

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, June 25, 2008*

*This is to certify that the certificate of incorporation of*

### NATIONAL VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER, INC.

*was this day issued and admitted to record in this office and that  
the said corporation is authorized to transact its business subject  
to all Virginia laws applicable to the corporation and its business.  
Effective date: June 25, 2008*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission

**ARTICLES OF INCORPORATION  
OF  
NATIONAL VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER, INC.**

The undersigned, pursuant to the Virginia Nonstock Corporation Act, Title 13.1, Chapter 10 of the Code of Virginia, (hereinafter the "Act"), states as follows:

(a) The name of the Corporation is NATIONAL VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER, INC.

(b) The purpose or purposes for which the Corporation is organized are:

1. To operate exclusively for charitable, scientific, literary, or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

In carrying out the foregoing purposes, the Corporation may engage in all activities permitted by the Act incidental to or in furtherance of the above-stated purposes, except as restricted herein. Notwithstanding the foregoing, the Corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law, that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

(c) The Corporation shall have members as provided in the Bylaws.

(d) The affairs of the Corporation shall be conducted as provided in the Bylaws.

(e) The corporation's initial registered office address, which is identical to the business address of the initial registered agent is 3925 Old Lee Highway, Suite 200, Fairfax, VA 22030. The registered office is physically located in Fairfax County. The name of the Corporation's initial registered agent is Taylor & Rea, PLC, a Virginia business entity that has consented to serve as registered agent and that is authorized to transact business in Virginia.

(f) The number of directors constituting the initial Board of Directors is twelve (12) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Bill Adams	400 76 <sup>th</sup> Street Suite 17 Byron Center, MI 49315

Kim Burgo	66 Canal Center Plaza Suite 600 Alexandria, VA 22314
Roy Winter	601 Main Street New Windsor, MD 21776
Dee Smith	637 Broadway Kansas City, MO 64111
Mickey Caison	4200 North Point Parkway Alpharetta, GA 30022
Major Todd Hawks	615 Slaters Lane Alexandria, VA 22313
Thomas Hazelwood	100 Maryland Avenue, N.E. Suite 315 Washington, DC 20002
Wilbur Litwiller	3167 West W Avenue Wellman, IA 52356
Greg O'Ryon	2025 E Street, N.W. Washington, DC 20006
Jane Prinz	5223 Stockton Drive Virginia Beach, VA 23464
Fred Smith	707 Wilshire Boulevard Suite 3030 Los Angeles, CA 90017
Donna Thurmond	1660 Duke Street Alexandria, VA 22314-3421

(g) The affairs of the Corporation shall be managed by its Board of Directors. The number of directors shall be fixed in the Bylaws, but in no event shall there be less than three (3) directors. Directors shall be elected by the members in the manner prescribed in the Bylaws. The term of office for directors shall be for one (1) year or such other period as the Bylaws may provide.

(h) The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

(i) The Corporation shall issue no capital stock.

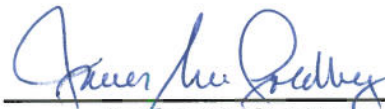
(j) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any electoral campaign in support of or opposition to any candidate for public office.

(k) No part of the assets or current or accumulated net income of the Corporation shall be distributed to or divided among its members, directors, officers or other private persons, or shall inure to the benefit of any private individual or shareholder. No compensation, loan, or other payment shall be paid or made to any officer, director, incorporator or member (if any) of the Corporation, or any substantial contributor to the Corporation, except as reasonable compensation for services rendered and/or as reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

(l) Pursuant to §13.1-870.1 of the Code of Virginia, the officers and directors of the Corporation shall be eliminated from liability for any and all acts performed in their capacities as officers and/or directors.

(m) 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, distribute all assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, as the Board of Directors may determine.

IN WITNESS WHEREOF, for the purpose of forming this nonstock corporation under the laws of the Commonwealth of Virginia, the undersigned has executed these Articles of Incorporation on the 18<sup>th</sup> day of June, 2008.



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James M. Goldberg  
Incorporator