



GREAT FALLS CITIZENS ASSOCIATION

ARTICLES OF INCORPORATION

of the

GREAT FALLS CITIZENS ASSOCIATION

Adopted by the Membership February 9, 1999

The undersigned, acting as incorporator of a non-profit Association under Section 55, Article 1.1, Chapter 15 and Section 13.1-801 et. Seq. Article 1.1 of the Code of Virginia, adopt the following Articles of Incorporation for such non-profit corporation:

Article I

NAME

The name of the non-profit corporation shall be GREAT FALLS CITIZENS ASSOCIATION (hereinafter "Association").

Article II

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Association is 10106 Beach Mill Road, Great Falls, VA 22066 in the County of Fairfax in the Commonwealth of Virginia. The names of its Initial Registered Agent at that address is Eleanor Anderson, a resident of Virginia and a Director.

Article III

DURATION

The duration of the Association is perpetual.

Article IV

NOT FOR PROFIT

The Association is organized exclusively within the meaning of Section 501(c) (4) of the United States Internal Revenue Code, as amended from time to time, and the Association's assets will be dedicated to further and promote the common good and general welfare of the people and community of Great Falls, Virginia. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its Members or Executive Board except to the extent permissible under the law.



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Article V.

PURPOSES

The Association is organized as a community association within the meaning of Section 501 (c) (4) of the United States Internal Revenue code, as amended from time to time, and shall be operated exclusively for the following purposes:

- A. To preserve and enhance the low density, semi-rural, and historic character of the community of Great Falls through the promotion of sound planning and sound development policy;
- B. To promote community interests and enhance community services through non-partisan advocacy for all its citizens;
- C. To stimulate citizen participation and cooperation in community affairs and its organizations;
- D. To provide a forum for the exchange of information and ideas concerning the community; and
- E. To foster and develop economic, educational, recreational, cultural, environmental, and social improvement activities.

The enumeration herein of the purposes of the Association shall be construed in furtherance and not in limitation of the general powers of the Association. The Association shall exercise all rights and power conferred by the laws of the Commonwealth of Virginia upon non-profit corporations. Provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Association, voluntary or involuntary by operation by law, the following provisions shall apply:

- A. The Association will never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of the Association shall ever be used for purposes which are not exclusively within the meaning of section 501(c) (4) of the United States Internal Revenue Code, as amended from time to time.
- B. The Association shall not be affiliated with any political party and shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c) (4) of the Internal Revenue Code, or (b) by an Association, contributions to which are deductible under Section 17(c) (2) of the Internal Revenue Code.



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Article VI

LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, Executive Board or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V (Purposes) hereof.

Article VII

POWERS

The Association shall engage in any activities incidental to the purposes enumerated in Article V except as restricted herein. In order to accomplish the foregoing purposes, and for no other purpose, the Association shall have the power to:

- A. Sue and be sued;
- B. Make contracts;
- C. To undertake any and all activities mandated in the Bylaws and authorized by the Executive Board and its members provided, however, that the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes;
- D. Do all other such acts necessary or expedient for the administration of affairs and attainment of the purposes of the Association provided, however, that the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

Article VIII

FUNDING

The Association may receive funding from any source in cash or in other property acceptable to it. All payments so received, together with the income therefrom, shall be held, managed, administered and paid out by the Association pursuant to the terms of the Articles of Incorporation and the Bylaws.

Article IX.

INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Eleanor Anderson	10106 Beach Mill Road, Great Falls, Virginia 22066



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Article X.

EXECUTIVE BOARD

The Association and its affairs shall be governed and managed by an Executive Board. The Executive Board shall be composed of no more than 21 members of the Association, who shall be elected by the Members of the Association, in good standing, at its annual meeting as provided in the Bylaws. Every member of the Executive Board shall have one vote on matters properly before it. The Executive Board may appoint committees.

The number of members constituting the initial Executive Board is seventeen, but the number on the Executive Board may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than three (3) nor more than twenty-one (21). The names and addresses of the persons who are to serve as the initial Executive Board are:

<u>Name</u>	<u>Address</u>
David Olin	9447 Rabbit Hill Road, Great Falls, VA 22066
Catherine Mayes	807 Trenton Woods, Great Falls, VA 22066
Joan Barnes	817 Shirlin Lane, Great Falls, VA 22066
Jeff Abboud	11256 English Mill Drive, Great Falls, VA 22066
Mary Anger	172 River Park Road, Great Falls, VA 22066
Jim Falk, Jr.	10101 Colvin Run Road, Great Falls, VA 22066
Kathleen Foley	630 Springvale Road, Great Falls, VA 22066
Calvin Follin	704 Walker Road, Great Falls, VA 22066
Estelle Holley	9421 Cornwall Farm Road, Great Falls, VA 22066
Jan McCarthy	921 Millwood Road, Great Falls, VA 22066
Harry Miller	9507 Neuse Way, Great Falls, VA 22066
Paul Santos	9205 Jeffrey Road, Great Falls, VA 22066

Article XI.

STOCK

The Association is organized on a non-stock basis.

Article XII

AMENDMENT

The Association reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, the Executive Board, and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provision of the law of the COMMONWEALTH OF VIRGINIA as amended from time to time, unless more specific provisions for amendments are adopted by the Association pursuant to law.



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Article XIII

DISSOLUTION

Upon the dissolution of the Association, the Executive Board shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for the common good and general welfare of the people and community of Great Falls, Virginia or purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (4) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIV

INDEMNIFICATION

Unless in a particular case indemnification would be inconsistent with the requirements of section 501 (c) (4) of Internal Revenue Code, the Executive Board of the Association shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Association or otherwise) arising out of their service to the Association or to another organization at the Association's request, and persons who are not members of the Executive Board of the Association may be similarly indemnified in respect of such service to the extent authorized at any time by the Executive Board. The Association may maintain insurance to protect itself and any Executive Board Member, Officer or any other person against any liability, cost or expense incurred in connection with any such action, suit or proceeding.

Article XV

BYLAWS

The Bylaws of the Association are to be made by the Executive Board and adopted by the membership and may be altered, amended or rescinded by the membership in good standing.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd of March, 2004.

Eleanor Anderson
Incorporator

(Notarized)