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Wm. Benteen Bailey, Attorney at Law

3802 Kendale Road, Annandale, Virginia 22003-1764
Telephone: (703)750-3546 Fax: (703)354-1652 e-mail: wdbailey@cox.net


Member: VA and DC Bars

June 29, 2005

Commonwealth of Virginia
State Corporation Commission
Office of the Clerk
P.O. Box 1197
Richmond, Virginia 23218-1197

**Re: The Rotary Club of Bailey's Crossroads, Inc.
Application for Registration**

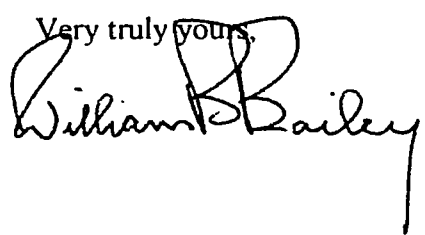
Dear Clerk of the Commission:

050705 0060 


Please find enclosed the duly executed Articles of Incorporation of the The Rotary Club of Bailey's Crossroads, Inc., a non-profit Non Stock corporation. These Articles are forwarded for the purpose of registration in the Commonwealth.

Please also find a check drawn in the amount of \$75.00 for the required registration fee.

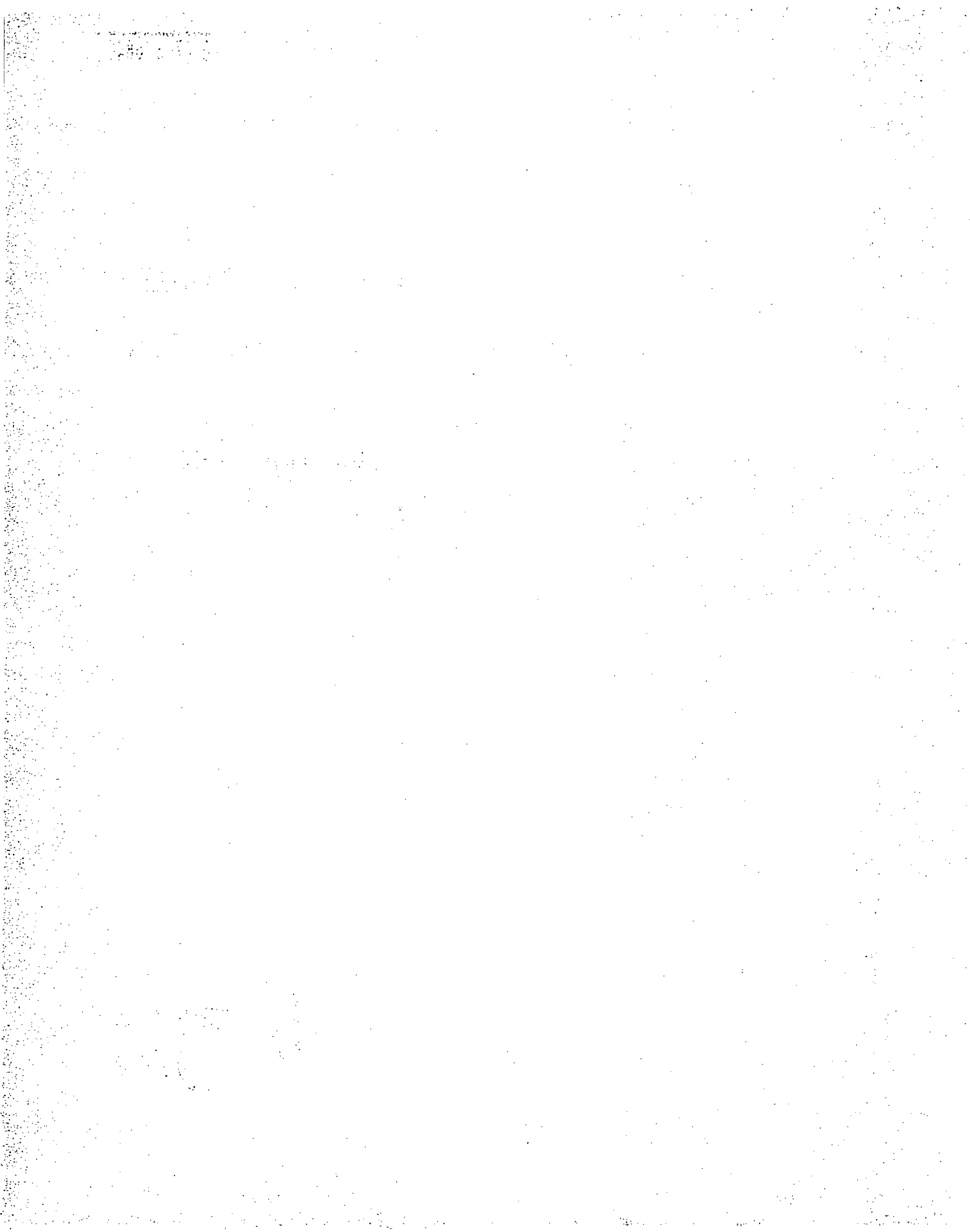
As I will be serving as the initial attorney and the registered agent for this corporation, I request any questions and/or correspondence and registration documents should be sent to me at the above address.

Very truly yours,


Encl: check
Articles of Incorporation

$$\begin{array}{r} 50 \\ 25 \\ \hline 75 \end{array}$$
 7/8/2005


0641058-3



COMMONWEALTH OF VIRGINIA



CLINTON MILLER
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

July 11, 2005

WILLIAM B BAILEY
3802 KENDALE RD
ANNANDALE, VA 22003-1764

RE: The Rotary Club of Bailey's Crossroads, Inc.
ID: 0641058 - 3
DCN: 05-07-05-0060

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is July 11, 2005.

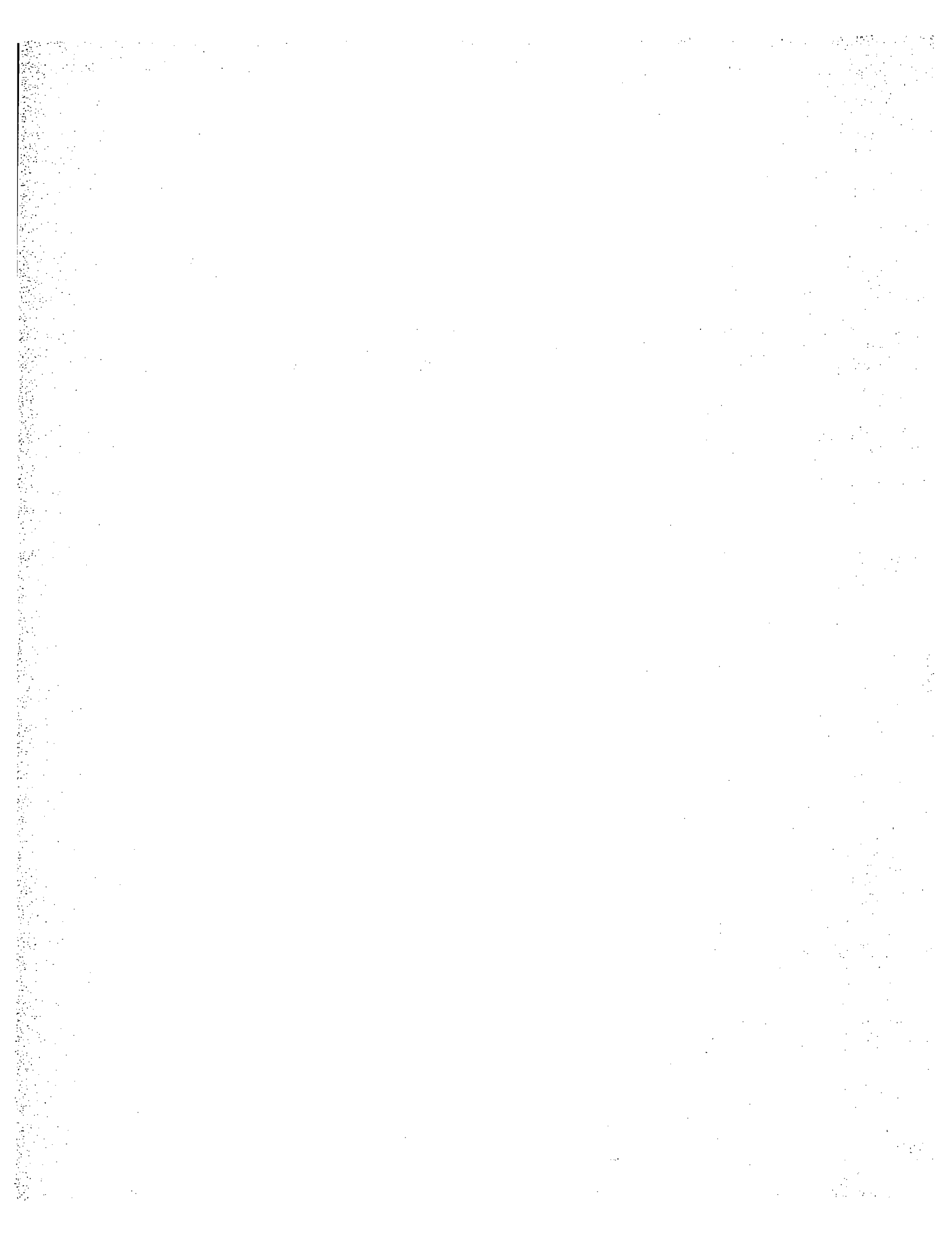
If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CIS0313



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JULY 11, 2005

The State Corporation Commission has found the accompanying articles submitted on behalf of
The Rotary Club of Bailey's Crossroads, Inc.

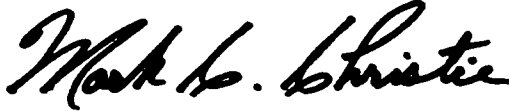
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective July 11, 2005.

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 

Commissioner

ARTICLES OF INCORPORATION
of
The Rotary Club of Bailey's Crossroads, INC.

This non-stock corporation is formed under the provisions of the Corporation Laws of the Commonwealth of Virginia and to that end is set forth the following Articles of Incorporation as adopted by the undersigned natural person, over the age of eighteen, acting as incorporator:

ARTICLE I: The name of the corporation is The Rotary Club of Bailey's Crossroads, Inc., a non-stock, non-profit public benefit charitable corporation "operated exclusively for the promotion of social welfare" as determined by the U.S. Treasury Department.

ARTICLE II: The initial REGISTERED OFFICE is 3802 Kendale Road, Annandale, Virginia 22003 located in the County of Fairfax. The registered office may be changed upon approval of the board of directors. The name of the corporation's REGISTERED AGENT is William Benteen Bailey, a Virginia attorney, and a member of the Virginia State Bar, who is a resident of Virginia, in Fairfax County, and whose Virginia address is identical to that of the registered office.

ARTICLE III: The TERM of existence of the corporation is to be PERPETUAL.

ARTICLE IV: The primary PURPOSE and particular business object for which the corporation is organized is to encourage and foster the ideal of service as a basis of worthy enterprise and in particular, to encourage and foster (1) the development of acquaintance as an opportunity for service; (2) high ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society; (3) the application of the ideal of service in each Rotarian's personal, business and community life; and (4) the advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service; and to provide such other services and to conduct any other such activity lawful and necessary in connection with such purposes and to do all things incidental to them or connected with them that are lawful and proper and not otherwise precluded by these Articles, the Rotary Constitution, or the bylaws of the corporation.

ARTICLE V: The corporation shall be a NON-STOCK NOT FOR PROFIT corporation, operating as an extension of an international social welfare organization legally registered in the United States, whose central office is in Evanston, Illinois. Operations shall be funded by grants, loans, fees, membership subscriptions, dues or donations.

ARTICLE VI: By U.S. Treasury letter of May 13, 1958 Rotary International and its subordinate clubs were determined to be non-profit and federal tax-exempt under classification 501(c)(4) of the United States Internal Revenue Code. This corporation is therefore organized and operated exclusively for the promotion of public welfare and charitable purposes within the meaning of Section 501(c)(4) of that Internal Revenue Code or the corresponding section of any future tax code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE VII: The corporation operates under the guidelines of the Constitution of its parent organization and under its own mandated constitution and Bylaws. It may have one or more classes of members if these documents so provide. At such time as one or more classes of members are authorized, the designation thereof and the qualifications and rights of the members of each class shall be set forth in the Bylaws.

ARTICLE VIII: The CONTROL and MANAGEMENT of the affairs and funds of the corporation shall be vested in a BOARD of DIRECTORS. The number of Directors shall be fixed by the Bylaws, but shall be not less than three nor more than fifteen. Officers and Directors shall be elected by an annual vote of the membership in accordance with terms of office and procedures prescribed in the Bylaws. They may succeed themselves, shall have power to nominate their own successors, and to fill any vacancy which may occur in their number from death, resignation, inability or refusal to act; removal or from other causes, subject to a confirmation vote by the membership. The Board of Directors shall review the activities of the corporation, determine basic policies, and shall have the primary responsibility for the conduct of the corporate affairs. Voting procedures and frequency of the Board meetings shall be determined by the Bylaws. Each Director and officer shall have one vote and may vote on all matters relating to the corporation, including matters relating to his/her employment by the corporation in any capacity, including indemnification and compensation. A director shall be permitted to serve the corporation in other capacities, including that of an officer.

The names and addresses of the initial directors of the corporation are as follows:

James B. Shelton

2038 Lord Fairfax Road, Vienna, VA 22182

Joseph W. Luquire,

3720 Spicewood Drive, Annandale, VA 22003

Lloyd Stoessell,

6609 Bay Tree Lane, Falls Church, VA 22041

Suyong Min

3835 9th Street, North, Apt. 1003E, Arlington, VA 22203

ARTICLE IX: The initial BY-LAWS has been adopted by the Board of Directors and approved by the general membership. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors, subject to affirmation by the membership. The Bylaws may contain any provision for the regulation and management of the corporation not inconsistent with the Constitution of Rotary International, the Code of Virginia or these Articles.

ARTICLE X: There shall be MEETINGS of the BOARD of Directors monthly, where practicable or at the call of a director, for the conduct of appropriate business. At least one such meeting may be held outside the Commonwealth of Virginia or the United States. Notice of elections, and other balloting, and of special and annual directors' meetings, shall be given each director within the time and manner provided by the laws of Virginia.

ARTICLE XI: The corporation shall be authorized and empowered to accept unconditional grants and donations from individuals and organizations who share its commitment to establish a culture of service to the community and mankind, and equity among people irrespective of their religious, cultural and ethnic affiliations; and the corporation may make payments and distributions in furtherance of its purposes not in conflict with the requirements of Section 501(c)(4) of the Federal Internal Revenue Code.

ARTICLE XII: The corporation is authorized to establish a subordinate charitable fund or foundation to further its corporate purpose and to enter into partnership and or cooperate with other charitable or service organizations

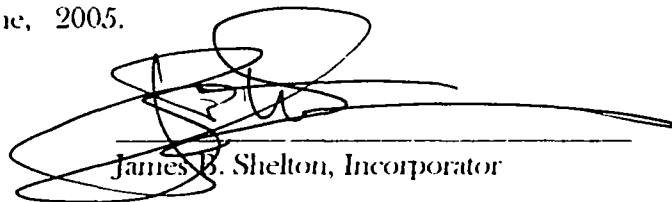
ARTICLE XIII: The corporation, through its board of directors shall have the authority to INDEMNIFY or advance expenses to any director, officer, employee or agent of the corporation when the said individual has incurred expenses or liabilities which, in the sole discretion of the board of directors, are considered to have been incurred on behalf of the corporation.

ARTICLE XIV: The OFFICERS of the corporation shall be a President, a President-elect, one or more Vice Presidents, a Secretary, Treasurer, and such others as may be established by the Bylaws or Board of Directors. Officers shall be elected annually by the club membership and are subject to removal by the Board. Officers may fill more than one office and may also be directors.

ARTICLE XV: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence specific legislation, save activities otherwise permitted by the U.S. Internal Revenue Code for a tax-exempt organization; nor the participation or intervention in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry out any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE XVI: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all compensation and liabilities of the corporation, distribute the assets of the corporation to such organizations which would then qualify under the provisions of Section 501(c)(4) or 501(c)(3) of the Internal Revenue Code, as it may from time to time be amended, and applicable regulations thereunder, as may be determined by the Board of Directors best to fulfill the purposes of the corporation.

SIGNED this 27th day of June, 2005.


James B. Shelton, Incorporator

COMMONWEALTH of VIRGINIA
COUNTY of FAIRFAX:

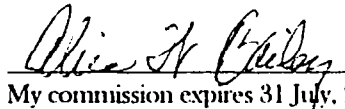
To Wit:

Before me this date appeared James B. Shelton

Whose signature was affixed to this document

Before me and in my presence also this date.

June 27, 2005

 Notary Public
My commission expires 31 July, 2005

