



SCC819
(10/11)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF INCORPORATION
OF A VIRGINIA NONSTOCK CORPORATION

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

1. The name of the corporation is

Progress for Angola, Inc.

2. (Mark appropriate box or insert applicable provisions; see instructions.)

The corporation shall have no members. OR

The corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws. OR

The class(es) of members of the corporation and their designations, qualifications and rights are as follows:

3. (Mark appropriate box or insert applicable provisions; see instructions.)

The directors shall elect their successors. OR

The directors shall be elected by the members. OR

The directors shall be elected or appointed as follows:

4. A. The name of the corporation's initial registered agent is

InCorp Services, Inc.

B. The initial registered agent is (mark appropriate box):

(1) an individual who is a resident of Virginia and

an initial director of the corporation.

a member of the Virginia State Bar.

(2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

5. A. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

7288 Hanover Green Drive Mechanicsville, VA 23111

(number/street)

(city or town)

(zip)

B. The registered office is located in the county OR city of Hanover

6. The initial directors are (see instructions):

NAME(S)

ADDRESS(ES)

James Anderson

815 Slaters Lane

Alexandria, VA 22314

INCORPORATOR(S):

James E. Tyrrell III

James E. Tyrrell III

SIGNATURE(S)

PRINTED NAME(S)

2/6/2012

DATE

TELEPHONE NUMBER (OPTIONAL)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

**BYLAWS
OF
PROGRESS FOR ANGOLA, INC.
(A Virginia Nonstock Corporation)**

ARTICLE I

NAME

(a) The name of this corporation is **PROGRESS FOR ANGOLA, INC.** (the "Corporation").

(b) The Corporation is a voluntary, nonstock, non-profit corporation organized under Section 501(c)(3) of the Internal Revenue Code and incorporated in the Commonwealth of Virginia.

ARTICLE II

PURPOSE

(a) Purpose. The Corporation is organized exclusively for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), for purposes of educating the general public on issues relating to the country of Angola; and conducting all activities incidental or necessary to accomplishing the foregoing purpose or otherwise permitted by Section 501(c)(3) of the Code and the Virginia Nonstock Corporation Act, Va. Code Ann. §§ 13.1-801 et seq. (2012).

The Corporation shall at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonstock corporation organized under the laws of the Commonwealth of Virginia.

No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

REGISTERED OFFICE

(a) The registered office of the Corporation shall be at 7288 Hanover Green Drive, Mechanicsville, VA 23111.

ARTICLE IV

BOARD OF DIRECTORS

(a) General Powers. The business and affairs of the Corporation shall be managed by the Board.

(b) Number and Term. The Board shall consist of no less than one (1) and no more than three (3) members, the exact number to be fixed from time to time by the Board by amendment to these Bylaws. The initial number of members (or "Directors") of the Board shall be one (1). The initial members of the Board shall hold office until the first annual election of Directors. All Directors, other than the initial Directors, shall be elected by a majority vote of the Board and shall serve for a one (1) year term, or until their death, resignation, removal, retirement, or disqualification, whichever is earlier; provided, however, that despite the expiration of a Director's term, he or she shall continue to serve until a successor is elected and qualified. All members of the Board may be reelected for successive terms.

(c) Qualifications of Directors. Directors shall be natural persons of at least eighteen (18) years of age who may or may not be residents of the Commonwealth of Virginia, who are eligible to be solicited by the Corporation for contributions pursuant to these Bylaws.

(d) Removal of Directors. Any Director may be removed from office, with or without cause, by a vote of two-thirds of the Directors then in office. The removal of a Director may only occur at a meeting called for the purpose of removing such Director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. A removed Director's successor may be elected at the same meeting to serve the unexpired term of the removed Director.

(e) Vacancy on the Board. If a vacancy occurs on the Board, the vacancy may be filled by the Board as provided in Article IV(b) above, and the Director elected to fill such vacancy shall serve out the unexpired term. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

(f) Meetings. The Board shall meet annually, without notice. Regular meetings of the Board may be held between annual meetings, without notice, at such time and at such place, within or without the Commonwealth of Virginia, as from time to time shall be determined by the Board. Any Director may call a special meeting of the Board at any time by giving each other Director notice of the date, time and place of the meeting. Any Director may participate in any Board meeting by, or the Board may conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting.

(g) Quorum and Voting. At all meetings of the Board, a majority of the Board members, present either in person or by proxy, shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws or by law, if a quorum is present when a

vote is taken, the affirmative vote of a majority of the Directors present shall be the action of the Board.

(h) Action Without Meeting. Unless the Articles of Incorporation or these Bylaws provide otherwise, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if one or more written consents thereto are signed by all the Directors. Such written consent shall state the action taken, shall be signed by each Director either before or after the action taken, and shall be included in the minutes or filed with the corporate records reflecting the action taken. Such consent shall have the same force and effect as a unanimous vote of the Board.

(i) Notice. Whenever these Bylaws require notice to be given to any Board member, the notice shall be given by mailing a notice of the meeting at least five (5) days before the date of the meeting, or by telephone, facsimile, personal delivery or other form of electronic transmission at least three (3) days before the date of the meeting. Before notice via a form of electronic transmission is provided to a Director, such Director must consent to receiving notices in such form. If mailed, notice is deemed to be effective when mailed, so long as such notice is mailed with first-class postage prepaid and is correctly addressed to the Director at his address as it appears on the books of the Corporation. If given in any other manner, such notice shall be deemed to be effective (i) when given personally or by telephone, (ii) when sent by facsimile or other form of wire or wireless communication, or (iii) when given to a private courier to be delivered.

(j) Reconvening of Meetings. Subject to applicable law, a meeting of the Board, whether a quorum is present or not, may be adjourned by a majority of the Board members present, to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the adjourned meeting.

(k) Waiver of Notice. Whenever any notice is required to be given under provisions of these Bylaws or by law, a waiver thereof, signed by the person entitled to notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records, whether before or after the time stated in such notice, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute waiver of notice of such meeting and of all objections to the place and time of the meeting and the manner in which it has been called or convened, except when the person attends a meeting for the express purpose of stating at the beginning of the meeting any such objection and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in any written waiver of notice.

(l) Compensation of Directors. Directors shall receive no compensation for their services. Directors may also serve the Corporation in a capacity other than that of Board member and receive compensation, as determined by the Board, for services rendered in that other capacity.

(m) Committees. The Board, by majority vote, may designate from among the Directors, any number of committees. Except as prohibited by applicable law, each such committee shall have the authority delegated to it by the Board. The provisions of these Bylaws which govern meetings, actions without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees and their members as well.

ARTICLE V

OFFICERS

(a) Appointment. The officers of the Corporation shall be appointed by the Board, and shall consist of a President, a Treasurer and a Secretary. The Board may from time to time create and establish the duties of such other officers, including, but not limited to, one or more Vice-Presidents, and provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation. Any number of offices may be held by the same person unless the Articles of Incorporation or these Bylaws otherwise provide.

(b) Resignation and removal of Officers. An officer may resign at any time by delivering notice to the Corporation and such resignation is effective when it is delivered, unless such notice specifies a later effective date. The Board may remove any officer at any time, with or without cause.

(c) Vacancies. A vacancy occurring in an officer position during a term of office for any cause shall be filled by the Board.

(d) Powers and Duties. Each officer has the authority and shall perform the duties set forth below or, to the extent consistent with these Bylaws, the duties prescribed by the Board or by direction of an officer authorized by the Board to prescribe the duties of officers.

(1) President. The President shall be the chief executive officer of the Corporation, shall have general supervisory responsibility for the activities and affairs of the Corporation, and shall see that all orders and resolutions of the Corporation are carried into effect. The President shall preside at all meetings of the Board, shall be an ex officio voting member of all standing committees, and shall preside at meetings of such committees unless the Board, in constituting such committees, designates or elects some other person to be the Chairperson thereof. The President shall also perform such other duties as the Board shall designate. The President will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person.

(2) Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

(3) Secretary. The Secretary will attend meetings of the Board of Directors and record or cause to be recorded the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required and will perform any other duties prescribed by the Directors.

(4) Assistant Treasurer. The Assistant Treasurer, if any, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer. The Assistant Treasurer shall also perform all other duties as the Board shall designate.

(e) Compensation. Officers who are employees of the Corporation shall be reasonably compensated for services rendered.

(f) Effect of Vacant Offices. No contribution shall be accepted, and no expenditure shall be made, by or on behalf of the Corporation when either the office of President or Treasurer is vacant.

ARTICLE VI

MEMBERS

- (a) There shall be no members of the Corporation.

ARTICLE VII

THE ACCOUNT

(a) Bank Account. In order to implement the purposes of the Corporation, it shall open and maintain a bank account (the "Account") which shall be operated wholly in accordance with applicable law, into and from which all receipts and disbursements associated with the Corporation's objectives shall be deposited and disbursed. It shall be the responsibility of the Treasurer to ensure that all solicitations for funds for the Account, all deposits into the Account, and all disbursements from the Account are conducted and made in accordance with applicable law, and that all records and reports are maintained and filed in accordance with applicable law.

ARTICLE VIII

CONTRIBUTIONS TO AND EXPENSES OF THE CORPORATION

(a) The Corporation is authorized to act to further the purposes of the Corporation through the solicitation of contributions to the Account from the general public.

(b) All persons solicited to contribute to the Account shall, at the time of solicitation, be informed that the Corporation is nonprofit corporation organized under Section 501(c)(3) of the Internal Revenue Code, and that contributions to the Corporation are strictly voluntary and are tax deductible as charitable contributions, as permitted under law.

(c) All expenses regarding establishment and administration of the Corporation and the solicitation of contributions to the Account shall be paid out of the funds available to the Corporation.

ARTICLE IX

EXPENDITURES BY THE CORPORATION

(a) In order to foster and support the Corporation's purpose, the Corporation is authorized to make expenditures in furtherance of those purposes. All expenditures in excess of \$10,000 shall be approved by a majority of the Corporation's Board.

(b) No expenditures shall be made in any amount for any purpose prohibited by applicable law.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS, INSURANCE

(a) Neither Directors or officers of, nor contributors to, the Corporation shall be liable for any debts or obligations of the Corporation, and creditors shall look only to the assets of the Corporation for satisfaction of any debts or obligations of the Corporation.

(b) To the fullest extent permitted by applicable law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person conducted himself in good faith and if he reasonably believed (i) in the case of conduct in his official capacity, that such conduct was in the best interests of the Corporation; (ii) in all other cases, that such conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that the individual had no

reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that a person (i) failed to act in a manner which he believed in good faith to be in, or not opposed to, the best interests of the Corporation, or, (ii) with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Notwithstanding anything to the contrary contained in this Article X, the Corporation shall not indemnify any person (i) in connection with a proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation or (ii) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

(c) To the extent that a person indemnified under this Article has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in section (b) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under section (b) of this Article shall be made by the Corporation only as authorized in the specific proceeding upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in section (b) of this Article. Such determination shall be made (i), if there are two (2) or more disinterested Directors, by the Board by a majority vote of all the disinterested Directors (a majority of whom shall for such purpose constitute a quorum) or by a majority vote of the members of a committee of two (2) or more disinterested Directors duly appointed by the Board, or (ii) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Board members so directs, by independent legal counsel.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding shall, to the fullest extent permitted by law, be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of (i) a written affirmation of the Director, officer, employee or agent of such person's good faith belief that he has met the standard of conduct set forth in section (b) above, (ii) a written undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it is ultimately determined that such person is not entitled to indemnification, and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights, in respect of the indemnification or otherwise, to which those seeking indemnification may be entitled under any Bylaw or resolution approved by the affirmative vote of the Directors taken at a meeting, the notice of which specified that such Bylaw or resolution would be placed before the Board members, both as to action by a Director, officer, employee or agent in his official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The indemnification provided by this Article shall be considered a contract right of the covered person.

(g) The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising out of his status as a Director, officer, employee or agent, whether or not the Corporation would have power to indemnify him against the same liability under the terms and provisions of this Article.

ARTICLE XI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

(a) Contracts and Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

(b) Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances

(c) Checks, Drafts, Etc. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

(d) Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE XII

FISCAL YEAR

(a) The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE XIII

MISCELLANEOUS

(a) Amendment of Bylaws. These Bylaws may be amended by a majority vote of the Board at a meeting called for such purpose.

(b) Inspection of Books and Records. All books and records of the Corporation may be inspected by any Board member, or his or her agent or attorney, for any proper purpose at any reasonable time, on written demand under oath, stating such purpose.

(c) Compliance With Law. The Corporation shall fully comply with all applicable federal and state laws.