

**ARTICLES OF INCORPORATION
OF
THE T.C. WALKER AND WOODVILLE/ROSENWALD SCHOOL FOUNDATION**

The undersigned, desiring to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, sets forth the following:

ARTICLE 1.

Name.

The name of the corporation is The T.C. Walker and Woodville/Rosenwald School Foundation (hereinafter referred to as the "Corporation").

ARTICLE 2.

Purposes.

The Corporation is organized exclusively for charitable and educational purposes relating to the African American experience, including but not limited to the legacy of Woodville School, and Rosenwald Schools generally, and the contributions of T. C. Walker and other notable African Americans in Gloucester County, Virginia. Subject to Article 3 below, the Corporation shall have and may exercise all powers and authorities now or hereafter conferred upon non-stock corporations under the laws of the Commonwealth of Virginia.

ARTICLE 3.

Tax-Exempt Operations.

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations pertinent thereto (the "Code"), or any corresponding provisions of future Internal Revenue laws and regulations, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any incorporator, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of the Corporation's purposes.

B. No substantial part of the activities of the Corporation shall be or involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of, or in the opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall only carry on activities permitted to be carried on (i) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 4.
No Members.

The Corporation shall have no members. All voting power, including without limitation the power to vote on amending these Articles of Incorporation, shall be vested in the Board of Directors.

ARTICLE 5.
Board of Directors.

A. Term of Office. Initial directors shall be appointed at an organizational meeting called by the incorporator. After such date, additional or replacement directors shall be nominated and elected by the Board of Directors for terms designated in accordance with the Bylaws.

B. Removal and Resignation. Removal of a director from office may be accomplished by majority vote of the Board of Directors only when it is felt to be in the best interest of the Corporation to do so. A director may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

C. Vacancies. When a vacancy occurs on the Board, the remaining directors shall appoint a replacement for the balance of the vacated term. The appointed Director's term shall begin upon approval by the Board and expire on its normal expiration date.

ARTICLE 6.
Registered Office.

The Corporation's initial registered office address, which is also the business address of the initial registered agent, is Two James Center, 1021 East Cary Street, Suite 1400, Richmond, Virginia 23219.

The registered office of the Corporation is located in the City of Richmond, Virginia.

ARTICLE 7.
Registered Agent.

The name of the Corporation's initial registered agent is Kevin A. White, an individual who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

ARTICLE 8.
Disposition of Assets Upon Dissolution.

Upon the dissolution of the Corporation, the Corporation's Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized exclusively for charitable, religious, educational, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not so disposed of by the Board of Directors shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located, exclusively for the purposes set forth in Article 8 hereof or to such organization or organizations as said Circuit Court shall determine, which organization(s) is or are organized exclusively for such purposes.

ARTICLE 9.
Limitation of Liability of Directors and Officers.

The liability of the officers and directors of the Corporation shall be limited, and the Corporation shall indemnify its officers and directors, as follows:

A. To the full extent required or permitted by the Virginia Nonstock Corporation Act and any other applicable law, and in the manner thereby prescribed, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer. The Corporation shall promptly pay for or reimburse the reasonable expenses, including attorneys' fees, incurred by any such officer or director of the Corporation in connection with any such proceeding (whether or not made a party). Any payment or reimbursement of expenses under this Section shall be made in advance of final disposition of any such proceeding if a written request is made by such officer or director and delivered to the Corporation accompanied by (a) a written statement of good faith belief that such officer or director is entitled to indemnity by the Corporation, and (b) a written undertaking, executed personally or on his or her behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he or she did not meet the applicable standard of conduct. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

B. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article 9 and may also procure insurance, in such amount as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against or incurred by any such person in any such capacity or arising from his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of this Article 9.

C. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section A of this Article 9 shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

D. The provisions of Section A of this Article 9 shall be applicable only with respect to acts or omissions of officers and directors occurring after the effective date of these Articles of Incorporation. All other provisions of this Article 9 shall be applicable to all actions, claims, suits or proceedings commenced after the effective date hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish any of the limitations or rights provided pursuant to this Article 9 with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.


E. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE 10.
Amendments.

These Articles may be amended by a unanimous vote of the Board of Directors of the Corporation.

GIVEN under my hand this 15th day of May, 2012.

INCORPORATOR:



David N. Meeker