

**ORGANIZATIONAL RESOLUTION  
OF  
THE T.C. WALKER AND WOODVILLE/ROSENWALD SCHOOL FOUNDATION**

WHEREAS, David N. Meeker has executed, and filed with the Virginia State Corporation Commission (the "SCC"), Articles of Incorporation to establish The T.C. Walker and Woodville/Rosenwald School Foundation (the "Corporation"), as a Virginia nonstock corporation with a mission to receive, maintain and administer assets in perpetuity 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; and

WHEREAS, the undersigned have assembled to designate the initial directors and officers of the Corporation and to approve certain organizational actions; therefore,

BE IT RESOLVED, that the following persons are designated as the initial directors of the Corporation, each to serve as members of the Board of Directors (the "Board") until their successors are elected and duly qualified:

Charles A. Banks  
Ann F. Burruss  
Frederick R. Carter  
Dorothy C. Cooke  
P. Warren Deal  
Kay Coles James  
David L. Peebles  
Charles Records  
John H. Spencer  
Leola M. Travis  
Wesley C. Wilson

RESOLVED, that any officer of the Corporation is authorized and directed to execute and deliver such documents on behalf of the Corporation as may be necessary for the Corporation to become recognized as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

RESOLVED, that any officer of the Corporation is authorized and directed to execute and deliver such further documents on behalf of the Corporation as may be necessary to effect the purposes and intent of foregoing resolutions.

RESOLVED, that this Resolution shall be effective as of July 24, 2012.

\* \* \*

The undersigned certifies that the above Resolution was adopted by the incorporator and the initial directors of The T.C. Walker and Woodville/Rosenwald School Foundation, at an organizational meeting properly called and held on July 24, 2012.

Dated: August 28, 2012

  
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David N. Meeker,  
Incorporator

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