

ARTICLES OF INCORPORATION
OF
POTOMAC FIELD HOCKEY, INCORPORATED

The undersigned, pursuant to the Virginia Nonstock Corporation Act, Title 13.1, Chapter 10 of the Code of Virginia, (hereinafter the "Act"), states as follows:

A. **Corporate Name.** The name of the corporation is Potomac Field Hockey, Incorporated (the "Corporation").

B. **Purposes and Powers.** The purpose or purposes for which the Corporation is organized are:

1. To operate exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").
2. To promote and encourage education, participation, sportsmanship and competition in the sport of field hockey and related athletic endeavors.
3. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
4. 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 purposes set forth in Section 170(c)(2)(B) of the Code.
5. 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 nonstock corporations of the character subject to the limitations herein set forth and in the bylaws.
6. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

7. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; and no director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation.

8. Upon dissolution of the Corporation, assets shall be distributed for 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

C. **Directors.** The affairs of the Corporation shall be managed by a board of directors as provided in the bylaws of the Corporation.

1. The board of Directors shall be elected by the Members, except solely for the initial board of Directors identified herein. Vacancies occurring in the office of Director shall be filled by a majority of the Directors then in office, though less than a quorum. The Directors shall have the powers to make and alter the bylaws of the Corporation.

2. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Debbie Bauer	108-E South Street, S.E. Leesburg, VA 20175
Aaron Dudek	108-E South Street, S.E. Leesburg, VA 20175
Meg Dudek	108-E South Street, S.E. Leesburg, VA 20175
Brandon Pugsley	108-E South Street, S.E. Leesburg, VA 20175
Melissa Pugsley	108-E South Street, S.E. Leesburg, VA 20175

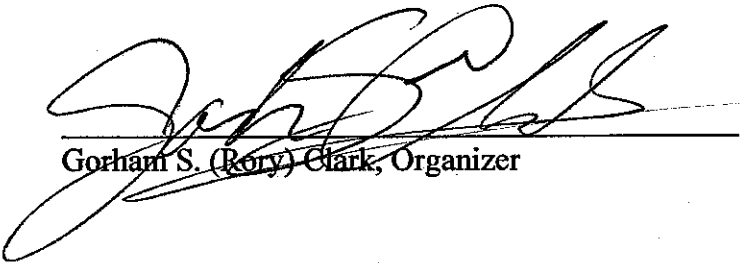
D. **Members.** The Corporation shall have one class of members all of which shall enjoy the same privileges as provided in the bylaws.

E. **Initial Registered Office and Agent.** The post office address of the initial registered office of the Corporation is 108-E South Street, S.E., Leesburg, Virginia 20175. The name of the county in which the registered office is located is the County of Loudoun, Virginia. The name of the initial registered agent is Gorham S. (Rory) Clark, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office of the Corporation.

F. **Limitation on Liability.** In any proceeding brought by or on behalf of the Corporation, the damages assessed against an officer or Director arising out of a single transaction, occurrence, or course of conduct shall not exceed one dollar, unless the officer or Director engaged in willful misconduct or a knowing violation of the criminal law. Under no circumstances shall the damages assessed against an officer or Director in any proceeding exceed the limit specified in the Virginia Nonstock Corporation Act.

G. **Indemnification.** The Corporation shall indemnify any individual against liability who has at any time served or serves as a director or officer of the Corporation and is made a party to a proceeding, because he is or was a director, officer, employee or agent of the Corporation, if he (a) conducted himself in good faith, and (b) believed his conduct to be in the best interest of the Corporation or at least not opposed to its best interests, or (c) had no reasonable cause to believe his conduct was unlawful. The Corporation shall not indemnify any individual against liability in connection with any proceeding in which he is adjudged liable to the Corporation or in which it is charged that personal benefit was improperly received by him, whether or not the action was performed in his official capacity.

IN WITNESS WHEREOF, for the purpose of forming this nonstock corporation the undersigned has executed these Articles of Incorporation as of the 11th day of April, 2011.


Gorham S. (Rory) Clark, Organizer