

Articles of Incorporation
for
Friends of Colvin Run Mill

The undersigned pursuant to chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

Article I. Name.

The name of the Corporation is Friends of Colvin Run Mill.

Article II. Purpose

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 1986 (or the corresponding provision of any future United States Internal Revenue law).

The primary purpose for which the Corporation is organized is to support the preservation of the historical treasures of Colvin Run Mill and its surrounding buildings and to promote the interpretive programs, educational exhibits, restoration maintenance, public outreach, and all other functions appropriate to the mission of this historic site.

Article III. Members

The Corporation shall have one or more classes of membership, as specified in the bylaws. All classes of membership shall be entitled to vote, with one vote per paid membership. Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation by filing an application in such form as the Board of Directors shall prescribe, and paying such dues as the Board of Directors shall establish from time to time. Other conditions and regulations of membership, and the rights and privileges of members shall be determined and fixed by the bylaws of the Corporation.

Article IV. Board of Directors

The management and control of the Corporation shall be vested in a Board of Directors, which shall be elected by a majority vote of members as specified in the bylaws of the Corporation

Article V. Registered Office

The Corporation's initial registered office address which is the business address of the initial registered agent is:

Friends of Colvin Run Mill
10017 Colvin Run Road
Great Falls, VA 22066-1834

The registered office is located in the County of Fairfax.

Article VI. Registered Agent

The name of the Corporation's initial registered agent is Nicholas T. Yannarell. The registered agent is a resident of Virginia and the initial director of the Corporation.

Article VIII. Duration

The period of duration of this Corporation is perpetual.

Article IX. Additional Provisions

In the event of dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation 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.

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation {except as otherwise provided by Section 501(h) of the Internal Revenue Code}, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future tax code, or (b) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future tax code.

Article X. Initial Directors

The number of initial directors of the Corporation shall be four. The names and addresses of the initial directors are:

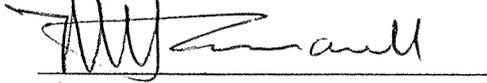
Nicholas T. Yannarell
5004 Red Fox Drive
Annandale, Virginia 22003

Marjorie Lundegard
950 Carya Court
Great Falls, Virginia 22066

Joseph H. Pruden
20600 Cornstalk Terrace
Ashburn, Virginia 20147

Andrew Proko
10909 Knightsbridge Court
Reston, Virginia 22090

Incorporator:

A handwritten signature in black ink, appearing to read "Nicholas T. Yannarell", written over a horizontal line.

Signature

Nicholas T. Yannarell
Printed Name

Friends of Colvin Run Mill

BYLAWS

ARTICLE I. NAME

Section 1.1.

This organization is a non-profit corporation chartered under the laws of the Commonwealth of Virginia and shall be known as *Friends of Colvin Run Mill*.

ARTICLE II. PURPOSE

Section 2.1.

The purpose of the organization is to provide a way for citizens, businesses, and corporations in the private sector to extend support to the Colvin Run Mill Historic Site of the Fairfax County Park Authority. This support may be through grants of funds, gifts of property, or participation in the educational, restoration, expansion, or maintenance programs of the site. The overarching goal is the continued preservation and use of the historical treasure of Colvin Run Mill for the citizens and visitors of Fairfax County.

ARTICLE III. MEMBERSHIP AND DUES

Section 3.1.

Any individual or organization interested in supporting the purpose of the association may become a member by filing an application, in such form as the Board of Directors shall prescribe, and paying the dues imposed for the period established by the Board of Directors.

Section 3.2.

There shall be three levels of membership, with dues for each level set by the Board of Directors: Individual, Family, and Business. Membership shall be on a yearly basis, with annual dues payable in advance.

Section 3.3.

Honorary membership shall be granted at the discretion of the Board of Directors. Honorary members shall enjoy all privileges and advantages of an annual membership without the obligation of payment of annual dues.

ARTICLE IV. MEETINGS

Section 4.1.

The time and place of regular meetings of either the Board of Directors or the general membership shall be as determined by the Board of Directors.

Section 4.2.

Special meetings of the Board of Directors shall be called upon written request of at least

three (3) members of the Board. Special meetings of the general membership shall be called upon written request of at least ten (10%) percent of the membership.

Section 4.3.

All meetings of the general membership shall be announced in the organization's newsletter, with at least thirty (30) days advance notice.

ARTICLE V. OFFICERS AND BOARD OF DIRECTORS

Section 5.1.

The officers of the association shall consist of President, Vice President, Secretary and Treasurer and shall be elected from the membership.

Section 5.2.

Officers shall be elected for a period of two (2) years by a majority of votes of the Board of Directors. In the event a person cannot, or will not, fulfill the duties of the office, the Board of Directors may, upon majority vote, appoint a replacement for the balance of the term.

Section 5.3.

The Board of Directors shall be elected for a period of two (2) years. Directors shall be elected by a majority vote of members at the Annual Meeting. The Board shall consist of no fewer than four (4) or more than ten (10) individuals. In the event a person cannot, or will not, fulfill the duties of Director, the Board of Directors may, upon a majority vote, appoint a replacement for the balance of the term. The Site Administrator, or a staff member appointed by the Site Administrator, shall serve as a staff liaison to the Board.

Section 5.4.

No person holding the office of President or Vice President may succeed in the same office for more than two consecutive terms. In the event a person cannot, or will not, fulfill the duties of the office, the Board of Directors, upon a majority vote, can appoint a replacement for the balance of the term.

Section 5.5.

Each membership type shall be entitled to one vote for each of the positions on the board to be filled.

Section 5.6.

The President shall be the principal executive officer of the association and shall preside at all meetings. In the absence of the President, the Vice-President shall preside. In the absence of both President and Vice-President, a temporary chairperson shall be chosen by the Board of Directors.

Section 5.7.

The Secretary, together with the President or Vice-President shall execute such legal papers, documents, or instruments as authorized by the Board of Directors. The Secretary shall

be responsible for maintenance of the current membership list. The Secretary, or a member appointed by the president of the meeting shall record the minutes of all meetings.

Section 5.8.

The Treasurer shall be responsible for collection of dues, payment of bills, and proper accounting of all income and expenditures, subject to possible annual audit, as determined by the Board of Directors. The Board of Directors may also require the Treasurer to be bonded.

Section 5.9.

The Board of Directors may remove Officers of the association from office for failure to perform their duties in accordance with the bylaws of this association, or as directed by the Board of Directors.

Section 5.10.

The Directors and officers of the association shall receive no compensation for their services, but may be reimbursed for expenses incurred in carrying out the purposes of the organization.

ARTICLE VI. COMMITTEES

Section 6.1.

The Board of Directors shall authorize the President to establish any committees deemed necessary to the operation of the association. The duties, powers and functions of each committee shall be approved by the Board of Directors. The Board of Directors shall appoint two or more Directors to serve on each committee, one of whom shall be appointed as Chairperson of the committee. Members of the Association who are not on the Board of Directors may also serve on the committee.

Section 6.2.

Committees may not enter into any contract or incur any indebtedness or financial obligation of any kind, except as approved by the Board of Directors.

ARTICLE VII. AMENDMENTS TO THE BYLAWS

Section 7.1.

Amendments to the Bylaws may be proposed by any member in good standing by submitting the proposed amendments in writing to the Board of Directors. Upon approval by the a majority of the members of the Board of Directors, the proposed amendments shall then be provided to the general membership in writing at least thirty (30) days in advance of the vote on the proposed amendment(s). Proposed amendments to the Bylaws shall be adopted when approved by a two-thirds majority of the members responding.

Section 7.2.

No amendments may be adopted which would in any way affect the association's qualification under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII. DISSOLUTION

Section 8.1.

The association may be dissolved at any time by a two-thirds (2/3rds) majority of the vote of the members responding, provided notice of such action was provided to all members at least thirty (30) days prior to such vote.

Section 8.2.

In the event of dissolution of the association, all assets shall revert to the Colvin Run Mill Historic Site of Fairfax County Park Authority in accordance with the laws of the Commonwealth of Virginia.

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