

ARTICLES OF INCORPORATION

OF

THE PETER PAUL DEVELOPMENT CENTER, INC.

The undersigned, desiring to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, hereby sets forth the following:

A. **Corporate Name.** The name of the corporation is The Peter Paul Development Center, Inc. (the "Corporation").

B. **Purposes and Powers.** The Corporation is formed exclusively for charitable and educational purposes, including the following:

1. To provide programs for children living in the Fairfield, Creighton and Mosby Court housing developments which endeavor to meet each child's material, emotional, cultural, spiritual and educational needs.

2. To improve the strength of families living in the East End of Richmond by providing a variety of programs that are intended to address the problems encountered in this community and to build leadership and self-esteem.

3. To accept, acquire, and receive, for any of its objects and purposes, any property of whatever kind, nature, or description and wherever situated, and subject to the restrictions and limitations hereinafter set forth, to hold, use, and apply the whole or any part of the income therefrom and the principal thereof, either directly or by contributions to organizations that are described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision of law (the "Code"), exclusively for the purposes set forth in Section 170(c)(2)(B) of the Code.

4. To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general to exercise and enjoy all other powers, rights, and privileges now or hereafter granted by law to nonstock corporations of the character subject to the limitations herein set forth and in the Bylaws.

5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of

the Code. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other person who is a "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; and no director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. Upon dissolution of the Corporation, all funds, property, and other assets of the Corporation not necessary to discharge its legal debts and obligations shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

C. Members. The Corporation shall have no members.

D. Registered Office and Registered Agent. The address of the Corporation's initial registered office is 701 East Byrd Street, 17th Floor, Richmond, Virginia 23223. The name of the city in which the initial registered office is located is the City of Richmond, Virginia. The name of the initial registered agent is Andrew K. Clark, a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose business office is identical with the registered office of the Corporation.

E. Initial Directors and Terms of Directors. The number of directors constituting the initial Board of Directors is fourteen (14) directors. The Directors shall elect their successors at the annual meeting of the Board of Directors.

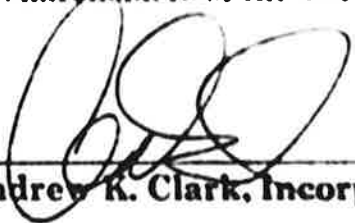
F. Limitation on Liability / Indemnification. The Corporation shall indemnify each director and officer who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (other than an action by or in the right of the Corporation) by reason of his being or having been a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall indemnify each director and officer who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of his being or

having been a director or officer of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which the director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent determined by a court as provided by law. In the event of the disposition of any action, suit, or proceeding in which no determination regarding good faith, reasonable belief, negligence, or misconduct, as applicable, has been made, such indemnity shall be conditioned upon a prior determination that the director or officer acted in good faith and with reasonable belief and without negligence or misconduct, as applicable, and that such payments or obligations are reasonable. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding, (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, or (iii) by the shareholders of the Corporation. Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any director or officer.

Expenses incurred in defending any proceeding may be paid by the corporation in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to indemnification.

Every reference herein to director or officer shall include every director or officer or former director or officer of the Corporation or one of its subsidiaries as a director or officer or in a similar capacity of another corporation, partnership, joint venture, trust, or other enterprise and, in all such cases, the heirs, executors, and administrators of such officer or director. The Corporation may further indemnify each officer and director in any other manner permitted by law, and shall so indemnify them if directed to do so by the shareholders of the Corporation.

DATED: November 25th, 2003



Andrew K. Clark, Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

November 25, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of

The Peter Paul Development Center, Inc.

to comply with the requirements of law, and confirms payment of all required fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective November 25, 2003.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of The Peter Paul Development Center, Inc. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
February 19, 2008*

Joel H. Peck
Joel H. Peck, Clerk of the Commission