

ARTICLES OF INCORPORATION
OF
THE LOVE QUILT PROJECT, INC.
(A VIRGINIA NONSTOCK CORPORATION)

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

ARTICLE I

The name of the corporation is **THE LOVE QUILT PROJECT, INC.**

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). In furtherance of these purposes, the corporation shall sponsor volunteer projects to support, fund, and effect the design, crafting and delivery of quilts without cost to each child in South Africa who has been orphaned by AIDS (Acquired immune deficiency syndrome or acquired immunodeficiency syndrome), the disease caused by a virus called HIV (Human Immunodeficiency Virus). Each quilt given without cost to an orphan in South Africa will show these orphans that someone still cares and loves them. The corporation will also engage in educational activities to raise awareness of the terrible cost of the AIDS epidemic by, among other activities, publication of a children's book based on the fictional story of an orphan in South Africa.

Consistent with the foregoing purposes the corporation may engage in any lawful activity that may be incidental or reasonably necessary to any of the foregoing purposes, and may exercise all powers now or hereafter available to corporations organized under the Virginia Nonstock Corporation Act (Act).

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The affairs of this corporation shall be managed by a Board of Directors. The initial number of Directors shall be three and shall serve until the first meeting of Directors. At the first meeting of Directors, the initial board may vote to increase the number of Directors of the Corporation to a minimum of five and a maximum of fifteen Directors. The initial Directors shall elect the new Directors by majority vote, however, the initial Directors shall elect the first Board of Directors so that approximately 1/3 of the Directors serve three-year terms; 1/3 of the Directors serve two-year terms

and 1/3 of the Directors serve one-year terms. At the first annual meeting and at each annual meeting thereafter, Directors shall be elected by majority vote of the Directors then in office and shall serve two-year terms. Any vacancy on the Board that occurs prior to the annual election meeting may be filled at any other regular meeting of the Board, at a special meeting, or by unanimous ballot, and any Director so elected shall serve the remainder of the term that was vacated. A majority of the Directors shall at all times be members of St. Peter's Episcopal Church, Arlington, Virginia.

ARTICLE VI

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law,

- (a) This corporation shall not have or exercise any power of authority either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), contributions to which are deductible for federal income tax purposes.
- (b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons, except that the corporation 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 III hereof.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- (d) Neither the whole, nor any part of portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for objects or purposes other than those set out in Article III hereof.
- (e) During any period that the corporation is deemed to be a private foundation as described in Section 509 (a) of the IRC, the corporation:
 - (1) Shall distribute its income for each taxable year as such time and in such a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the IRC;
 - (2) Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the IRC;
 - (3) Shall not retain any excess business holdings as defined in Section 4943 (c) of the IRC;
 - (4) Shall not make any investment in such manner as to subject it to tax under Section 4944 of the IRC; and
 - (5) Shall not make any taxable expenditure as defined in Section 4945(d) of the IRC.
- (f) The personal liability of the officers and directors of the corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act.
- (g) To the fullest extent permitted by the Act, the corporation shall indemnify and hold harmless each officer and director of the corporation against any and all liabilities, costs and expenses (including

attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been an officer or director of the corporation, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, except where the injury or damage was a result of: (i) the willful misconduct of such person; (ii) a crime, unless such person has a reasonable cause to believe that the act was lawful; (iii) a transaction that resulted in an improper personal benefit of money, property or service to such person; or (iv) an act or mission that was not in good faith and was beyond the scope of authority of the corporation pursuant to the Act, the corporation's Bylaws, or these Articles of Incorporation. Such indemnity shall be effective only in the event that the interested officer or director provides the Board of Directors of the corporation, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors, or administrators of each officer and director. The corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors of the corporation. If so purchases, as required by the Act, such liability insurance shall provide a minimum limit of coverage provided by the age for each individual and claim.

ARTICLE VIII

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for the purposes set out in Article III hereof; or, alternatively, after making such provision for all liabilities, the Board of Directors shall dispose of all the remaining assets to St. Peter's Episcopal Church, Arlington, Virginia if at the time St. Peter's Episcopal Church, Arlington, Virginia operates exclusively for charitable or educational purposes and qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) Any of such assets not so disposed of by the Board of Directors shall be disposed of by the United States District Court for the Eastern District of Virginia or any State court which has jurisdiction exclusively for such purposes or to such exempt organization or organizations.

ARTICLE VIII

These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired, provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; (ii) that any amendments to these Articles of Incorporation be adopted at a duly called meeting of the Board of Directors of the corporation by no less than a majority of the directors in officer; and (iii) that any such amendments are made in the manner and pursuant to the procedures prescribed by the Act.

ARTICLE IX

The address, including street and number, of the initial registered office of this corporation is 4250 N. Glebe Road, Arlington, VA 22207. The initial registered office is located in Arlington County, Virginia. The name of the initial registered agent at the foregoing office is Bruce O. Jolly, Jr. Mr. Jolly is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

ARTICLE X

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first meeting or until their successors be elected and qualified are:

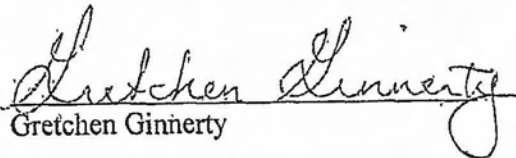
1. Gretchen Ginnerty
2. Bruce O. Jolly, Jr.
3. William Montgomery

ARTICLE XI

The name and address, including street and number, of the incorporator is:

Gretchen Ginnerty
c/o St. Peter's Episcopal Church
4250 N. Glebe Road
Arlington, VA 22207

IN WITNESS WHEREOF, the incorporator hereof has signed these Articles of Incorporation this
3/21/14 day of March, 2014.


Gretchen Ginnerty

NOTARY

In the County of Fairfax
Commonwealth of Virginia

This document was signed / acknowledged before me on March 21, 2014,
by Gretchen Ginnerty,
(Name of Incorporator)

(Seal, if any)

Signature of Notary:

My commission expires: 8.31.17
Notary Registration Number: 105411

