

**ARTICLES OF INCORPORATION
OF
THE PRINCE WILLIAM COUNTY
PARKS FOUNDATION, INC.**

The undersigned, acting as the incorporator, adopts the following provisions to form a nonstock corporation under the provisions of the Virginia Nonstock Corporation Act.

ARTICLE I.

Name

The name of this non-profit, non-stock corporation is the Prince William County Parks Foundation, Inc. (hereinafter referred to as “the Foundation”).

ARTICLE II.

Purposes

A. The purpose of the Foundation is to support the Prince William County Park Authority, a duly organized and incorporated authority under the provisions of Section 15.2-5700, et seq., VA Code Ann., by soliciting, from publicly supported organizations, governmental units and the general public, funds and grants and by receiving gifts and donations to transfer or otherwise distribute to the Prince William County Park Authority to enhance existing and to create and develop future public park and recreational programs, services, facilities and technology and to lessen the burden on local government, in each case as is consistent with the exemptions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. The Foundation is organized exclusively for and will be operated exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code). All activities of the Foundation shall be lawful and shall fall within the scope of the exemption from federal income tax provided by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

Membership

The Foundation shall have at least one voting class of membership, and such other classes as the Board of Directors may from time to time create by amendment to the Bylaws of the Foundation. The Board of Directors shall establish the conditions of membership in the Bylaws.

ARTICLE IV
Board of Directors

The management of the property, affairs and business of the Foundation shall be vested in its Board of Directors. The number of Directors shall be determined by the Bylaws and shall be divided into three classes: Appointed Directors, Elected Directors and Ex Officio Directors. One Director will be appointed by the Prince William County Board of Supervisors, and one Director will be appointed by the governing board of the Prince William Park Authority. The Elected Directors will be in a number that will constitute at least a majority of the Board of Directors and will be elected as provided in the Foundation's By-laws. The Executive Director of the Prince William County Park Authority shall be an ex officio and voting member of the Board of Directors.

ARTICLE V
Not for Profit/Non Stock

The business of the Foundation shall not be carried on for profit and the Foundation shall be a non-profit corporation as defined by the Internal Revenue Code of 1986, as amended. No member shall be entitled to receive distributions by way of dividends or any other share of earnings from the Foundation. There may be, however, a card or certificate as evidence of membership, issued to each member that shall be non-assignable and non-transferable.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Foundation 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 II hereof. No substantial part of the activities of the Foundation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation or organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or (b) by a corporation or organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal tax code.

ARTICLE VI
Distribution of Assets Upon Dissolution

Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Prince William County Park Authority for a public purpose.

However, if the recipient named in the Bylaws or in these Articles is not in existence at the time of dissolution, or is no longer a qualified distributee at that time, or is unwilling or unable to accept the distribution at that time, then the assets of the Foundation shall be distributed to the Board of County Supervisors of Prince William County to be used for public purposes.

ARTICLE VII
Registered Agent; Registered Office

The name of the registered agent is E. Jay Ellington, who is a resident of the Commonwealth of Virginia, whose business office is the same as the registered office and who is a director of the Foundation. The post office and street address of the registered office is

The Prince William County Park Authority
14420 Bristow Road
Manassas, VA 20112-3932

The registered office is located in Prince William County, Virginia.

ARTICLE VIII.
Indemnification

The Foundation shall have authority to indemnify its Officers and Directors to the fullest extent possible under the law of the Commonwealth of Virginia.

Dated the _____ day of _____, 2006.

ROSS G. HORTON
ORIGINAL INCORPORATOR