

ARTICLES OF INCORPORATION

of

THE PIEDMONT ENVIRONMENTAL COUNCIL

The undersigned citizens of the United States hereby associate to form a non-stock and non-profit organization under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

1) The name of the corporation is The Piedmont Environmental Council.

2) The Council is organized on a volunteer non-profit basis for the following purposes: to insure that the total environment of the northern Piedmont region of Virginia and its citizens is considered as an integrated whole; to institute and support specific educational, cultural, recreational and employment projects appropriate for the region; to support logical development and to assure that what takes place is done in a purposeful, planned and orderly way and at a proper pace; to see that development takes into account the desires of the residents and the preservation of the natural beauty, historic sites and structures and traditional rural and agricultural character of the region; to help preserve "visual order" in the environment -- the aesthetic impact of development on the individual; to assist local, county and state officials who are attempting to assure an orderly development of the Piedmont; to oppose those who do not; to support specific planning, zoning and ordinances at the local, county and state levels that will protect the environment and assure orderly development; to help educate the citizens of the Piedmont as to the natural assets of their region and the threats to them that now exist and

what they and the Council can do to meet these threats; to mobilize the legal and other resources of the Piedmont in opposing major intrusions which would endanger the environment and orderly development, while encouraging local groups to continue to cope with such problems of a local nature; to further the granting of historic, scenic and open-space easements; to assist private groups and public officials by the making of environmental and economic studies, regional development plans and plans and designs for specific projects that will assist in achieving these overall objectives; to assist by example other areas faced with similar problems.

3) No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Council 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 2) hereof. No substantial part of the activities of the Council 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Council shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions

to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

4) The Council shall have one class of members who shall be elected by the Board of Directors and who shall consist of persons and organizations interested in the stated purposes of the Council and who shall apply for membership and pay the annual membership fee determined by the Board of Directors.

5) The directors of the Council are to be elected by the members. The initial number of directors shall be twenty-one. The terms of the first seven directors listed below shall expire at the end of one year, the next seven at the end of two years and the last seven at the end of three years. Successor directors shall thereafter be elected for three year terms. The names and addresses of the twenty-one persons constituting the initial Board of Directors are as follows:

Francis T. Greene, Warrenton, Virginia
Arthur W. Arundel, The Plains, Virginia
Richard C. Plater, Jr., Boyce, Virginia
Ramsey Martin, Ivy, Virginia
Frederick E. Nolting, Charlottesville, Virginia
Charles Baldwin, Charlottesville, Virginia
Lewis L. Strauss, Brandy Rock, Virginia

Forrest E. Mars, The Plains, Virginia
C. E. Myers, Orange, Virginia
William Evans-Smith, Hamilton, Virginia
Mason Willrich, Charlottesville, Virginia
Richard B. Spindle III, Orlean, Virginia
Joseph Prendergast, Aldie, Virginia
Barry W. Battle, Ivy, Virginia

George C. McGhee, Middleburg, Virginia
Claude A. Jessup, Charlottesville, Virginia
B. Powell Harrison, Jr., Leesburg, Virginia
George A. Horkan, Jr., Upperville, Virginia
Cloyce K. Huston, Warrenton, Virginia
Alice duPont Mills, Middleburg, Virginia
R. Philip Irwin, Flint Hill, Virginia

6) The Post Office address of the initial registered office is Cleremont Farm, Upperville, Virginia, 22176. The initial registered office is located in Loudoun County. The name of its initial registered agent is G. A. Horkan, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation.

7) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then 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.

IN WITNESS WHEREOF, we have hereunto subscribed our names
this 18th day of December, 1972.

G. A. Horkan, Jr.

Lorna Talbot

Janet Butler

Incorporators

STATE OF VIRGINIA)
) to-wit:
COUNTY OF LOUDOUN)

I, Janet Butler, a Notary Public in and for the County and State
aforesaid, do hereby certify that G. A. Horkan, Jr., Lorna Talbot and
Janet Butler, whose names are signed to the foregoing Articles of Incorporation
bearing date on the 18th day of December, 1972, have acknowledged the same
before me in my County and State aforesaid.

Given under my hand this 18th day of December, 1972.

Janet Butler

Notary Public

My commission expires May 13, 1974.

GEORGIA H. HERBERT, P.C.

6537 MAIN STREET, P.O. BOX 21, THE PLAINS, VIRGINIA 20198

TELEPHONE (540) 253-5855 TELECOPIER (540) 253-5209

E-MAIL ADDRESS: ghhpc@erols.com

Date: February 21, 2001

Time: 10:20

To: Jay Clevenson

Fax No.:

From: Georgia H. Herbert

Re: Arts of Inc.

Number of Pages: 11 (including this page)

Last summer we obtained
copies of the recorded Articles
and the Amendment from the S.C.C.
because we didn't have copies
of the signed documents either.

I don't know where the originals
are - we don't have them.

Sue

If you experience any problems with this transmittal, please call (540) 253-5855.

The information contained in this facsimile message is attorney/client privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify my office by telephone and return the original message to me at the above address via the U.S. Postal Service. Thank you.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**AT RICHMOND,
April 2, 1973**

The accompanying articles having been delivered to the State Corporation Commission on behalf of
The Piedmont Environmental Council

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this **CERTIFICATE OF AMENDMENT**

✓ be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the **Circuit Court of Loudoun County**

STATE CORPORATION COMMISSION

By Thomas P. Harwood
Commissioner

VIRGINIA:

In the Clerk's Office of the **Circuit Court of Loudoun County**

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 10th day of April, 1973 and is now returned to the State Corporation Commission by certified mail.

Donald
Clerk