

THE VIRGINIA PUBLIC SAFETY FOUNDATION  
(formerly known as The Virginia Police Foundation, Inc.)

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I  
NAME

The name of the corporation shall be The Virginia Public Safety Foundation (hereinafter referred to as the "Foundation").

ARTICLE II  
PURPOSE

The Foundation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the specific purposes of the Foundation shall be:

(a) to provide assistance and support to those serving as public safety officers in the Commonwealth of Virginia by increasing the general public's awareness of the important role played by law enforcement officials, firemen, rescue squad members, and other public safety personnel in our society;

(b) to encourage citizens to support and possibly enter into public safety service by providing educational information on careers in public safety; and

(c) to provide merit scholarships for education to children of public safety officers on a non-discriminatory basis.

ARTICLE III  
DISTRIBUTIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV  
DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE V  
MEMBERS

The Foundation shall have one or more classes of members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the members of each class and shall confer, limit, or deny the right to vote.

ARTICLE VI  
DIRECTORS

6.1 Number and Term. The number of and qualifications for directors shall be fixed in the Bylaws. The number of directors shall be divided into three groups with each group containing one-third of the total, as nearly equal in number as possible. Beginning January 1, 1993, the terms of the directors in the first group shall expire at the first annual meeting of directors following January 1, 1993. The terms of the directors in the second group shall expire at the second annual meeting of directors following January 1, 1993, and the terms of directors in the third group shall expire at the third annual meeting of directors following January 1, 1993. At each annual meeting of directors thereafter one group of directors shall be elected for a term of three years to succeed those whose terms expire. Directors may be re-elected for an unlimited number of consecutive terms. If at any time there are no directors serving, the registered agent of the Foundation shall appoint one director who shall then fill all remaining vacancies. No

individual shall be named or elected as a director without his or her consent.

ARTICLE VII  
LIMIT ON LIABILITY AND INDEMNIFICATION

7.1 Limit on Liability. In every instance in which the Virginia Nonstock Corporation 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, the directors and officers of the Foundation shall not be liable to the Foundation.

7.2 Mandatory Indemnification. The Foundation (the term "Foundation" as used in this Section 7.2 shall mean this Foundation, only and no predecessor entity or other legal entity) shall indemnify any individual who is, was or is threatened to be made, a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Foundation) because such individual is or was a director or officer of the Foundation, or of any other legal entity controlled by the Foundation, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid, a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such

determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible, provided, however, that if a majority of the directors of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible 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 Foundation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Foundation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this Section 7.2.

7.3 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. 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 Foundation and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall

be entitled to indemnification by the Foundation to the extent the person is indemnified by another, including an insurer.

ARTICLE VIII  
INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

December 23, 1992

The State Corporation Commission finds the accompanying articles submitted on behalf of

VIRGINIA PUBLIC SAFETY FOUNDATION, THE

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

VIRGINIA SILVER STAR FOUNDATION, THE

is merged into VIRGINIA PUBLIC SAFETY FOUNDATION, THE, which continues to exist under the laws of VIRGINIA with the name VIRGINIA PUBLIC SAFETY FOUNDATION, THE. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on December 23, 1992.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS20436  
92-12-23-0516

ARTICLES OF MERGER  
MERGING  
THE VIRGINIA SILVER STAR FOUNDATION  
WITH AND INTO  
THE VIRGINIA POLICE FOUNDATION, INC.

Pursuant to Section 13.1-894 of the Code of Virginia of 1950, as amended, the undersigned Corporations adopt the following Articles of Merger for the purpose of merging The Virginia Silver Star Foundation, a Virginia nonstock corporation, with and into The Virginia Police Foundation, Inc., a Virginia nonstock corporation.

ARTICLE I  
PLAN OF MERGER

Pursuant to a Plan of Merger dated the 9th day of December, 1992, The Virginia Silver Star Foundation shall merge with and into The Virginia Police Foundation, Inc. A copy of this Plan of Merger is attached hereto as Exhibit A.

ARTICLE II  
ADOPTION OF PLAN BY THE VIRGINIA SILVER STAR FOUNDATION

By unanimous written consent dated December 9, 1992, the Board of Directors then serving of The Virginia Silver Star Foundation approved the Plan of Merger (there being no members entitled to vote).



ARTICLE III  
ADOPTION OF PLAN BY THE VIRGINIA POLICE FOUNDATION, INC.

By unanimous written consent dated December 9, 1992, the Board of Directors then serving of The Virginia Police Foundation, Inc. approved the Plan of Merger (there being no members entitled to vote).

Executed in the name of The Virginia Silver Star Foundation and The Virginia Police Foundation, Inc. as of the 9th day of December, 1992.

THE VIRGINIA SILVER STAR FOUNDATION

By: *William D. ...*  
President

Attest *J. A. ...*  
Secretary

THE VIRGINIA POLICE FOUNDATION, INC.

By: *George Peterson*  
President

Attest *Robert E. Walker*  
Secretary

THE VIRGINIA SILVER STAR FOUNDATION  
AND  
THE VIRGINIA POLICE FOUNDATION, INC.

Plan of Merger

This Plan of Merger is made and entered into as of this 9th day of December, 1992 by and between THE VIRGINIA SILVER STAR FOUNDATION, a Virginia nonstock corporation ("Silver Star"), and THE VIRGINIA POLICE FOUNDATION, INC., a Virginia nonstock corporation ("Police Foundation").

A. Silver Star is a nonstock corporation organized under the Virginia Nonstock Corporation Act and is an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The members of Silver Star have no voting rights.

B. Police Foundation is a nonstock, non-member corporation organized under the Virginia Nonstock Corporation Act and is an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

C. Silver Star and Police Foundation and their respective Boards of Directors or Trustees have approved the merger of Silver Star into Police Foundation upon the terms and conditions set forth herein.

NOW, THEREFORE, Silver Star and Police Foundation agree as follows:

1. Merger. At the Effective Date (as defined in paragraph 2 below), Silver Star shall be merged with and into Police Foundation (the "Merger") in accordance with the provisions of

Section 13.1-894 of the Code of Virginia of 1950, as amended. Police Foundation shall continue in existence as the surviving corporation (the "Surviving Corporation"); the Surviving Corporation shall amend its Articles of Incorporation to change its name to The Virginia Public Safety Foundation and shall amend and restate its Articles of Incorporation and Bylaws to accommodate the membership and certain other provisions of Silver Star. The separate corporate existence of Silver Star shall cease on the effective date of the Merger.

2. The effective time and date of the Merger shall be 12:00 a.m. on January 1, 1993 (the "Effective Date").

3. Articles of Incorporation and Bylaws. The Amended and Restated Articles of Incorporation and Bylaws of the Surviving Corporation shall be amended and restated as described in the attached Exhibit A and shall be the Articles of Incorporation and Bylaws of the Surviving Corporation as of the Effective Date.

4. Termination or Abandonment. This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective Date by either Silver Star or Police Foundation by action of its Board of Directors.

5. Other Provisions.

a. This Plan of Merger shall be governed by the laws of the Commonwealth of Virginia.

b. This Plan of Merger may be executed in any number of counterparts and each such counterpart shall be deemed to be

an original, but all of such counterparts together shall constitute one and the same plan.

IN WITNESS WHEREOF, The Virginia Silver Star Foundation and The Virginia Police Foundation, Inc. have caused this Plan of Merger to be executed as of the day and year first above written.

THE VIRGINIA SILVER STAR FOUNDATION,  
A Virginia Nonstock Corporation

By: *Seamus S. [Signature]*  
President

THE VIRGINIA POLICE FOUNDATION, INC.,  
A Virginia Nonstock Corporation

By: *George K. [Signature]*  
President

THE VIRGINIA POLICE FOUNDATION, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

1. Name. The name of the corporation is The Virginia Police Foundation, Inc. (the "Foundation").

2. Certificate of Board. The Board of Directors of the Foundation, by unanimous written consent dated December 9, 1992, found that the best interests of the Foundation would be served by amending and restating its Articles of Incorporation in the manner described in Section 4 and directed that the proposed Amendment and Restatement, a copy of which is attached, be approved.

3. Members. The Foundation has no members with voting rights.

4. The Amendments and Restatement. The Amendment replaces Article A of the Articles of Incorporation with a new Article I changing the name of the Corporation to THE VIRGINIA PUBLIC SAFETY FOUNDATION and deletes Articles B through K of the Articles of Incorporation replacing them with new Articles of Incorporation allowing the Foundation to accommodate the conditions of a merger and remain in compliance with Sections 501(c)(3), 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended. The Restatement restates the Articles of Incorporation, as amended, in their entirety.

5. Certificate Required by Law. These Articles of Amendment and Restatement contain all of the information required by Section 13.1-889 of the Code of Virginia, and this paragraph constitutes the Certificate required by that Section.

Dated: December 9, 1992

THE VIRGINIA POLICE FOUNDATION, INC.

By:

George Pittman  
President