

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

May 15, 2002

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

Freedom Flag Foundation

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

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective May 15, 2002.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

**ARTICLES OF INCORPORATION
OF
FREEDOM FLAG FOUNDATION**

I hereby adopt the following Articles of Incorporation to form a nonstock, nonprofit corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

**ARTICLE I
NAME**

The name of the corporation is **Freedom Flag Foundation** (the "Foundation").

**ARTICLE II
PURPOSE**

1. The Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, including, when appropriate, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law).

2. The purposes of the Foundation shall include but are not limited to: promote education, especially at the elementary and high school level, of the causes of the attacks that occurred on September 11, 2002; by providing scholarships for educational purposes to the descendants of those persons who were killed in such attacks or who were involved in the rescue of victims or in the clean up of the damage caused by such attacks. Making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of Code.

3. The Foundation shall have and shall exercise all of the corporate powers of a non-stock corporation as provided by the laws of the Commonwealth of Virginia, to the extent that such powers are not otherwise inconsistent with the provisions of these Articles of Incorporation.

**ARTICLE III
RESTRICTION**

1. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its officers, directors, or 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, above.

2. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Foundation so elects, it may make such expenditures in conformity with §501(h) of the Code) and the Foundation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3. 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 exempt from Federal Income Tax under §501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or, (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV MEMBERS

The Foundation shall have no members.

ARTICLE V DIRECTORS

1. The number of Directors of the Foundation shall be not less than three (3) and no more than ten (10).

2. The names and addresses of the persons who are to serve as the Directors until the date of the next Annual Meeting of the Board of Directors and until their successors are duly elected and qualify are:

Richard N. Melito, 302 Willway Drive, Manakin-Sabot Virginia 23103-3281

3. Vacancies occurring in the Board of Directors for any reason are to be filled by a vote of a majority of the Directors of the Foundation, then in office, although less than a quorum exists. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unserved portion of his or her predecessor's term.

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Foundation in the Commonwealth of Virginia is located in the County of Goochland at 302 Willway Drive, Manakin-Sabot, Virginia 23103-3281; and, its initial registered agent at such address is Richard N Melito, who is the director of the Corporation.

**ARTICLE VII
INDEMNIFICATION**

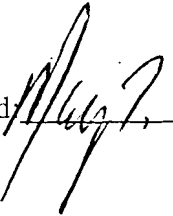
Each person now or hereafter a Director or officer of the Foundation (and his heirs, executor, and administrators) shall be indemnified by the Foundation against all claims, liabilities, judgments, settlements, costs and expenses, including attorney's fees, imposed upon or reasonable expenses incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or other officer of the Foundation (whether or not a Director or officer at the time of such costs or expenses are incurred by or imposed upon him), except in relation to matters in which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as Director or officer or in the event of a settlement, the indemnification shall be made only if the Foundation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors of the Foundation, and otherwise by independent counsel to be appointed by the Board of Directors that in its or his opinion the Director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Foundation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, or otherwise.

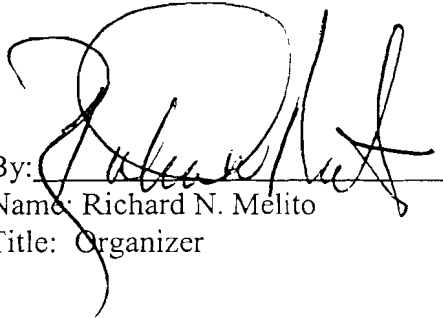
**ARTICLE VIII
DISSOLUTION**

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation 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 Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Foundation 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.

WITNESS the following signatures:

Dated: , 2002

By: 
Name: Richard N. Melito
Title: Organizer

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Updated: April 26, 2002 (2:28PM)