

# Commonwealth of Virginia



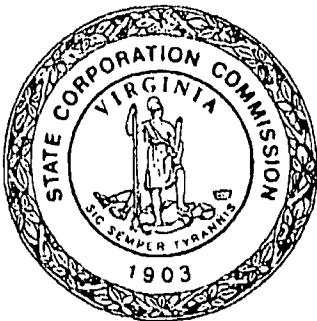
## STATE CORPORATION COMMISSION

*Richmond, July 2, 2014*

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

**No One Left Behind 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: July 2, 2014*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission

## ARTICLES OF INCORPORATION

OF

NO ONE LEFT BEHIND INC.

The undersigned, desiring to form a non-profit corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, states as follows:

- (1) The name of the corporation is No One Left Behind Inc. (the "Corporation").
- (2) The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). More specifically, the purpose of the Corporation shall be to provide transitional assistance free of charge to foreign nationals who immigrate to the United States under U.S. Department of State visa programs established for those who were employed by or on behalf of the U.S. Government and who are experiencing an ongoing serious threat to their lives as a consequence of that employment and who could not otherwise afford or obtain such transitional assistance.
- (3) 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 in Article (2) hereof. No substantial part of the activities of the Corporation shall be the carrying on the propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (4) Upon 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 of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Arlington Circuit Court, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(5) To the fullest extent permissible under state law, each person who is now or hereafter a director, officer, employee or volunteer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be a party by reason of his being or having been a director, officer, employee, or volunteer (whether or not a director, officer, employee, or volunteer at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director, officer, employee, or volunteer. The indemnification shall be made only if the Corporation shall be advised by the Board of the Corporation, or by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director, officer, employee, or volunteer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, or otherwise.

(6) The Corporation shall have no members.

(7) The initial directors of the Corporation, who shall serve until the first annual meeting or until their successors are duly elected and qualified, are set forth below. Except for the initial directors, the directors shall be elected by the directors at the annual meeting.

Names and addresses of initial directors:

<u>NAME</u>	<u>ADDRESS</u>
Matthew Zeller	1330 South Fair Street Unit 805 Arlington, VA 22202

(8) The post office address of the initial registered office is: 1330 South Fair Street Unit 805, Arlington, VA 22202 in the county of Arlington. The name of the registered agent is Matthew Zeller, who is a resident of Virginia and an initial director of the Corporation whose business office is the same as the registered office of the Corporation.

(9) If at any time the Corporation shall be a private foundation (as defined under the Code), the following provisions shall apply:

(a) The Corporation will distribute its income for each tax at such time in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;


(b) The Corporations will not engage in any act of self-dealing as defined in Section 4941 (d) of the Code;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Code;

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

11) INCORPORATOR:

  
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Matthew Zeller