

ARTICLES OF INCORPORATION OF
MARY WASHINGTON COLLEGE FOUNDATION

We, the undersigned, Incorporators, do hereby associate ourselves to form a non-stock, non-profit corporation in accordance with 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 MARY WASHINGTON COLLEGE FOUNDATION.
2. The purposes for which the Corporation is formed are to receive, hold, invest, administer and distribute funds and property of all kinds, exclusively in furtherance of the educational activities and objectives of Mary Washington College, located in Fredericksburg, Virginia; and to engage in such other activities consistent with and in advancement of the exclusive purposes set forth above, as the Board of Directors shall from time to time determine; it being expressly provided that no part of the net earnings or of the assets of the Corporation shall inure to the benefit of any individual and that no part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation.
3. The Corporation shall have no members.
4. The affairs of the Corporation shall be managed by a Board of Directors comprised of the Rector of the Board of Visitors of Mary Washington College, ex-officio, the President of Mary Washington College, ex-officio, the Comptroller of Mary Washington College, ex-officio, and four other Directors to be elected from time to time by the Board. The number of Directors may, from time to time, be changed by the By-Laws of the Corporation. Directors shall serve for terms of four years and may succeed themselves, but no Director shall serve for more than two successive four year terms. A vacancy on the Board of Directors shall be filled by the Board for the remainder

of the term during which the vacancy occurs.

5. In the event of the dissolution of the Corporation, for any cause whatever, all property and funds then owned or held by the Corporation after the satisfaction of its debts and liabilities shall be distributed to Mary Washington College or to such other educational organization or organizations which have qualified for tax exempt status under the Internal Revenue Code as the Board of Directors may designate. All funds and property not so distributed within six months from the date of dissolution of the Corporation shall be distributed to the Commonwealth of Virginia for public purposes.

6. The address of the initial registered office of the Corporation is: 1013 Princess Anne St., ^{City of} Fredericksburg, Virginia; and the name of its initial registered agent at such address is: J. M. H. Willis, Jr., who is a member of the Virginia State Bar.

7. The number of Directors constituting the initial Board of Directors is seven, whose names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Lewis M. Walker, Jr. (Rector ex-officio)	P.O. Box 470 Petersburg, Va. 23803
Prince B. Woodard (President ex-officio)	Brompton Sunken Road Fredericksburg, Va. 22401
Edward V. Allison, Jr. (Comptroller ex-officio)	320 Cannon Circle Fredericksburg, Va. 22401
Joseph E. Blackburn	1710 H Street, N.W. Washington, D.C. 20006
Ralph M. Whitticar, III	918 Princess Anne St Fredericksburg, Va. 22401
Irene L. Brown	24 Williamson Park Dr Newport News, Va. 23602
J. M. H. Willis, Jr.	1013 Princess Anne St Fredericksburg, Va. 22401

8. The duration of the Corporation shall be perpetual.

9. Within the limitations of, and consistent with, its exclusive purposes as hereinbefore set forth and with the distribution of its assets as provided for in Paragraph 5 hereof, the Corporation shall have all the powers set forth in Chapter 2 of Title 13.1 of the Code of Virginia.

Given under our hands this 8th day of February,
1975.

Joseph E. Blackburn
Dwene L. Brown
Ralph M. Whittier

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
February 26, 1975

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

Mary Washington College Foundation

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 INCORPORATION 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 City of Fredericksburg

STATE CORPORATION COMMISSION

By Thomas P. Hamwood
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court City of Fredericksburg

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 12th day of March 1974 and is now returned to the State Corporation Commission by certified mail.

[Signature]
Clerk

2004
ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
MARY WASHINGTON COLLEGE FOUNDATION

Pursuant to Sections 13.1-888 and 13.1-885 of the Code of Virginia of 1950, as amended, the Articles of Amendment to the Articles of Incorporation of Mary Washington College Foundation, a Virginia nonstock corporation (the "Corporation"), provide as follows:

1. Name. The name of the Corporation is Mary Washington College Foundation.
2. Amendment. Article First of the Articles of Incorporation of the Corporation are deleted in their entirety and replaced by the following:
 1. The name of the Corporation is University of Mary Washington Foundation.
3. Action by Directors. The amendment was adopted by unanimous approval of the directors of the Corporation at a meeting of the directors of the Corporation held on April 3, 2004.
4. No Members. The Corporation has no members, therefore member action was not required.
5. Effective Date. The Amended and Restated Articles of the Corporation are effective as of July 1, 2004.

Dated: June 11, 2004

MARY WASHINGTON COLLEGE FOUNDATION
a Virginia nonstock corporation

By: *Ronald E. Singleton*
Printed name: Ronald E. Singleton
Title: Executive Director

2008

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
UNIVERSITY OF MARY WASHINGTON FOUNDATION**

Pursuant to Sections 13.1-885 and 13.1-888 of the Code of Virginia of 1950, as amended, the Articles of Amendment to the Articles of Incorporation of University of Mary Washington Foundation, a Virginia nonstock corporation (the "Corporation"), provide as follows:

1. Name. The name of the corporation is University of Mary Washington Foundation.

2. ID Number. The SCC ID Number assigned to the Corporation is 0157680-0.

3. Amendments.

(a) Article 4 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

4. The affairs of the Corporation shall be managed by a Board of Directors. Directors shall be elected at the annual meeting by the then-current directors in the manner set forth in the Bylaws. The number of directors shall be provided in the Bylaws of the Corporation. The Board of Directors shall include the following ex officio directors: (i) the Rector of the University of Mary Washington Board of Visitors, (ii) the President of the University of Mary Washington, (iii) the Treasurer of the Corporation (who may also be the Chief Financial Officer of the University of Mary Washington), and (iv) the President of the University of Mary Washington Alumni Association.

(b) Article 5 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

5. In the event of the dissolution of the Corporation, or in the event that it should cease to carry out its purposes, no member, director, officer, or individual shall be entitled to receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be transferred to the Rector and Visitors of the University of Mary Washington in trust for the use and benefit of the University of Mary Washington. Any such assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

4. Action By Directors. These amendments were adopted by approval of at least two-thirds of the directors of the Corporation at a meeting of the directors of the Corporation held on 4/5, 2008.

5. No Members. The Corporation has no members, therefore member action was not required.

The undersigned Chief Executive Officer of the Corporation declares that the facts herein stated are true as of 4/5, 2008.

UNIVERSITY OF MARY WASHINGTON FOUNDATION
a Virginia nonstock corporation

By: 

Jeff. W. Rountree

Its: Chief Executive Officer