

ARTICLES OF INCORPORATION

OF

ROBERT RUSSA MOTON MUSEUM FOUNDATION

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

A. **Corporate Name.** The name of the corporation is Robert Russa Moton Museum Foundation (the "Corporation").

B. **Purposes and Powers.** The Corporation is formed exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

1. For the benefit of, to perform the functions of and to carry out the purposes of The Robert Russa Moton Museum, Inc., a not-for-profit charitable corporation exempt under Section 501(c)(3) of the Code and as described under Section 509(a)(2) of the Code, to develop and support a museum as a national repository of artifacts of the 1952-1964 period in Civil Rights History; to operate as an educational center and policy center for the study of civil rights in education; to provide community outreach; and to do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto.

2. Subject to the limitation of purposes described in subpart 1. above, to accept, acquire, and receive, for any of its objects and purposes, any property of whatever kind, nature, or description and wherever situated, and subject to the restrictions and limitations hereinafter set forth, to hold, use, and apply the whole or any part of the income therefrom and the principal thereof, either directly or by contributions to organizations that are described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision of law (the "Code"), exclusively for the purposes set forth in Section 170(c)(2)(B) of the Code.

3. To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be 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) any political campaign on behalf of (or in opposition to) any candidate for public office.

5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other person who is a "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; and no director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. Upon dissolution of the Corporation, all funds, property, and other assets of the Corporation not necessary to discharge its legal debts and obligations shall be distributed exclusively to The Robert Russa Moton Museum, Inc. or, if it is no longer in existence, to or for one or more organizations exempt under Section 501(c)(3) of the Code for purposes that carry out the purposes of the Corporation as determined by its Board of Directors.

C. **Members.** The Corporation shall have no members, and the management and operations of the Corporation shall be governed exclusively by the Board of Directors of the Corporation.

D. **Registered Office and Registered Agent.** The address of the Corporation's initial registered office is located in _____. The name of the initial registered agent is _____, who is a resident of the Commonwealth of Virginia, an initial director of the Corporation named herein, and whose business office is identical to the registered office of the Corporation.

E. **Directors and Terms of Directors.** The Board of Directors shall consist of a minimum of _____ (____) and a maximum of _____ (____) persons and shall be appointed by the Board of Directors of The Robert Russa Moton Museum, Inc. The persons who are to serve as the initial directors have heretofore consented to being named as the initial directors of the Corporation. The Directors shall be appointed at the annual meeting of the Board of Directors, or at any special meeting of the Board of Directors called for the purpose of filling a vacancy, by the Board of Directors of The Robert Russa Moton Museum, Inc., as provided in the Bylaws of the Corporation.

F. **Limitation on Liability.** In any proceeding brought by or on behalf of the Corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed one dollar, unless the officer or director engaged in willful misconduct or a knowing violation of the criminal law. Under no circumstances shall the damages assessed against an officer or director in any proceeding exceed the limit specified in the Virginia Nonstock Corporation Act.

DATED: March __, 2009

James L. Weinberg, Incorporator

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