**ARTICLES OF INCORPORATION**

 **OF A STOCK CORPORATION KNOWN AS**

THIS HEREBY CERTIFIES that I, the undersigned incorporator, do hereby associate to establish a corporation under and by virtue of Title 13.1-601, et. seq., of the Code of Virginia, as set forth and to that end do hereby respectfully submit the following statement of facts in connection therewith:

 ARTICLE I

The name of the corporation is

 ARTICLE II

The purposes for which said corporation is so formed, and the business and objects to be promoted and carried on by it are as follows:

A. To engage in the business of ; and to do all other acts or things in any way connected or related thereto.

B. To engage in and carry on any lawful business (except that of a bank, trust company, insurance company, building and loan association, industrial loan association, credit union, railroad or other public service company) as the corporation may from time to time deem advisable.

C. To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, hold, improve, employ, use or otherwise deal in and with real and personal property, or any interest therein, wherever situate, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of its property or assets, or any interest therein, wherever situate.

D. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers herein mentioned, either alone or in associa­tion with any other corporation, firms, or individuals, and to do any act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

E. The corporation shall have the following powers, rights and privileges:

1. To have perpetual succession by its corporate name.

2. To sue and be sued, complain and defend, in its corporate name.

3. To have a corporate seal which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner to be reproduced.

4. To purchase, take by gift, devise or bequest, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

5. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. To lend money to its employees, officers and directors, and otherwise assist them.

7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with stock, securities or other interests in, or obligations of, other domestic or foreign corporations organized for any purpose, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, govern­mental district or municipality or of any instrumentality thereof; and to guarantee the payment of any bonds or other obligations of any association, partnership, or individual or of any other domestic or foreign corporation organized for any purpose.

8. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its opera­tions, hold property, have offices and exercise the powers granted by the Virginia Stock Corporation Act in any part of the world.

11. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensa­tion.

12. To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the Commonwealth of Virginia, for the administration and regula­tion of the affairs of the corporation.

13. To make by action of its Board of Directors donations for the public welfare or for religious, scientific, literary or educational purposes.

14. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock option plans, stock purchase plans, and other incentive plans for directors, officers and employees of this corporation or of its subsid­iaries.

15. To insure the life of any director, officer, agent or employee and to continue such insurance after the relationship terminates, and no such director, officer, agent or employee shall be deemed disqualified by interest from acting in respect thereof.

16. To enter into partnership agreements, joint ventures, or other associations of any kind with other corporations, whether organized under the laws of the Common­wealth of Virginia or otherwise, or with any individual or individuals.

17. To indemnify any person 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 or investigative (including an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding except with respect to the gross negligence or willful misconduct of such person.

18. To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of the Virginia Stock Corporation Act.

19. To guarantee the performance of any contract by any person, corporation, partnership, joint venture, trust or other enterprise in which this corporation has any inter­est.

20. To cease its corporate activities and surrender its corporate franchise.

21. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

22. To have all powers, rights and privileges granted to or conferred upon corporations of similar nature by the laws of the Commonwealth of Virginia now or hereafter in effect and the enumeration of the foregoing powers shall not be deemed to exclude any power, right or privilege so granted or conferred.

 ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue and the par value per share are as follows:

CLASS NO. OF SHARES PAR VALUE PER SHARE

Common $ .00

Said shares shall consist of ( ) class.

 ARTICLE IV

The corporation's registered office is . The corporation's registered agent is , who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar and whose business address is the same as the registered office of the corpora­tion.

 ARTICLE V

The initial Board of Directors shall consist of ( ) persons whose names and addresses are as follows:

 ARTICLE VI

The duration of the corporation's existence shall be perpetu­al.

 ARTICLE VII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by statute and to exercise all the powers granted to corporations generally by the laws of the Commonwealth of Virginia. The power of making, altering, changing and repealing bylaws made by the Directors shall be exercised by the Board of Directors under the power conferred herein, but all bylaws made by the Directors under the power conferred herein may be altered, changed or repealed by the stockholders.

IN WITNESS WHEREOF, the incorporator hereof has affixed his name to these Articles of Incorporation on this the day of , 20\_\_ .

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Commonwealth of Virginia:

County of :

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that personally appeared before me in my said County and State and signed the foregoing Articles of Incorporation dated the day of , 20\_\_ , and acknowledged the same.

Given under my hand and seal this day of ,20\_\_ .

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Notary Public

My Commission Expires: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_