

ARTICLES OF INCORPORATION

OF

THE BRAIN FOUNDATION

a Virginia nonstock corporation

I, the undersigned natural person of an age of twenty - one years or more, hereby form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (hereinafter referred to as the Virginia Nonstock Corporation Act), and to that end set forth the following:

ARTICLE I.

NAME.

The name of the corporation is The Brain Foundation (the ~Corporation" or the ~Foundation").

ARTICLE II.

DURATION.

The period of the Corporation's duration *is* perpetual.

ARTICLE III.

PURPOSES.

The Foundation is organized and shall be operated exclusively for tax - exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding future provisions of the Federal tax laws (hereinafter referred to as the ~Code"). In furtherance of such purposes, the Foundation shall be authorized:

- a. To promote, support, and engage in activities carried on for charitable, scientific or educational purposes, including, but not limited to fostering, developing and contributing to the support of individuals, with brain based disorders, by making gifts, grants, loans and advances to any organization, institution, agency or other body legally authorized to receive the same for such purposes. The Foundation shall make disbursements in accordance with the decisions of its Board of Directors (the ~Board") to such organizations, institutions, agencies or other bodies as have control of the type of project for which the disbursements are provided and by making gifts, grants, loans and advances to other organizations, institutions, agencies or other bodies engaged in charitable, scientific or educational activities.
- b. To receive and maintain personal or real property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific or educational purposes either directly or indirectly by contributions to organizations that qualify as organizations exempt from Federal taxation pursuant to Section 501 (c) (3) of the Code.

- c. To receive assistance, money, real or personal property and any other form of contributions, gift, bequest, or devise from any individual, entity, firm, partnership, or corporation, to be utilized in the furtherance of the Foundation's purposes; to enter into agreements or contracts for contributions to the Foundation for its purposes, provided however, that gifts shall be subject to acceptance by the Board as required by the Bylaws of the Foundation.
- d. To establish an office and to employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board, and to pay reasonable compensation for the services of such persons.
- e. To distribute, in the manner, form, and method, and by the means determined by the Board, any and all forms of contributions or other funds received by the Foundation in carrying out its charitable, scientific and educational programs in the furtherance of its purposes. Money and real or personal property contributed to the Foundation, in furtherance of its purposes, are and shall continue to be used exclusively for such purposes.
- f. To invest and reinvest surplus funds in such securities and properties as the Board may from time to time determine.
- g. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.
- h. To contract and be contracted with, and to sue and be sued.
- i. To adopt and use a corporate seal.
- j. In addition to the foregoing, to engage in any and all other activities permitted to an organization exempt from Federal taxation pursuant to Section 501 (c) (3) of the Code. To these ends, the Foundation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonstock corporations in the Commonwealth of Virginia.

ARTICLE IV.

CHARITABLE LIMITATIONS.

Section 1. General Charitable Limitations.

Notwithstanding any other provision hereof, the Foundation shall not engage in any activity that is prohibited to an organization exempt from Federal income taxation pursuant to Section 501 (c) (3) of the Code. No part of the income or principal of the Foundation shall inure to the benefit of any director or officer of the Foundation or to any other private individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services

actually rendered to it, and to make reasonable payments and distributions in furtherance of the Foundation's purposes. In accordance with existing Federal tax laws, the Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the Foundation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 2. Private Foundation Limitations.

In the event that, and for so long as, the Foundation is characterized as a private foundation within the meaning of Code Section 509(a), the Foundation (i) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) shall distribute its income for each taxable year at such time and in such manner so as not to become subject to tax on undistributed income imposed by Section 4942 of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V.

MEMBERS.

The Corporation shall have no members.

ARTICLE VI.

DIRECTORS.

Section 1. Powers.

The voting rights shall be vested in, and the affairs of the Corporation shall be managed by, the Board.

Section 2. Election of Directors.

The initial members of the Board are identified in Section 4 below. Successor directors shall be elected by the Board currently serving from time to time.

Section 3. Number of Directors.

The number of directors constituting the full Board shall be determined in accordance with the provisions of the Bylaws.

Section 4. Initial Board of Directors.

The number of directors constituting the initial Board *is* two (2). The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the Board or until their successors are elected and shall qualify, are:

Trudy Harsh, 14735 Jarnigan Street, Centreville, Virginia 20120-1550

Marnie Wightman, 6607 Harness Hill Court, Centreville, Virginia 20121-3817

ARTICLE VIII.

DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION.

Section 1. Compensation.

A director or officer of the Foundation may receive reasonable compensation for personal services rendered as a director or officer or in any other capacity, so long as the services are reasonable and necessary to carrying out the Foundation's purposes, and may be reimbursed for expenses or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided by the Bylaws. Provided, however, that the Foundation shall make no payment that would constitute "self-dealing" as defined in Section 4941(d) of the Code.

Section 2. Indemnification.

Every director and officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Foundation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Foundation in amounts determined from time to time by the Board.

Section 3. Interest of Directors and Officers in Contracts.

Any contract, whether for compensation or otherwise, or other transactions 'between the Foundation and one or more of its directors or officers, or between the Foundation and any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, or between the Foundation and any Foundation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer, or officers, at the meeting of the Board which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board and the Board shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII.

DISTRIBUTION OF ASSETS ON DISSOLUTION.

Although the period of duration of the Corporation is perpetual, if, for any reason, the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds thereof shall be distributed to, or inure to the benefit of, any of the directors or officers of the Corporation. Subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Virginia Nonstock Corporation Act, such property shall be distributed as directed by the Board exclusively for the purposes of the Foundation, among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation, and which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for exemption under Section 501 (c) (3) of the Code. Any of such assets not so disposed of shall be disposed of by a court having jurisdiction over the Foundation, exclusively for such purposes, or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

REGISTERED OFFICE AND AGENT.

The address of the initial registered office of the Corporation is 14735 Jarnigan Street, Centreville, Virginia 20120-1550. The jurisdiction in which the initial registered office is located is the County of Fairfax. The name of the initial registered agent is Trudy Harsh, who is an initial

director of the Corporation and a resident of the Commonwealth of Virginia, and whose address is the same as the Corporation's initial registered office.

ARTICLE X.

AMENDMENT OF ARTICLES.

The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time to the extent, and in the manner, prescribed by the Virginia Nonstock Corporation Act, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors are granted subject to this reservation.

ARTICLE XI.

INCORPORATOR.

The name and address of the incorporator are Trudy Harsh, 14735 Jarnigan Street, Centreville, Virginia 20120-1550

IN WITNESS WHEREOF, I have set my hand and seal to these Articles of Incorporation, and do hereby acknowledge the same to be my act on this 28th day of May, 2003

INCORPORATOR

Original Signed by Trudy Harsh and on file with the Brain Foundation