

ARTICLES OF
THE ROANOKE COUNTY PUBLIC SCHOOLS
EDUCATION FOUNDATION, INC.

The undersigned, all of whom are citizens of the United States, desiring to form an educational and charitable foundation under the Non-Stock Corporation Law of the Commonwealth of Virginia do hereby set forth the following:

FIRST The name of the Corporation shall be THE ROANOKE COUNTY PUBLIC SCHOOLS EDUCATION FOUNDATION, INC., (hereinafter "Foundation").

SECOND The objects and purposes for which the Foundation is formed are exclusively educational and charitable as follows:

1. To promote the advancement and further the aims and purposes of the Roanoke County Public School System through the development and application of financial resources to the programs of such system and through such other activities as are suited to that end.
2. To further educational opportunities for all students in the Roanoke County Public School System as a primary objective and to provide assistance and encouragement to teachers, administrators and staff in furtherance of this objective.
3. To develop and promote interest in public education among the general public.
4. To stimulate more effective learning and excellence in teaching and school administration.
5. To accept, administer, apply, and use contributions of property, money, and service, whether made by gift, grant, bequest or otherwise in accordance with any of the purposes and objectives of the Foundation that may be specified by the donor of any such property; provided, however, that when, in the judgment and discretion of the Board of Trustees of the Foundation, the purposes or objects specified in any donations become unattainable, obsolete, or otherwise not reasonably susceptible of attainment, the property involved in any such case shall be subject to the general objects and purposes of the Foundation.
6. The particular business and objects of the Foundation are exclusively for charitable and educational purposes, including, for such purposes, the making

of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or its successor). The operations of the Foundation shall be conducted in conformity with Title VI of the Civil Rights Act.

7. In order to carry out and achieve the foregoing purposes, the Foundation may do all things requisite, necessary and expedient to the administration and attainment of its purposes that a non-profit corporation may lawfully do and shall have and may exercise, in the furtherance of the above purposes, all of the powers now or hereafter conferred upon non-stock corporations by the laws of the Commonwealth of Virginia.

THIRD The address of the initial registered office of the Foundation is 3738 Brambleton Avenue, Roanoke, Virginia 24018 in the County of Roanoke, Virginia, and the name of the initial registered agent of the Foundation is Joseph B. Obenshain, Esq., Senior Assistant County Attorney, County of Roanoke, a resident of the Commonwealth of Virginia, and a member of the Virginia State Bar whose business office is the same as the registered office of the Foundation.

FOURTH The Foundation shall have no members. The management and administration of the affairs of the Foundation shall be in a Board of Trustees of not less than five (5) and not more than fifteen (15) members. Within the foregoing limitation, the number of Trustees shall be fixed by the By-Laws. Trustees shall be elected at the annual meeting of the Foundation and additional Trustees may be elected at the first annual meeting of the Foundation. Upon their election at the first annual meeting of the Foundation, the Trustees shall be divided by lot into three classes, each class to serve three (3) years, two (2) years, and one (1) year, respectively, from the time of such election or until their successors are duly elected and qualified. The Trustees thereafter elected shall serve for terms of three (3) years. Any Trustee may succeed himself but shall not serve more than two (2) consecutive three (3) year terms without at least one (1) year intervening between consecutive terms. During the interval between annual meetings, the Board of Trustees shall, within the limitations provided by law, fill vacancies occurring in the membership of the Board of Trustees or otherwise.

FIFTH The number of Trustees constituting the initial Board of Trustees is twelve (12). The names of the persons who are to serve as the initial Trustees are as follows:

Tom Brock	Monty Plymale
Walter Callahan	Donald Reid
Richard Cranwell	Haywood Statum
Herbert Bowling	Gordon Willis
Rindy Lionberger	Bayes Wilson
Steve Musselwhite	Bruce Wood