

**COMMONWEALTH OF VIRGINIA**  
**STATE CORPORATION COMMISSION**

**WASHINGTON AREA FOLK HARP SOCIETY**

**ARTICLES OF INCORPORATION - DOMESTIC NONSTOCK CORPORATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation is:

**Washington Area Folk Harp Society**

2. The corporation is to have one class of members. The qualification and rights of membership will be set forth in the [corporation's bylaws](#).

- 3.

- A. The name of the corporation's initial registered agent is:

Ellen James.

- B. The initial registered agent is an individual who is a resident of the Commonwealth of Virginia, and an initial director of the organization.

- 4.

- A. The corporation's initial registered office address, which is identical to that of the initial registered agent is:

902 Chancellor Street, Leesburg, VA 20175-4354.

- B. The initial registered office is physically located in Loudoun County.

- 5.

- A. Purposes and Operation. 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, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the

corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

- B. Nonprofit. The corporation is not organized for pecuniary gain or profit, incidental or otherwise.
- C. Private Foundation. Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:
  - a. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
  - b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
  - c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
  - d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
  - e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- D. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for

charitable or educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed exclusively for the corporation's exempt purposes by court of competent jurisdiction of the county in which the corporation's principal office is then located. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

6. The initial directors are:

Ellen James        902 Chancellor Street  
                          Leesburg, VA 20175-4354

Judy Schwartz     Virginia Theological Seminary  
                          3737 Seminary Rd  
                          Alexandria, VA 22304

David Crookston    12324 Oakwood Dr.  
                          Woodbridge, VA 22192-1912

7. Incorporator:

Ellen James

Date:\_\_\_\_\_