

ARTICLES OF INCORPORATION
OF
HALIFAX EDUCATIONAL FOUNDATION, INC.

We hereby associate to form a nonstock, nonprofit corporation, organized for the purposes hereinafter set forth, under the provisions of Chapter 10 of § 13.1 of the Code of Virginia, 1950, as amended, and to that end set forth the following:

ARTICLE I

The name of the corporation is Halifax Educational Foundation, Inc.

ARTICLE II

The functions to be performed by the corporation are to promote and enhance continuing educational opportunities for the citizens of Halifax County, Virginia and surrounding areas, and to carry out other exclusively charitable, educational and scientific purposes and to conduct any or all other lawful affairs not required to be specifically stated in the Articles of Incorporation for which corporations may be incorporated under Title 13.1 of the Code of Virginia, but which are exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE III

1. 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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of its activities shall consist of carrying on propaganda or otherwise

attempting to influence legislation; nor will it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) and Section 509(a)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

This corporation shall have no members.

ARTICLE V

The management of the corporation shall be vested in a Board of Directors. The number of directors of the corporation shall be fixed by the bylaws of the corporation and may be increased or decreased from time to time by amendment to the bylaws, except that the number of initial directors shall be three (3). The individuals to serve as the initial Directors are:

Chris A. Lumsden	2204 Wilborn Avenue	South Boston, VA 24592
R. O. harrell, III	1212 Sixth Street	South Boston, VA 24592
J. Aubrey Houghton	2100 Westmoreland	South Boston, VA 24592

Each director shall hold office for a term of one (1) year or until his or her successor shall have been appointed.

ARTICLE VI

The duration of the corporation's existence is perpetual.

ARTICLE VII

1. The corporation is organized to operate without profit. Assets of the corporation shall be derived from contributions, gifts, grants, the operation of activities authorized by the Board of Directors, and such other sources as may be approved by the Board of Directors. The corporation will not appropriate its surplus funds, if any, for purposes other than those of a charitable, educational, religious, or scientific nature.

2. In the event of dissolution, the assets of the corporation shall be distributed under the direction of the Board of Directors to one or more organizations, foundations, or funds, each organized and operated for charitable, educational, religious, or scientific purposes, designated by the Board of Directors and qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE VIII

1. To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the corporation shall not be liable to the corporation for monetary damages.

2. To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the corporation shall indemnify a director or officer of the corporation who is or was a party to a proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the corporation as a director, partnership, joint venture, trust, employee benefit plan,

or other enterprise. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

3. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the corporation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the corporation as director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 2.

4. The corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee, or agent of the corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the corporation would have power to indemnify him against such liability under the provisions of this Article.

5. The provisions of this Article shall be applicable to all actions, claims suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article shall diminish the rights provided hereby or diminish the right to

indemnification with respect to any claim, issue, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

6. Reference herein to directors, officers, employees, or agents shall include former directors, officers, employees, and agents and their respective heirs, executors, and administrators.

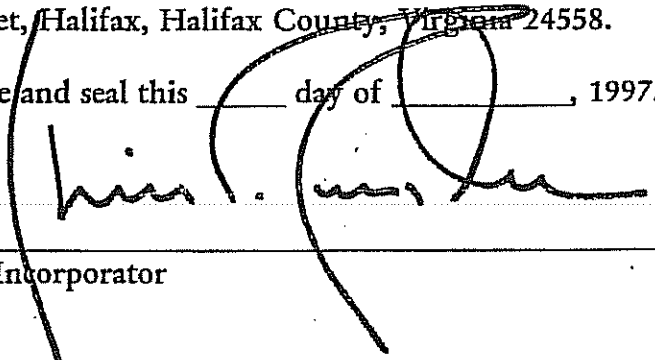
ARTICLE IX

The corporation's initial registered office address, which is the business address of the initial registered agent is Post Office Box 545, 7 South Main Street, Halifax, Halifax County, Virginia 24558.

The initial registered office is located in the Town of Halifax, Halifax County, Virginia.

The name of the initial registered agent is J. William Watson, Jr., who is a resident of Virginia and a member of the Virginia State Bar and whose business office address is Post Office Box 545, 7 South Main Street, Halifax, Halifax County, Virginia 24558.

WITNESS the following signature and seal this _____ day of _____, 1997.



Incorporator