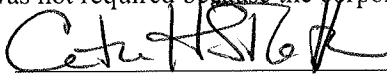


ARTICLES OF RESTATEMENT OF
UNIVERSITY OF MARY WASHINGTON FOUNDATION

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is UNIVERSITY OF MARY WASHINGTON FOUNDATION.
2. The restatement contains amendments to the articles of incorporation.
3. The text of the amended and restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on 21 NOV 2024

The restatement was adopted at a meeting of the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the restatement was not required because the corporation has no members.


Catherine Turcotte, Executive Director

21 NOV 2024
Date

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
UNIVERSITY OF MARY WASHINGTON FOUNDATION

1. The name of the Corporation is UNIVERSITY OF MARY WASHINGTON 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 the University of Mary Washington, 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. 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) Rector of the University of Mary Washington Board of Visitors, or designee; (ii) President of the University of Mary Washington, or designee; (iii) Chief Financial Officer of the University of Mary Washington; (iv) President of the University of Mary Washington Alumni Association; (v) Vice President for Advancement and Alumni Engagement of the University of Mary Washington.
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.
6. The name of the Corporation's registered agent is Charles W. Payne, Jr. The registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar. The Corporation's registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is 725 Jackson Street, Suite 200, Fredericksburg, VA, 22401. The registered office is located in the city of Fredericksburg, VA.

7. Directors:

Abas Adenan	8244 Toll House Road Annandale, VA 22003
Robert J. Barry, Esq.	2024 Piper Way Keswick, VA 22947
John Bowman	4131 W 1800 N Lehi, UT 84043

Mikhael Charnoff	915 Ninovan Road SE Vienna, VA 22180
Daniel Clendenin	1200 William Street Fredericksburg, VA 22401
Janel Skipwith Donohue	10905 Crestwood Drive Spotsylvania, VA 22553
Justin T. Gerbereux	104 Bonnie Hill Drive Towson, MD 21204
Donna Sheehan Gladis	8900 Karver Lane Annandale, VA 22003
Michael A. Johnson	14441 N. Slope Street Centreville, VA 20120
Patricia Boise Kemp	13505 Pine Run Lane Fredericksburg, VA 22407
James Llewellyn	15623 Hampton Village Drive Tampa, FL 33618-1616
Jacob Long	1301 College Avenue George Washington Hall Room 111 Fredericksburg, VA 22401
Louis A. Marmo	2614 W Grace Street Richmond, VA 23220
Hon. Kerwin A. Miller, Sr.	965 Bentgrass Drive Aberdeen, MD 21001
William Lee Murray	1411 Washington Ave Fredericksburg, VA 22401
Dr. Troy D. Paino	1301 College Avenue George Washington Hall Room 103 704 Sunken Road (Brompton) Fredericksburg, VA 22401
Xavier R. Richardson	2600 Mary Washington Blvd. Fredericksburg, VA 22401
Anne Marie Steen	6100 30th Street North Arlington, VA 22207
Sarah Strassheim	1479 Kinross Lane Keswick, VA 22947
Leslie F. Tilghman	1729 Point No Point Drive Annapolis, MD 21401
Katie Turcotte	1119 Hanover Street, 306 Fredericksburg, VA 22401-5412
Kourtney Whitehead	9158 Rilda Place Bristow, VA 20136
Robert G. Whitt III	11201 Grey Oaks Park Terrace Glen Allen, VA 23059
Vicky Wilder	8913 Boulevard of the Generals Spotsylvania, VA 22553

8. The term of existence of the Corporation is perpetual.

9. Within the limitations of, and consistent with, its exclusive purpose 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.
10. The Corporation shall indemnify each member of the Board of Directors and each officer of the Corporation now or hereafter serving as such, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a Director or officer or is or was serving at the request of the Corporation as a director, officer or member of another corporation, partnership, joint venture, trust or other enterprise, against expenses, (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding when he or she had no reasonable cause to believe the act was unlawful. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director or officer did not meet the standards of conduct set forth in the preceding sentence.


Anne Marie Steen, Chair