amend the Articles of Incorporation in the manner provided by the laws of the Commonwealth of Virginia. No amendment may authorize the Board of Directors to conduct the affairs of the Foundation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

## **Article Thirteen Indemnification**

The Foundation shall indemnify the directors and officers of the Foundation to the full extent permitted by § 13.1-876 et seq. Code of Virginia 1950, as amended. The right of indemnification provided by this section shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Foundation or others, even as to claims, issues or matters in relation to which the Foundation would not have the power to indemnify such director or officer under the provisions of this section.


## **Article Fourteen Miscellaneous**

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the Commonwealth of Virginia are to the laws of the Commonwealth of Virginia as now in force or hereafter amended.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE.]

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IN WITNESS WHEREOF, the Articles of Incorporation were signed on this 18<sup>th</sup> day of October, 2012.



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Wayne M. Zell, Esq., Incorporator