

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, August 14, 2013*

*This is to certify that the certificate of incorporation of*

**Resilient Navigation and Timing Foundation, Inc.**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: August 14, 2013*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission

## ARTICLES OF INCORPORATION

OF

### RESILIENT NAVIGATION AND TIMING FOUNDATION, INC.

The undersigned, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act as provided in Chapter 10 of the Code of Virginia, hereby certifies:

1. The name of the corporation is Resilient Navigation and Timing Foundation, Inc.
2. The purposes for which the corporation is organized are:
  - (1) To operate exclusively for charitable, educational, religious and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code");
  - (2) To engage in any lawful activity for which corporations may be organized under Chapter 10 of the Code of Virginia, so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code; and
  - (3) In furtherance of the foregoing purposes, to lessen the burdens of government, protect critical infrastructure, support first responders, foster new technologies and applications, and promote the public interest in resilient navigation and timing.
3. The corporation shall have members with rights and duties as provided in the bylaws of the corporation.
4. Directors, other than the initial Director named in these Articles of Incorporation, shall be elected by the affirmative vote of a majority of the Directors of the corporation; provided that some of the Directors may be appointed by certain members according to procedures approved by the Board of Directors. Other provisions concerning the Directors are set forth in the bylaws of the corporation.
5. No part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or Directors or any private person, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code), and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation

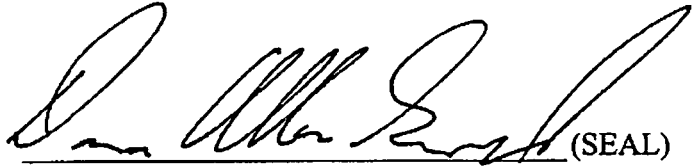
exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

6. In the event of termination, dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets of the corporation as such Directors may determine among one or more organizations which are then organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code or to federal, state and local governments to be used exclusively for public purposes.
7. If the corporation is deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Code, it shall comply with the provisions of the following paragraphs:
  - (1) The corporation shall distribute such amounts of income or principal or both for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
  - (2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
  - (3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
  - (4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
  - (5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
8. The address of the initial registered office of the corporation is 4558 Shetland Green Road, Alexandria, Virginia, 22312 in the county of Fairfax. The name of the initial registered agent of the corporation at such address is Dana Allen Goward. The registered agent is a resident of Virginia and Director of the corporation.
9. The number of persons constituting the initial Board of Directors of the corporation shall be one and the person who is to serve as the initial Director, together with this address, is as follows:

<u>Name</u>	<u>Address</u>
Dana Allen Goward	4558 Shetland Green Road, Alexandria, Virginia 22312

10. To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as it may hereafter be amended, no officer or Director of the corporation shall be personally liable for damages in any proceeding brought by or in the right of the corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or Director of the corporation, provided, however, that such release from liability shall not apply in any instance where such release is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.
11. The name and address of the incorporator are Dana Allen Goward, 4558 Shetland Green Road, Alexandria, Virginia 22312 in Fairfax County.

12<sup>th</sup> *IN WITNESS WHEREOF*, the incorporator has hereunto set his hand and seal this day of August, 2013.

  
\_\_\_\_\_  
Dana Allen Goward, Incorporator (SEAL)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 14, 2013

The State Corporation Commission has found the accompanying articles submitted on behalf of  
Resilient Navigation and Timing Foundation, Inc.

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

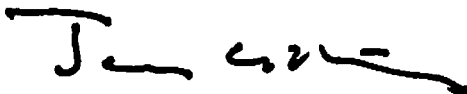
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of  
the Commission, effective August 14, 2013.

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

A handwritten signature in black ink, appearing to read "James C. Dimitri", written over a horizontal line.

James C. Dimitri  
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 Resilient Navigation and Timing Foundation, Inc. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
August 16, 2013*

*Joel H. Peck*  
\_\_\_\_\_  
*Joel H. Peck, Clerk of the Commission*