

**ARTICLES OF INCORPORATION**  
**of**  
**THE PROVIDENCE DISTRICT COUNCIL, INC.**

**ARTICLE I**

The name of the corporation is THE PROVIDENCE DISTRICT COUNCIL, INC.

**ARTICLE II**

The purpose of the corporation, hereinafter called the Council, shall be to promote the interests of citizens associations in the Providence Magisterial District of Fairfax County, Virginia, and to further the common good and general welfare of the citizens of the Providence District and Fairfax County. The Council is organized and shall operate on a nonprofit, nonpartisan, and nonsectarian basis.

**ARTICLE III**

The Council shall have one class of members, which shall consist of civic, homeowner, condo, co-op, and tenants associations which lie within the Providence Magisterial District of Fairfax County, Virginia. Every citizens association in the Providence Magisterial District shall be eligible for membership provided that the association is organized and operated for nonpartisan civic activity and no substantial part of its objective shall be the promotion of commercial enterprise. A member association must represent at least ten housing units, a requirement which may be waived by the Board of Directors. A citizens association may be a civic association, a community association, a property owners' association, a homeowners' association, or a condominium unit owners' association. Every member shall have the right to vote. Any other provisions stating the qualifications and rights of the members shall be set forth in the Bylaws.

**ARTICLE IV**

The Executive Committee shall consist of the following elected officers: the President, the Vice President, the Membership Director, the Recording Secretary, and the Treasurer. The Board of Directors shall consist of the elected officers plus the immediate past President, the Committee Chairs identified in the Council's Bylaws, and the Council's representative to the Fairfax County Federation of Community Associations.

**ARTICLE V**

No officer of the Council shall have any liability for damage of any kind arising out of any transaction, occurrence, or course of conduct in the discharge of his or her duties as director or officer in accordance with his or her good faith judgment of the best interests of the Council; provided that the liability of a director or officer shall not be limited if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

## **ARTICLE VI**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the United States Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of jurisdiction of the principal office of the Corporation, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: mm/dd/yyyy