

**ARTICLES OF INCORPORATION
OLD TOWN CIVIC ASSOCIATION, INC.**

We, the undersigned, being of full age and citizens of the United States and residents of the Commonwealth of Virginia, have this day voluntarily associated ourselves together in order to form a non-profit, non-stock corporation for the purposes hereinafter stated pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and do hereby certify as follows:

1. Name. The name of the Corporation (hereinafter referred to as the “Association”) is Old Town Civic Association, Inc.

2. Purposes. The Association is organized exclusively to further the common good and general welfare of the people of the community of Old Town in the City of Alexandria, Virginia, particularly through the preservation of the historical and residential character, architecture, and traditions of that community.

3. Classes of Members. The Association shall have one class of members designated as “Annual Members”. The rights, privileges and qualifications of Members shall be as set forth in the By-Laws of the Association.

4. Board of Directors. The number of Directors shall be set forth in the By-Laws and may be changed from time to time by the Board of Directors in accordance with the By-Laws; provided that there shall be at least three Directors of the Association. All Directors shall be elected by the Members from among the Association’s Members at the Association’s Annual Meeting, in the manner prescribed in the By-Laws.

5. Initial Board of Directors. There shall be three initial Directors of the Association who shall be:

Linda Z. Couture
505 Duke Street
Alexandria, VA 22314

Michael E. Hobbs
419 Cameron Street
Alexandria, VA 22314

Townsend A. Van Fleet
26 Wolfe Street
Alexandria, VA 22314

6. Registered Office and Initial Registered Agent. The Association's registered office shall be located at 26 Wolfe Street in the City of Alexandria, Virginia, 22314. The Association's initial registered agent, a resident of the Commonwealth of Virginia and a member of the Board of Directors, and whose business office is identical with the above registered office is:

Townsend A. Van Fleet
26 Wolfe Street
Alexandria, VA 22314

7. Term. The term for which this Association is organized is perpetual.

8. Powers. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its directors, officers, members, or other private persons. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

9. Limitation on Liability of Officers and Directors. Except as otherwise provided in Virginia law, no officer or director of the Association shall be liable for any damages for any act or omission arising out of his service as such.

10. Indemnification. As may be provided in the By-Laws, and except as otherwise provided in Virginia law, the Association may indemnify each of its officers, directors, and employees made a party to any proceeding or threatened to be made a party to any proceeding because he is or was an officer, director, or employee of the Association against expenses and liability incurred as a result of the proceeding or the threat of a proceeding to the maximum extent permitted by Virginia law.

11. Disposition of Assets Upon Dissolution. Upon the dissolution of the Association the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) or 501(c)(4) 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 for the City of Alexandria, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

12. Amendment of these Articles of Incorporation. These Articles of Incorporation may be amended by a vote of two-thirds of the members entitled to vote in the election of Directors, provided that any amendment first approved by two-thirds of the Directors shall only require the approval of a majority of the members present at a meeting in which a quorum is present.

In witness whereof we have hereunto affixed our signatures this 8th day of August, 2006.

Townsend A. Van Fleet
26 Wolfe Street
Alexandria, Virginia 22314

Linda Z. Couture
505 Duke Street
Alexandria, Virginia 22314

Michael E. Hobbs
419 Cameron Street
Alexandria, Virginia 22314