

ARTICLES OF INCORPORATION

OF

VIRGINIA FOUNDATION FOR THE HUMANITIES AND PUBLIC POLICY

The undersigned does hereby form a non-stock, not-for-profit corporation pursuant to Chapter 2 of Title 13.1 of the Code of Virginia, as amended, and to that end sets forth the following:

1. NAME: The name of the Corporation is Virginia Foundation for the Humanities and Public Policy.

2. PURPOSE: The purposes of the Corporation shall be exclusively charitable, educational, literary and scientific, including for such purposes, to promote and encourage understanding and development of the humanities, and to relate those disciplines to current conditions of local, state and national life, by, among other things, initiating and sponsoring educational projects, programs and research.

The Corporation is organized, and shall be operated, exclusively for charitable, educational, literary and scientific purposes within Section 501(c)(3) of the Internal Revenue Code of 1954 as it now exists or as it may hereafter be amended.

The Corporation may engage in any act or activity necessary or appropriate to accomplish its purposes, or any of them, consistent with law and with these Articles, and its purposes shall be deemed to include the conduct of any or all lawful affairs not required to be specifically stated in the Articles of Incorporation or for which a Corporation may be formed under the Virginia Non-Stock Corporation Act.

3. ASSETS AND EARNINGS: No part of the assets or earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, director, or officer of the Corporation, or other private individual, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation effecting one or more of its purposes, and may make payments and distributions in furtherance of said purposes; and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

4. POLITICAL ACTIVITIES: 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 any candidate for public office.

Any other provision of these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from taxation under Section 501(c) (3) of the Internal Revenue Code, or a corporation contributions to which are deductible under Section 170(c) (2) of said Code, or any successor provisions to said Sections.

5. MEMBERS: The Corporation shall have no members,

6. DIRECTORS: The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the Bylaws, but shall be no fewer than 15 nor more than 23. The initial Board of Directors shall be as set forth below; subsequent directors shall be elected by the Board of Directors in accordance with the Bylaws.

The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Benjamin R. Bostic, Director	Greenfield Laborers' & Construction Industries' Institute Route 634, Box 217 Sterling, VA 22170
Jessie L. Brown	Professor of English, Emeritus Hampton University, Box 6444 Hampton, VA 23668
Ellen W. Capiz	1804 North Main Street South Boston, VA 24591
Caroline T. Egelhoff	Service Organizations Consultant 410 Mill Neck Road Williamsburg, VA 23185
Thomas A. Elliott, Director	Div. Human. & Second Ed. Department of Education P. O. Box 60 Richmond, VA 23216
Victor B. Ficker, President	Mountain Empire Community College Big Stone Gap, VA 24219

John P. Fishwick	451 Kimbal Avenue, NE Roanoke, VA 24042-0055
Anne H. Freeman	10 Paxton Road Richmond, VA 23226
Wilfred T. Jewkes	Department of English Va. Polytechnic Inst. & State University Blacksburg, VA 24061
Barbara B. Kling	4103 Exeter Road Richmond, VA 23221
Helen E. Kostel	Route One, Box 21 Clifton Forge, VA 24422
Constance C. Laws	The Planning Council 101 St. Paul's Boulevard Norfolk, VA 23510
Ramsey Martin	Professor of Philosophy Washington & Lee University Lexington, VA 24450
Robert C. Nusbaum	Hofheimer, Nusbaum, McPhaul & Brenner 1010 Plaza One P.O. Box 3460 Norfolk, VA 23514
Maureen O'Donnell	7317 Elgar Street Springfield, VA 22151
Marvin B. Perry	915 Cottage Lane Charlottesville, VA 22903
Merrill D. Peterson	Thomas Jefferson Professor of History Levering Hall 201 University of Virginia Charlottesville, VA 22903
Robert G. Rogers	Professor of Religion Hampden-Sydney College Hampden-Sydney, VA 23943
Rosel Schewel	4316 Gorman Drive Lynchburg, VA 24503
Edgar A. Toppin	Dean of the Graduate School Virginia State University Petersburg, VA 23803

B. Walton Turnbull

Davenport & Co. of Virginia,
Inc.
P. O. Box 1377
Richmond, VA 23211

Hays T. Watkins

Chairman & Chief Executive
Officer
CSX Corporation
P. O. Box C-32222
Richmond, VA 23261

Elizabeth L. Young

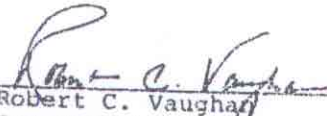
Comsat Maritime Services
22300 Comsat Drive
Clarksburg, MD 20871

7. REGISTERED OFFICE AND AGENT: The initial registered office of the Corporation is to be located at 0 Court Square in the City of Charlottesville, Virginia, 22901. The name of the initial registered agent is Joseph W. Richmond, Jr. who is a member of the Virginia State Bar and whose business office is the same as the registered office of the Corporation. *He is a resident of Virginia.*

8. AMENDMENTS: No amendment may be made hereto that would cause the Corporation to cease to be exempt from taxation under any applicable federal, state, or local law.

9. DISSOLUTION: 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 its purposes, or to such organization or organizations as shall qualify at the time as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or as shall qualify for the receipt of contributions under Sections 170(c)(1) or 170(c)(2) of said Code, or any successor provisions, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such purposes, or to such organization or organizations as said court shall determine.

Dated: May 21, 1987


Robert C. Vaughan
Incorporator

S29.17

CIS090

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304629

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
June 3, 1987

CERTIFICATE OF INCORPORATION

The State Corporation Commission has found the accompanying articles submitted on behalf of

VIRGINIA FOUNDATION FOR THE HUMANITIES AND PUBLIC POLICY

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ordered that this

CERTIFICATE OF INCORPORATION

be issued, and admitted to record with the articles in this office of the Commission, effective June 3, 1987.

This order and its accompanying articles will be forwarded for filing in the office of the Clerk of the Circuit Court of City of Charlottesville following admission to the records of the Commission.

STATE CORPORATION COMMISSION

By *Christine C. Lacy*
Commissioner

Court Number: 203

01520NEW

20147 1948
6-25-2001

2001 ANNUAL REPORT
COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION



- ① CORPORATION NAME:
VIRGINIA FOUNDATION FOR THE HUMANITIES AND PUBLIC POLICY
- ② REGISTERED AGENT NAME AND OFFICE ADDRESS: ATTY.
JOSEPH W. RICHMOND, JR.
214 E HIGH STREET
CHARLOTTESVILLE, VA 22902
- ③ CITY OR COUNTY OF VA REGISTERED OFFICE:
203-CHARLOTTESVILLE CITY
- ④ STATE OR COUNTRY OF INCORPORATION:
VA-VIRGINIA

DUE DATE: 06/29/2001
CORPORATION ID: 0304629-9

⑤ STOCK INFORMATION:

CLASS	AUTHORIZED

Carefully read the attached instruction sheet. Type or print in black only. If item ⑥ is blank, you must add the principal office address. If item ⑦ is blank, you must add the director and officer information (see Section 13.1-775 A 3 or Section 13.1-936 A 3 of the Code of Virginia).

⑥ PRINCIPAL OFFICE ADDRESS

<input type="checkbox"/> NO CHANGE ADDRESS: 145 EDNAM DRIVE CITY/ST/ZIP: CHARLOTTESVILLE, VA 22903-4629	<input type="checkbox"/> ADDITIONS/CHANGES ONLY ADDRESS: CITY/ST/ZIP:
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⑦ DIRECTORS AND PRINCIPAL OFFICERS
All directors and principal officers must be listed.
One individual may be a director and an officer.

<input type="checkbox"/> NO CHANGE	<input type="checkbox"/> REMOVE	<input type="checkbox"/> ADDITIONS/CHANGES ONLY
NAME: ROBERT C VAUGHAN TITLE: PRESIDENT ADDRESS: 145 EDNAM DRIVE CITY/ST/ZIP: CHARLOTTESVILLE, VA 22903	OFFICER <input checked="" type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>	NAME: TITLE: ADDRESS: CITY/ST/ZIP:
		OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS REPORT IS ACCURATE AND COMPLETE

Joseph W. Richmond, Jr.
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT

Robert C. Vaughan
PRINTED NAME/TITLE

6-21-
DATE

It is a Class 1 misdemeanor for any person to sign a document he knows is false in any material respect with intent that the document be delivered to Commission for filing.
B1207

2001 ANNUAL REPORT CONTINUED

CORPORATE ID: 0304629-9

<input type="checkbox"/> NO CHANGE <input type="checkbox"/> REMOVE		<input type="checkbox"/> ADDITIONS/CHANGES ONLY	
OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>		OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>	
NAME: WYNDHAM B BLANTON JR TITLE: DIRECTOR ADDRESS: 2956 HATHAWAY #910 CITY/ST/ZIP: RICHMOND, VA 23225	NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: TITLE: ADDRESS: CITY/ST/ZIP:
<input type="checkbox"/> NO CHANGE <input type="checkbox"/> REMOVE		<input type="checkbox"/> ADDITIONS/CHANGES ONLY	
OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>		OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>	
NAME: SUSAN GOODE TITLE: DIRECTOR ADDRESS: 7301 WOODWAY LANE CITY/ST/ZIP: NORFOLK, VA 23505	NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: TITLE: ADDRESS: CITY/ST/ZIP:
<input type="checkbox"/> NO CHANGE <input type="checkbox"/> REMOVE		<input type="checkbox"/> ADDITIONS/CHANGES ONLY	
OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>		OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>	
NAME: JEAN JONES TITLE: DIRECTOR ADDRESS: 2209 FALCON HILL PLACE CITY/ST/ZIP: LYNCHBURG, VA 24503	NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: TITLE: ADDRESS: CITY/ST/ZIP:
<input type="checkbox"/> NO CHANGE <input type="checkbox"/> REMOVE		<input type="checkbox"/> ADDITIONS/CHANGES ONLY	
OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>		OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>	
NAME: CALVIN P OTTO TITLE: DIRECTOR ADDRESS: POB 7347 CITY/ST/ZIP: CHARLOTTESVILLE, VA 22906	NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: TITLE: ADDRESS: CITY/ST/ZIP:

VIRGINIA FOUNDATION FOR THE HUMANITIES AND PUBLIC POLICY

MEMBERS OF THE BOARD
2000-01

Wyndham B. Blanton, Jr., M.D.
#910, 2956 Hathaway
Richmond, VA 23225

L. D. Britt, M.D.
Eastern Virginia Medical School
Department of Surgery
825 Fairfax Avenue
Norfolk, VA 23507

Elaine Carter
Apt 7
616 Washington Street, SE
Blacksburg, VA 24060

E. David Foreman
13859 Wakley Court
Centreville, VA 20121

Robert E. Glenn
President
Glenn, Feldman, Darby & Goodlatte
PO Box 2887
Roanoke, VA 24001

Susan Goode
7301 Woodway Lane
Norfolk, VA 23505

Tomoko Hamada
Margaret Hamilton Professor of Anthropology
The College of William & Mary
197 The Maine
Williamsburg, VA 23185

The Honorable Paul Harris, Sr.
Member, House of Delegates
Suite B, 100 Court Square Annex
Charlottesville, VA 22902

Betty Jean Tolbert Jones
Science Department
Charlottesville High School
PO Box 6429
Charlottesville, VA 22906

The Honorable Elizabeth B. Lacy
Supreme Court of Virginia
4th Floor
100 N. 9th Street
Richmond VA 23219

Page R. Laws
Director, Honors Program
Norfolk State University
700 Park Avenue
Norfolk VA 23504

Robert C. Nusbaum
Hofheimer Nusbaum, P.C.
1700 Dominion Tower
P.O. Box 3460
Norfolk VA 23514

Calvin P. Otto
PO Box 7347
Charlottesville VA 22906

Lydia W. Peale
12 Hawk's Place
Palmyra, VA 22963

Crandall A. Shifflett
Professor of History, VPI & SU
602 Sunrise Drive
Blacksburg, VA 24060

Mary Ellen Stumpf
Stumpf & Associates, Inc.
5613 St. James Court
Richmond, VA 23225

Daniele Struppa
Dean, College of Arts and Sciences
George Mason University
4440 University Drive
Fairfax, VA 22030-4444

H. Brady Surles
Associate Professor of History
Southwest VA Community College
PO Box SVCC
Richlands, VA 24641