

COPY

Certificate of Incorporation

of

Alexandria Day Nursey and  
Children's Home, Incorporated.

This is to certify that we do hereby associate ourselves to establish a corporation not organized for profit, but solely for benevolent and charitable purposes in which no capital stock is required or to be issued under and by virtue of Chapter 151, Code of Virginia, 1919, and acts amendatory thereof, for the purposes and under the corporate name hereinafter mentioned and to that end we do by this, our certificate, set forth as follows:

1. The name of the Corporation shall be the Alexandria Day Nursey and Children's Home Incorporated.
2. The principal office of the Corporation shall be located in the City of Alexandria, Virginia.
3. The purposes for which the Corporation is formed are; First, to conduct a day nursey where children may be received either with or without compensation, as the necessities of each individual case may require; secondly, to conduct a children's home where minor children may be cared for either temporarily or permanently with or without compensation as the necessities of the individual case may require; thirdly, to raise, receive, and obtain moneys, securities, and other things of value for the purposes herein enumerated.
4. Both of these enterprises are to be carried on and conducted under the supervision of the Virginia State Board of Public Welfare as provided by law.
5. There shall be three trustees in whom shall be vested the real property of the corporation, whom after election shall serve for life or until removal by death or for cause or by resignation. These trustees shall be appointed by the Board of Directors from its membership at the first meeting thereof and all vacancies are to be filled by the said Board of Directors.
6. There shall be a Board of Directors of not less than five nor more than fifteen members, a majority of whom shall be members in good standing of the Alexandria Rotary Club. The members of the Board of Directors from the Alexandria Rotary Club shall be elected by the members of the said club; the other members of the Board of Directors shall be elected by the active members of this corporation. The said Board of Directors shall expend or invest the funds of the Corporation as they deem best in accordance with the purposes for which the Corporation is formed.

Certificate of Incorporation

7. The names and residences of the officers and directors who, are for the first year to manage the affairs of the Corporation are as follows:

F. C. Goodnow, President and Director, who resides at #8 West Maple Street, Alexandria, Virginia.

William P. Woolls, Vice-President and Director, who resides at 201 W. Walnut Street, Alexandria, Virginia.

J. T. Worthington, Secretary and Director who resides at Belle Haven, Alexandria, Virginia.

C. S. Taylor Burke, Treasurer and Director who resides at 719 Prince Street, Alexandria, Virginia.

Alfred Thomson, Director, who resides at 123 W. Maple Street, Alexandria, Virginia.

8. The period for the duration of the Corporation is unlimited.

9. The amount of real estate to which its holdings at any time are to be limited are five thousand acres of land.

10. The members of the Corporation shall be persons elected thereto by the Board of Directors who shall have complied with the by-laws of the said Corporation and shall have contributed in some material way to the furtherance of the purposes of the Corporation.

Given under our hands this 23rd day of January, 1930.

F. C. Goodnow,

Wm. P. Woolls

John T. Worthington

C. S. Taylor Burke

Alfred Thomson

CERTIFICATE OF AMENDMENT  
OF  
ALEXANDRIA DAY NURSERY AND CHILDREN'S  
HOME, INCORPORATED.

WHEREAS, Alexandria Day Nursery and Children's Home, Incorporated, a corporation created under and by virtue of the laws of the Commonwealth of Virginia, desires to have its charter amended as hereinafter set out; now, therefore, to that end, I George F. Downham, President of said corporation, under the seal of the corporation attested by the secretary thereof do hereby certify as

FIRST: That on the 6th day of April, 1942, after due notice to all of the directors of the corporation, there was held at the Alexandria Day Nursery and Children's Home, Incorporated, 411 Prince Street, Alexandria, Virginia, a meeting of the board of Directors of the aforesaid Corporation at which meeting at least a majority of the directors were present and unanimously passed the following resolutions declaring that such amendment is advisable;

"Resolved, that whereas the certificates of incorporation of this corporation provides in paragraph 5 thereof that there shall be three trustees in whom shall be vested the real property of the corporation, and

WHEREAS this corporation since its inception has been sponsored by the Rotary Club of Alexandria, Virginia and has largely been supported by the said club and through the interest and efforts of members of the same, as well as the interest of other persons and

WHEREAS it is deemed desirable and to the best interest of the Alexandria Day Nursery and Children's Home by the directors of this corporation that the real property of the corporation be vested in the corporation instead of in three trustees as provided as above set forth; now therefore, be it

RESOLVED that the said certificate of incorporation be amended as follows: that paragraph 5 of the said certificate of incorporation be deleted from the said certificate and the following be substituted therefor:

That title to the real property of the corporation shall be vested in the corporation and that the trustees heretofore appointed be requested to convey the property of the corporation to the corporation and upon their compliance with said request, the office of trustees heretofore provided in said certificate of incorporation be abolished."

And the said Board of Directors thereupon passed a further resolution ordering a meeting of the corporation to be called for the 5th day of May, 1942, according to law, to

Certificate of Amendment

take action upon the foregoing resolution proposed to amend the charter of the corporation,

SECOND: That on the 5th day of May, 1942, there was held at Alexandria, Virginia, a meeting of the members, after ten days notice to all the members, either service in person or by mailing the same as required by law, said notice stating the time, place and general object of the meeting. That at the said meeting there was represented in person more than two-thirds of the members of the corporation. That the foregoing resolution, adopted in the manner hereinbefore set out was laid before the stockholders meeting and unanimously adopted, being at least two-thirds in interest of the members of this corporation.

THIRD: That the proceedings of said meeting were duly entered on the minutes of the proceedings of the corporation.

THEREFORE, this certificate is now signed by George F. Downham, president Alexandria Day Nursery and Children's Home, Incorporated, aforesaid, with its corporate seal thereto affixed, attested by William W. Norris, its secretary, this 11th day of June, 1942.

Geo. F. Downham,

President, Alexandria Day Nursery and  
Children's Home, Incorporated.

(Seal)

Attest: William W. Norris,  
Secretary.

COMMONWEALTH OF VIRGINIA  
DEPARTMENT OF THE  
STATE CORPORATION COMMISSION

CITY OF RICHMOND JUL 27 1942

NOTICE OF ISSUING AND CERTIFICATION OF  
amendment to charter of Alexandria Day Nursery and Children's Home,  
Incorporated,  
to be recorded in the office of the State Corporation Commission  
and where necessary certified to the clerk of the proper court  
for recording in his office.

Papers covering the above specified application having  
been duly considered by the Commission, and it being found that  
all the requirements of law have been complied with, the  
Commission has this day ordered the same to be admitted to record  
in this office.

Enclosed herewith you will find receipt of the  
State Corporation Commission for charter fee (if any required on  
this application), \$5.00 for costs in this office, and recording  
fee. Where necessary to be recorded by a court clerk, such  
clerk will receipt to you direct for his fee..

Your attention is called to blanks and circulars pre-  
pared by the Commission and enclosed herewith for the use of  
the corporation, as specified below in paragraphs against which  
is marked upon the margin the typewritten letter "X":

A blank prepared under the provisions of section  
167 of the Constitution of Virginia and Section  
3788, Code of Virginia, 1919, as amended upon  
which a statement of the financial plan of stock  
to be issued should be made and lodged with the  
Commission, and acknowledgment thereof received  
by the corporation from the Commission, before  
any stock is actually issued.

A blank for report pursuant to Section 3820, Code  
of Virginia, 1919, as amended with the law printed  
upon the back of the blank, requiring same to be  
made to the Commission upon the organization of  
the corporation, and within thirty days after the  
time appointed for the election of officers and  
directors, annually thereafter. This report must  
be filed as soon as the corporation is organized,  
whether the officers or directors, as shown in the  
charter, are changed or not.

There is also enclosed Circular No. 5, giving in  
full Section 3854, Code of Virginia, 1919, as  
amended and where all officers and directors of  
the corporation, as shown in the charter, are  
non-residents of the city or county in which the  
principal office of the corporation is to be locat-  
ed, blanks in duplicate are also enclosed for the  
written power of attorney required to be executed  
and filed in accordance with the above mentioned  
section before the corporation commences business.

TO Mr. Stanley King, Attorney,  
101 S. Washington Street,  
Alexandria, Va.

*W. W. Atkinson*

Clerk of the Commission.

*Aug 15th. Filed in Office of Clerk of Court, Alex...*

WAIVER OF NOTICE OF MEETING.

We, the undersigned, being all of the members of the Alexandria Day Nursery & Childrens Home, Incorporated, do hereby waive such notice as is required under statute of the state of Virginia, relative to the amendment of the certificate of incorporation of the Alexandria Day Nursery & Childrens Home, Incorporated and we do by these presents acknowledge and accept service of such notice as is required.

W. H. Boyle  
H. E. Cross  
J. B. Cross  
Ernest Campbell  
Leopold Schuman  
M. A. Branch  
Blair Linn  
J. M. Linn  
Wm. Linn  
Richard M. Linn  
Eugene Simpson  
E. B. Harris  
W. W. Norris  
W. L. Canton  
Geo. M. Gossett  
J. B. Smith  
C. L. Fife  
J. W. Phillips  
C. H. Mason  
W. S. Washington  
H. A. Johnson

W. H. Booth  
J. B. Cross  
W. Linn  
Ernest Campbell  
S. Nelson Gray  
Geo. N. Matthews  
Frank Linn  
W. Linn  
J. V. Haines  
J. W. Washington

AMENDMENTS ARE AS SHOWN BY THE  
UNDERLINED PORTIONS OF THE FOLLOWING

That paragraph 3 of the said Certificate of Incorporation as amended be changed to read as follows:

3. The purposes of the corporation are:

First: To conduct or assist in conducting a day nursery or day nurseries where children may be received either with or without compensation, as the necessities of each individual case may require.

Second: To conduct or assist in conducting a children's home or children's homes, where minor children may be cared for either temporarily or permanently with or without compensation as the necessities of the individual case may require.

Third: To aid and assist, by financial contributions or otherwise, minor children and young people, particularly those in need or handicapped in any manner, to obtain support, medical or therapeutic treatment, education, special training or any other care and attention deemed necessary or advisable in each individual case.

Fourth: The corporation shall be operated exclusively for charitable, literary and educational purposes. No part of its net earnings shall enure to the benefit of any individual, no substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation and it shall not participate nor intervene in any political campaign on behalf of any candidate for public office.

Fifth: To raise, receive and obtain moneys, securities and other things of value for the purposes herein enumerated.

That Paragraph 4 be changed to read as follows:

4. Such of the above purposes as are so required by law, shall be carried on and conducted under the supervision of the Virginia State Board of Public Welfare.

That Paragraph 6 be changed to read as follows:

6. There shall be a Board of Directors of not less than five nor more than fifteen members, a majority of whom shall be

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members in good standing of the Rotary Club of Alexandria, Virginia. The members of the corporation shall be the members in good standing of said club and such other persons as may from time to time be elected as such by the members of said club. The Board of Directors shall be elected by the members of the corporation and shall expend and invest the funds of the corporation for the purposes of the corporation as such Board may deem proper, provided however that a financial report and statement of all receipts and disbursements of the corporation shall be submitted to the members of the corporation at least annually.



WAIVER OF NOTICE OF MEETING.

We, the undersigned, being all of the members of the Alexandria Day Nursery & Childrens Home, Incorporated, do hereby waive such notice as is required under statute of the state of Virginia, relative to the amendment of the certificate of incorporation of the Alexandria Day Nursery & Childrens Home, Incorporated and we do by these presents acknowledge and accept service of such notice as is required.

W. H. Boyle  
H. E. Cross  
J. S. Adams  
Ernest Campbell  
Geo. J. Durham  
M. A. Branch  
A. H. L. Linn  
J. M. Linn  
W. L. Linn  
Richard W. Linn  
Eugene Simpson  
E. B. Harris  
W. W. Harris  
W. L. Canton  
Geo. M. Good  
J. B. Smith  
C. E. Fitz  
J. W. Phillips  
A. Mason  
H. S. Washington  
H. A. J. J. J.

W. H. Linn  
J. M. Linn  
W. L. Linn  
S. M. Linn  
Geo. N. Mathews  
Frank Linn  
W. L. Linn  
J. V. Linn  
J. W. Linn

ARTICLES OF AMENDMENT

of the Articles of Incorporation of

→ ALEXANDRIA DAY NURSERY AND CHILDREN'S HOME, INCORPORATED

1. On the 16th day of March, 1966, the Board of Directors of the Corporation found that the following proposed amendments of its Articles of Incorporation was in the best interests of the Corporation and directed that it be submitted to a vote of the members:

That Article 3 of the said Certificate of incorporation as amended be changed to read as follows:

3. The purposes of the corporation are:

First: To conduct or assist in conducting a day nursery or day nurseries where children may be received either with or without compensation, as the necessities of each individual may require.

Second: To conduct or assist in conducting a children's home or children's homes, where minor children may be cared for either temporarily or permanently with or without compensation as the necessities of the individual case may require.

Third: To aid and assist, by financial contributions or otherwise, minor children and young people, particularly those in need or handicapped in any manner, to obtain support, medical or therapeutic treatment, education, special training or any other care and attention deemed necessary or advisable to each individual case.

Fourth: The corporation shall be operated exclusively for charitable, literary and educational purposes. No part of its net earnings shall enure to the benefit of any individual, no substantial part of its activities shall be the carrying on of propaganda or otherwise

attempting to influence legislation and it shall not participate nor intervene in any political campaign on behalf of any candidate for public office.

Fifth: To raise, receive and obtain moneys, securities and other things of value for the purposes herein enumerated.

That Article 4 be changed to read as follows:

4. Such of the above purposes as are so required by law, shall be carried on and conducted under the supervision of the Virginia State Board of Public Welfare.

That Article 10 be changed to read as follows:

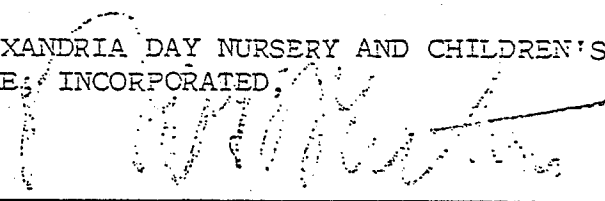
10. The members of the corporation shall be the members in good standing of said club and such other persons as may from time to time be elected as such by the members of the Rotary Club. The Board of Directors shall be elected by the members of the corporation and shall expend and invest the funds of the corporation for the purposes of the corporation as such Board may deem proper, provided however, that a financial report and statement of all receipts and disbursements of the corporation shall be submitted to the members of the corporation at least annually.

2. On March 16, 1966, being not less than twenty-five (25) days, nor more than fifty (50) days before the meeting of the members to act upon the proposed amendments, written notice of the meeting was given personally or by mail to each member entitled to vote on the proposed amendments. The notice stated the place, day and hour of the meeting and the purpose for which it was called, and was accompanied by a copy of the proposed amendments.

3. On May 3, 1966, a quorum being present, a meeting of the members was held and the proposed amendments were adopted by receiving more than two-thirds (2/3) votes entitled to be cast by members present or represented by proxy at the meeting.

ALEXANDRIA DAY NURSERY AND CHILDREN'S HOME, INCORPORATED.

By

  
\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

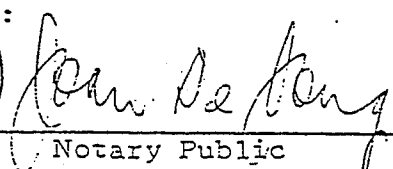
STATE OF VIRGINIA

CITY OF ALEXANDRIA, To-wit:

Before me, a Notary Public, in and for the City aforesaid in the State of Virginia, personally appeared Robert G. Whitton, who, being by me first duly sworn according to law, declared that he is the President of the Corporation executing the foregoing Articles of Amendmend of the Articles of Incorporation, and that the facts set forth therein are true.

GIVEN under my hand on the 6<sup>th</sup> day of October, 1966.

My Commission expires on:

(S)   
\_\_\_\_\_  
Notary Public