

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTHERN VIRGINIA WORKFORCE INVESTMENT BOARD, INC.**

This is to certify that I, the undersigned, do hereby establish a non-stock, non-profit charitable corporation in and by virtue of the provisions of Chapter 10, Title 13.1, Code of Virginia 1950, and acts amendatory thereof (collectively, the “Virginia Nonstock Corporation Act” or the “Act”), for the purposes of and in the corporate name hereinafter mentioned, and to that end, do by these Articles of Incorporation certify as follows:

**ARTICLE I**

The name of the corporation is Northern Virginia Workforce Investment Board, Inc. (the “Corporation”).

**ARTICLE II**

The address of the initial registered office of the Corporation shall be 14914 Jefferson Davis Highway, Woodbridge, Virginia 22191, which is in the County of Prince William.

**ARTICLE III**

Katherine M. Waters, whose business address is the same as the registered office, and who is a resident of Virginia and a member of the Virginia State Bar, is hereby appointed the initial registered agent.

**ARTICLE IV**

A. The Corporation is organized exclusively for non-profit charitable, educational, scientific and civic purposes which include the following:

(1) To conduct and carry on its work exclusively for charitable, educational and civic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) (reference herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws);

(2) To implement policies as determined by the Northern Virginia Workforce Investment Board (“NVWIB”), an unincorporated association formed by the Counties of Fairfax, Loudoun and Prince William, and the Cities of Fairfax, Falls Church, Manassas and Manassas Park (collectively, the “Area Jurisdictions”, or, in the alternative, “Workforce Area XI”) whose purpose is to implement the Workforce Investment Act of 1998, 29 U.S.C. 2801 *et seq.*, and any amendments thereto (“WIA”);

(3) To promote and implement workforce investment systems and workforce investment activities beyond those otherwise required under WIA;

(4) To develop and implement integrated workforce development strategies and systems;

(5) To increase the employment, retention and earnings of employees in Workforce Area XI, and increase the occupational skills and quality of the workforce, and reduce welfare dependency;

(6) To promote and assist the NVWIB in implementing the purposes of WIA;

(7) To accept, aid, support and assist grants, donations and gifts by contributions or otherwise, by governmental entities, other corporations and entities of all nature, individuals, and community chests, funds and foundations organized and operated exclusively for charitable, scientific or educational purposes, and enter into contracts or memoranda of understanding with any and all such entities, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;

(8) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms associations, trusts, institutions, foundations, or government bureaus, departments or agencies;

(9) To direct disbursement of funds for workforce investment activities;

(10) To employ staff;

(11) To solicit and accept grants and donations from sources other than Federal funds made available under WIA;

(12) To coordinate workforce investment activities in Workforce Area XI with economic development strategies and develop other employer linkages with such activities; and

(13) To promote the participation of private sector employers in Workforce Area XI and ensure the effective provision of connecting, brokering and coaching activities, through intermediaries such as one-stop operators or through other organizations, and to assist such employers in meeting hiring needs.

B. The Corporation shall have all powers conferred upon a non-stock, non-profit Corporation under the provisions of the Virginia Nonstock Corporation Act, as amended, and specifically shall have all powers necessary and convenient to enable it to assist the NVWIB in implementing WIA and in fulfilling its responsibilities to the Area Jurisdictions.

#### ARTICLE V

A. The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall receive contributions and fees, and shall distribute its funds for civic, charitable, and/or educational purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Virginia Nonstock Corporation Act; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of this Article V.

B. As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, nor to devote more than an insubstantial part of its activities to carrying on propaganda. The Corporation may only act to influence legislation to the extent permitted by the provisions of the Code for organizations exempt from Federal income taxes pursuant to Section 501(c)(3) of the Code.

C. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to a

corporation described in Section 501(c)(3) of the Code, including activities to the extent prohibited by Section 501(m) of the Code.

D. In accordance with Section 117(f) of WIA, the Corporation shall not provide training services described in Section 134(d)(4) of WIA, unless a waiver is obtained from the Governor of Virginia.

E. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law; (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States Internal Revenue law; or (3) by an organization described in Section 509(a)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its Directors, officers or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

#### ARTICLE VI

The Corporation shall have no members.

#### ARTICLE VII

The business and affairs of the Corporation shall be governed by a Board of Directors which shall be comprised and selected as is provided in these Articles of Incorporation and in the By-laws of the Corporation. The number of and qualifications for Directors of the Corporation, their terms of office, the times and places of meetings of the Board of Directors of the Corporation, criteria for removal of Directors and the powers and duties of the Board of Directors shall be set forth in the By-laws of the Corporation.

#### ARTICLE VIII

The initial Board of Directors of the Corporation shall consist of the following individuals: (i) the Chairman, Vice Chairman, Treasurer, and Secretary of the NVWIB; and (ii) the Chief Local Elected Official who is a member of the NVWIB. The remaining Directors shall represent the business and professional community and other groups consistent with the purpose of the Corporation as determined by the Board of Directors and shall be elected or selected in the manner set forth in the By-laws. No individual shall be appointed or elected a Director without his or her prior consent.

Vacancies in the Board shall be filled, and election of members to the Board shall be performed, pursuant to the By-laws.

#### ARTICLE IX

The period for the duration of the Corporation is perpetual.

#### ARTICLE X

The Corporation may be dissolved at any time by action of the Board of Directors acting in compliance with state laws and procedures. Upon the 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 all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or civic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court or courts of competent jurisdiction in Workforce Area XI, exclusively for such purposes or to such organization or organizations as such court or courts shall determine, which are organized and operated exclusively for such purposes. No Director, officer or other individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs.

## ARTICLE XI

The property of this Corporation is irrevocably dedicated to educational, civic and charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or officer thereof, or to the benefit of any private individual.

## ARTICLE XII

A. Definitions. For purposes of this Article the following definitions shall apply:

(i) “Corporation” means this Corporation only and no predecessor entity or other legal entity;

(ii) “expenses” include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

(iii) “liability” means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(iv) “legal entity” means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise;

(v) “predecessor entity” means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(vi) “proceeding” means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

B. Limit on Liability. In every instance in which the Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of Directors or officers of a corporation to the corporation or its members (if any), the Directors and officers of the Corporation shall not be liable to the Corporation.

C. Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a Director or officer of the Corporation or because such individual is or was serving the Corporation, or any other legal entity in any capacity at the request of the Corporation while a Director or officer of

the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a Director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section C is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a Director, as provided by law, and in the case of an officer, as provided in Section D of this Article; provided, however, that if a majority of the Directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a Director or officer in a proceeding upon receipt of an undertaking from such Director or officer to repay the same if it is ultimately determined that such Director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Director or officer and shall be accepted without reference to such Director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a Director or officer acted in such a manner as to make such Director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its Directors or officers to the same extent provided in this Section C.

D. Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its Directors and officers pursuant to Section C, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section D is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the

Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section C of this Article shall be limited by the provisions of this Section D.

E. Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

F. Amendments. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

### ARTICLE XIII

Amendments to these Articles of Incorporation shall be adopted at a meeting of the Board of Directors by a vote, in person, of at least two-thirds of the Directors then in office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 2002.

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\_\_\_\_\_, Incorporator