

**ARTICLES OF INCORPORATION**  
**of**  
**PUBLIC SAFETY CADETS**  
**a Virginia Nonstock Corporation**

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

**ARTICLE I**  
**NAME**

The name of the corporation is Public Safety Cadets ("Corporation").

**ARTICLE II**  
**PURPOSES**

The general purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Virginia Nonstock Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific and primary purposes for which the Corporation is formed include, but are not limited to, providing education, practical experience, and mentoring to young adults to engage them in serving their communities and prepare them for careers and leadership in public safety.

**ARTICLE III**  
**RESTRICTIONS**

(a) The Corporation shall not possess or exercise any power or authority, or engage in, either directly or indirectly, any activity that would pose a substantial risk of preventing it from at any time from qualifying and continuing as a corporation described in Section 501(c)(3) of the Code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation is prohibited from participating in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV**  
**MEMBERS**

The Corporation shall not have voting members, but may have such classes of non-voting members as established by the Board of Directors.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be elected by the Board, and the number of individuals constituting the Board of Directors shall be fixed in accordance with the Bylaws.

**ARTICLE VI**  
**INITIAL DIRECTORS**

The names and addresses of the initial Directors of the Corporation are as follows:

- (a) **Kent A. Jefferies**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.
- (b) **Michael K. Todd**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.
- (c) **Roger E. (Ted) Arnn**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.
- (d) **Kevin L. Parsons**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.
- (e) **Robert L. Tompkins**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.
- (f) **David J. Constantineau**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.
- (g) **Veidols Muiznieks**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.
- (h) **Michael J. Prout**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.
- (i) **Michael G. Mastronardy**, 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176.

**ARTICLE VII**  
**LIMITATION OF LIABILITY**

To the maximum extent permitted by law, the directors and officers of the Corporation (including former directors and officers) shall not be liable for damages in any monetary amount that might otherwise be assessed against them, or any of them, arising from or relating to any

complaints, actions, suits or proceedings brought by or against the Corporation, except where any such director or officer engaged in willful misconduct or a knowing violation of the criminal law. Such limitation of liability of the directors and officers as provided herein shall be in addition to any other rights or limitations to which the directors and/or officers of the Corporation may be subject or entitled under any law, agreement, or otherwise.

## **ARTICLE VIII**

### **DISSOLUTION**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all remaining assets exclusively for the purposes of the Corporation in such manner, or to such other tax-exempt organizations qualified as such under Section 501(c)(3) of the Code, as may be determined by the Board of Directors. Any such assets not so disposed of shall be disposed of as the Circuit Court of the County or City in which the principal office of the Corporation is then located shall direct.

## **ARTICLE IX**

### **REGISTERED AGENT AND OFFICE**

The name of the Corporation's initial registered agent is Lindsay J. Mohler, Esq. The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar. The corporation's initial registered office address, including the street and number, which is identical to the business office of the initial registered agent, is: 50 Catoctin Circle, NE, Suite 303, Leesburg, Virginia 20176. The registered office is located in the County of Loudoun.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the date indicated below.

Kent A. Jefferies  
SIGNATURE

9/9/2018  
DATE

Kent A. Jefferies  
PRINTED NAME  
*incorporator*

Michael K. Todd  
SIGNATURE

09/09/2018  
DATE

Michael K. Todd  
PRINTED NAME  
*incorporator*

Roger E. "Ted" Arnn  
SIGNATURE

9/9/2018  
DATE

Roger E. (Ted) Arnn  
PRINTED NAME  
*incorporator*

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 11, 2018

The State Corporation Commission has found the accompanying articles submitted on behalf of  
**Public Safety Cadets**

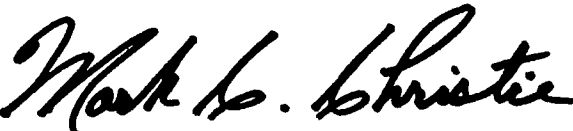
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

**CERTIFICATE OF INCORPORATION**

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of  
the Commission, effective September 11, 2018.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Mark C. Christie  
Commissioner

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of all documents constituting the charter of Public Safety Cadets on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
September 11, 2018*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*