



SCC888
(09/11)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF AMENDMENT OF
The Snyder-Robinson Foundation

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation is The Snyder-Robinson Foundation.
2. Two amendments have been made to the Articles of Incorporation of The Snyder-Robinson Foundation, as follows:

Amendment No 1

Second: The corporation shall have two classes of Members; Voting Members and Associate Members. The Voting Members shall have the exclusive right to vote on the election, appointment, and removal of Directors; and they must approve all amendments to the Articles of Incorporation and bylaws. All other voting power shall be vested in the Board of Directors.

The initial Voting Members shall be: Mark Gallagher, Teri Koerner, Nancy Zellner, Justin Fenichel, Jennifer Abbott, Christopher Abbott, Sharon Marchetti, Frank Marchetti, Katia Luedtke, and Michael Raymond. Additional and successor Voting Members and Associate Members may be appointed as provided in the bylaws of the corporation.

Amendment No 2

Third: Board of Directors:

1. **Number of Directors:** The number of Directors shall be as set forth in the corporation's by-laws.
2. **Ex Officio Director:** The Executive Director of the corporation shall serve as an *ex officio* non-voting Director of the corporation at all times.
3. **Elected Directors; Terms and Term Limits:** Each newly-elected Director or re-elected Director, shall be elected to serve for a term not exceeding three-years, as provided in the Bylaws. No Director may serve more than two consecutive three-year terms. Any Director who has served two consecutive terms shall be eligible to be re-elected to the Board for additional terms after taking at least one year off from serving as a voting Director. Any Director whose term has expired shall continue in office notwithstanding such expiration until his or her successor shall have been duly elected, and he or she may during such term of office exercise all rights, powers, and privileges pertaining thereto.
3. The foregoing amendment(s) was (were) adopted by the corporation on January 23, 2019.
4. The adoption of the amendment(s) was duly approved by the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the amendment(s) was not required because: The corporation has no members;

Executed in the name of the corporation by:

Michael Raymond

Michael Raymond

0777861-6

January 25, 2018

Executive Director

(703) 203-0215

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.

ARTICLES OF INCORPORATION VIRGINIA NONSTOCK CORPORATION

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

First: The name of the corporation is THE SNYDER-ROBINSON FOUNDATION.

Second: The corporation is to have no members.

Third: Existing directors will appoint subsequent directors, and may increase or decrease the number of directors serving at any time.

Fourth: The name of the corporation's initial registered agent is Michael Raymond, an individual who is a resident of Virginia and an initial director of the corporation.

Fifth: The corporation's initial registered office address, which is identical to the business office of the initial registered agent, is 1443 Layman Street, McLean VA 22101. The registered office is physically located in the County of Fairfax.

Sixth: The initial directors are:

Michael Raymond, 1443 Layman Street, McLean VA 22101

Katia Luedtke currently residing in McLean VA

Frank Marchetti currently residing in Norwalk CT

Sharon Marchetti currently residing in Norwalk CT

Seventh: THE SNYDER-ROBINSON FOUNDATION is organized exclusively for, and will be operated exclusively for the following charitable and educational purposes:

(a) advancing medical and scientific research relating to Snyder-Robinson Syndrome and other genetic disorders;

(b) providing or supporting medical treatment and therapies (including but not limited to speech therapy, occupational therapy, and physical therapy) for individuals with Snyder-Robinson Syndrome and/or any other individual in need of such medical treatment or therapies; and/or

(c) any other charitable or educational purpose permitted under Section 501(c)(3) of the Internal Revenue Code.

Eighth: In desiring to form a Non-Profit Corporation under the Nonprofit Corporation Law of Virginia, Michael Raymond (the incorporator and signatory of these Articles of Incorporation) hereby declares that THE SNYDER-ROBINSON FOUNDATION is organized exclusively for charitable, educational, and scientific purposes within the meaning of the Section 501(c)(3) Internal Revenue Code, or the corresponding sections of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code.


Ninth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Eighth hereof. No substantial part of the activities of the corporation shall be carrying on of 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Tenth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, I have hereunto subscribed my name this 14th day of April 2014.

Name and signature of the incorporator:


Michael Raymond

Phone number: 703-203-0215