



SCC888
(10/01)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF AMENDMENT -
NONSTOCK CORPORATION

ARTICLES OF AMENDMENT OF

Thomas Jefferson High School for Science and Technology Partnership Fund, Inc

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following articles of amendment and sets forth:

ONE

The name of the corporation is Thomas Jefferson High School for Science and Technology Partnership Fund, Inc.

TWO

Section 3 of the Articles of Incorporation is amended to read as follows:

The initial directors of the corporation, named in paragraph 9 below, or their successors, shall appoint the directors of the corporation as follows:

Section 3.A. of the Articles of Incorporation is amended to read as follows:

There shall be 13 voting directors, including two who shall serve ex officio. One director ex officio shall be chairperson of the Business Relations Committee of the Parent-Teacher-Student Association (herein "PTSA") of Thomas Jefferson High School for Science and Technology (herein "TJHSST"). In the absence of a PTSA Business Relations Committee, the elected officers of the PTSA shall appoint a person to serve as a director. The other director ex officio shall be a representative appointed by the TJHSST Alumni Association or its agreed successor.

Section 3.D. of the Articles of Incorporation is deleted.

THREE

The foregoing amendments were adopted on May 20, 2002.

FOUR

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

The undersigned chairman of the board of directors declares that the facts herein stated are true as of May 20, 2002.

Thomas Jefferson High School for Science and Technology Partnership Fund, Inc.

By: _____

James W. MacIntyre IV
Chairman, Board of Directors

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

September 10, 2002

The State Corporation Commission has found the accompanying articles submitted on behalf of Thomas Jefferson High School for Science and Technology Partnership Fund, Inc. to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective September 10, 2002, at 12:26 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

ARTICLES OF INCORPORATION
OF
THOMAS JEFFERSON HIGH SCHOOL FOR SCIENCE AND TECHNOLOGY
PARTNERSHIP FUND, INC.

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

1. The name of the corporation is Thomas Jefferson High School for Science and Technology Partnership Fund, Inc.

2. The corporation shall not have members.

3. The initial directors of the corporation, named in paragraph 9 below, shall appoint the directors of the corporation as follows:

A. There shall be seven voting directors, including one who shall serve ex officio. This director ex officio shall be chairperson of the Business Relations Committee of the Parent-Teacher-Student Association (herein "PTSA") of Thomas Jefferson High School for Science and Technology (herein "TJHSST"). In the absence of a PTSA Business Relations Committee, the elected officers of the PTSA shall appoint a person to serve as a director.

B. The principal of TJHSST or his designee shall serve ex officio as a nonvoting director.

C. The directors shall elect successors for the seats not held ex officio as provided in the bylaws. The number of directors may be increased or decreased from time to time as provided in the bylaws.

D. If TJHSST shall cease to function as the primary public magnet school for science and technology for the Northern Virginia area, its PTSA shall not have a

representative serving as a director ex officio, its principal shall not serve as a director ex officio, and all seven directors shall thereafter be elected by their predecessors.

4. A. The corporation's initial registered office address, which is the address of the initial registered agent, is 9531 Whitecedar Court, Vienna, VA 22181.

B. The initial registered office is physically located in the County of Fairfax.

5. A. The name of the corporation's initial registered agent is Eric C. Peterson.

B. The initial registered agent is an individual who is a resident of Virginia and will serve as an initial director of the corporation.

6. The purpose of the corporation shall be to establish and maintain a self-sustaining fund to fulfill the ongoing needs of the educational programs of TJHSST. The corporation is organized and operated to support, and operated in connection with, TJHSST or its successor(s) as the primary public magnet school(s) for science and technology for the Northern Virginia area. The corporation is organized exclusively for educational and scientific purposes.

7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation 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 paragraph six hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provision of these articles, the

Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8. Upon the dissolution of the corporation, assets shall be distributed so as to further public education in science and technology in Northern Virginia, in a manner embodying one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

9. The initial directors are

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| Eric C. Peterson | 9531 Whitecedar Court Vienna, VA 22181 |
| Samuel F. Wells, Jr. | 1509 Woodacre Drive McLean, VA 22101 |
| Suresh V. Shenoy | 10717 Falls Pointe Drive Great Falls, VA 22066 |

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| Steve Senz | 19 Rutledge Court Sterling, VA 20165 |
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Dated the 21st day of October, 1999.

Incorporator:

