

CENTRAL FAIRFAX SERVICES, INC.

TITLE: **ARTICLES OF INCORPORATION**
SECTION: I Administrative and Finance
APPROVED: 06/06/89
REFERENCE: Licensure Standards 2.8, 2.9, 2.10

ARTICLES OF INCORPORATION
AS AMENDED AND RESTATED

THIS IS TO CERTIFY that Central Fairfax Services, Inc., a non-stock corporation, under the provisions and subject to the Virginia Non-Stock Corporation Act, amends and restates the Articles of Incorporation as follows:

1. The name of the Corporation is to be CENTRAL FAIRFAX SERVICES, INC.
2. The purposes for which the Corporation is formed are as follows:
 - a) To provide services and activities for mentally retarded persons of Fairfax County, Fairfax City and the City of Falls Church, and towns within Fairfax County, VA.; and other such retarded persons and shall be admitted to services by the Board of Directors.
 - b) To fulfill the needs and problems of retarded persons by focusing attention on such needs and problems.
 - c) To do all things necessary and incidental to the accomplishment of the above purposes as permitted by and in

accordance with this charter and the law as pertaining to this non-stock Corporation.

3. Members of the Corporation shall be comprised of such persons who, or legal entities that, have demonstrated an interest in the aims and purposes of the Corporation, and the by-laws may designate one or more classes of membership, and the Board of Directors shall approve or disapprove any applicant for membership.

4. The present Board of 19 Directors as duly elected and as appointed shall continue in office for their terms and shall be elected or re-elected by the membership and has heretofore been done; provided that the by-laws of the Corporation may change the number of Directors.

A vacancy on the Board of Directors or in an office shall be filled by the remaining Directors by election to fill a vacancy until the end of the term of the vacated position.

Directors shall be elected to three-year terms with one-third of total terms, as near as may be, expiring each year.

5. The Corporation shall be nonprofit and no part of the net earnings shall at any time inure to the benefit of any member, officer, director, or any private individual except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of any of its exempt purposes.

6. The by-laws heretofore adopted by the Corporation shall continue in force, and may be amended by the Board of Directors from time to time, or by

the membership at the annual meeting provided that the Board of Directors may not amend any by-law adopted by the membership. The membership may nullify any by-law adopted by the Board of Directors at the annual meeting.

7. The duration of the Corporation is to be perpetual. Amendments and restatement set forth above were recommended to the membership by the Board of Directors and approved by the Membership at its Annual Meeting on May 18, 1989.