

**ARTICLES OF INCORPORATION
OF
VIRGINIA COUNSELORS ASSOCIATION FOUNDATION**

I hereby form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

A. NAME. The name of the Corporation is:

THE VIRGINIA COUNSELORS ASSOCIATION FOUNDATION

B. PURPOSES. The purposes for which the Corporation is to be formed are:

1. To promulgate, promote and foster education in the field of personnel and guidance and to establish, maintain and operate educational programs for the dissemination of information and knowledge relative to such field.

2. To accept, acquire, and receive, for any of its objects and purposes, any property of whatever kind, nature, or description and wherever situated and, subject to the restrictions and limitations hereinafter set forth, to hold, use, and apply the whole or any part of the income therefrom and the principal thereof, either directly or by contributions to organizations that are described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision of law (the "Code"), exclusively for the following purposes: religious, charitable, scientific, literary, or educational purposes; to foster national or international amateur sports competition (excluding the provision of athletic facilities or equipment); or for the prevention of cruelty to children or animals, all within the meaning of Section 170(c)(2)(B) of the Code.

3. To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general to exercise and enjoy all other powers, rights, and privileges now or hereafter granted by law to corporations of the character and subject to the limitations, herein set forth.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

5. The Corporation shall (a) distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (c) not retain any excess business holdings as defined in Section 4943(c) of the Code, (d) not make any investment in such manner as to subject it to tax under Section 4944 of the Code, and (e) not make any taxable expenditure as defined in Section 4945(d) of the Code.

6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation, or any other person who is a "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code.

7. Upon dissolution of the Corporation, all funds, property, and other assets of the Corporation that are not necessary to discharge its legal debts and obligations shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

C. MEMBERS. The Corporation shall have no members.

D. INITIAL DIRECTOR. The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
John R. Cook	1308 Grove Avenue Richmond, Virginia 23220
D. L. "Pete" Warren	Route 2, Box 545 Evington, Virginia 24550
Libby R. Hoffman	4005 Kensington Avenue Richmond, Virginia 23221
Caye Whitlock	201 Banbury Road Richmond, Virginia 23221
Ellen Chewing	7506 S. Pinehill Drive Richmond, Virginia 23228

The foregoing persons, who are to serve as the initial directors, have heretofore consented to being named as the initial directors

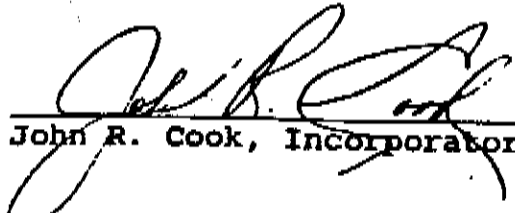
of the Corporation. Directors shall elect their successors as set forth in the Corporation's By-Laws.

E. REGISTERED OFFICE AND AGENT. The address of the initial registered office of the Corporation is 1308 Grove Avenue, Richmond, Virginia 23220 and the name of the city in which the initial registered office is located is the City of Richmond. The name of the initial registered agent of the Corporation is John R. Cook, who is a resident of Virginia, an officer or director of the Corporation and whose business address is the same as that of the registered office of the Corporation.

F. BY-LAWS. The initial By-Laws shall be adopted by the Board of Directors, which may later, amend or repeal the By-Laws or adopt new By-Laws. The By-Laws shall contain all definitions, rules and regulations necessary or proper for the implementation of the purposes of the Foundation and the provisions of these Articles.

G. INDEMNIFICATION. The Foundation shall have the power to indemnify its directors, officers and employees as provided in Section 13.1-876 of the Code of Virginia, as amended from time to time.

DATED: July 31, 1991



John R. Cook, Incorporator