

**ARTICLES OF INCORPORATION
OF
FRIENDS OF ARLINGTON’S DAVID M. BROWN PLANETARIUM**

The undersigned hereby associates to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended, and to that end set forth the following:

ARTICLE I: NAME

The name of the corporation shall be FRIENDS OF ARLINGTON’S DAVID M. BROWN PLANETARIUM, INC.

ARTICLE II: PURPOSE

The purpose for which the corporation is organized is to support the renovation and continued use of Arlington’s David M. Brown Planetarium in

- (a) providing curriculum-based instruction and educational services to students in the Arlington Public Schools, to students in private and parochial schools in Arlington, and to students in neighboring jurisdictions;
- (b) providing a range of astronomy-related programs of interest to the general public; and
- (c) promoting and increasing awareness and utilization of the facility.

ARTICLE III: MEMBERS

The Corporation shall have members as provided in the bylaws of the Corporation.

ARTICLE IV: BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be nine (9), and their names and addresses are as follows:

Douglas R. Brown
10515 Daysailer Drive
Fairfax Station, VA 22039

James Gartner
2223 N. Harrison Street
Arlington, VA 22205

Kate Hughes
4141 N. Henderson Road, Apt. 125
Arlington, VA 22203

Pamela Juhl
601 N. Greenbrier Street
Arlington, VA 22203

Carolyn Lange
1206 N. Nelson Street
Arlington, VA 22201

Alice Monet
3809 7th Street S.
Arlington, VA 22204

Ralph Perrino
7216 Tod Street
Falls Church, VA 22046

Raphael Perrino
200 N. Maple Avenue, Apt. 500
Falls Church, VA 22046

George Wysor
1019 N. McKinley Road
Arlington, VA 22205

The initial Board of Directors shall elect the first full Board of Directors, which shall consist of not more than twenty-five (25) directors and not less than three (3) directors who shall be individuals interested in the furtherance of the purposes for which this Corporation is organized. As provided by the Bylaws of the Corporation, existing directors shall elect future directors. The first full elected Board of Directors shall adopt the Bylaws of the Corporation at any regular or special meeting called for the purpose.

ARTICLE V: DURATION

The duration of this Corporation shall be perpetual.

ARTICLE VI: REGISTERED OFFICE/AGENT

The address of the initial registered office of the Corporation is 2223 N. Harrison Street, Arlington, VA 22205, located in Arlington County, Virginia. The name of the initial registered agent is James Gartner, a resident of Virginia and an initial director of the Corporation, whose business address is 2223 N. Harrison Street, Arlington, Virginia 22205.

ARTICLE VII: EXEMPTION REQUIREMENTS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes set forth; 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

- (a) a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or
- (b) a Corporation, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII: DISSOLUTION

Upon 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 of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) in such manner as the Board of Directors shall decide.

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds majority of the directors then in office at any meeting of the Board of Directors if at least thirty (30) days written notice is given of intention to amend the Articles of Incorporation at such regular or special meeting.

ARTICLE X: POWERS

The Corporation shall have and exercise all powers that are consistent with the Code of Virginia and with its purposes as a charitable Corporation, to do everything and anything reasonable and lawfully necessary, proper, suitable, or convenient for the achievement of the purposes as above stated.

ARTICLE XI: PERSONAL LIABILITY

To the maximum extent permissible under law, no director of the Corporation shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director.

ARTICLE XII: INCORPORATOR

The name and address of the sole incorporator is

Douglas R. Brown
10515 Daysailer Drive
Fairfax Station, VA 22039

Given under my hand this 5th day of May, 2010.

Douglas R. Brown