

**ONWARD FOUNDATION**  
**ARTICLES OF INCORPORATION**

**ARTICLE I**  
**NAME**

The name of the corporation is Onward Foundation (hereinafter referred to as the "Foundation"), a Virginia nonstock corporation.

**ARTICLE II**  
**PURPOSE**

The Foundation is organized and shall be operated exclusively for religious, charitable, educational, scientific, and literary purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. Without limiting the foregoing, the primary purpose of the Foundation is to make distributions to qualified organizations engaging in activities and projects associated with the Catholic Church, with a particular focus in the areas of education and pro-life activities.

**ARTICLE III**  
**RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation 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 II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

Furthermore, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

#### **ARTICLE IV DISSOLUTION**

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for religious, charitable, educational, scientific, and literary purposes within the meaning of sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code taking into account the primary purpose of the Foundation as set forth in Article II.

#### **ARTICLE V MEMBERS**

The Foundation shall not have members.

#### **ARTICLE VI DIRECTORS**

6.1 Number and Classes of Directors. The number of directors of the Foundation shall be no less than two (2) and no more than twelve (12) while the Foundation has two (2) Founding Directors (defined below), no more than eleven (11) while the Foundation has one (1)

Founding Director, and no more than ten (10) when the Foundation has no Founding Directors. Each individual serving as a director, other than a Founding Director, shall be a descendant of Marvin J. Weniger and Christine A. Weniger who is at least eighteen (18) years of age. No individual shall be a director without his or her prior consent. The Foundation's Board of Directors shall consist of the following classes of directors.

(a) Founding Directors. The Foundation shall initially have two (2) directors who are designated as the Founding Directors. The names and addresses of the Founding Directors of the Foundation are:

<u>Name</u>	<u>Address</u>
Marvin J. Weniger	PMB 33391 1614 SW Seagull Way Palm City, Florida 34990
Christine A. Weniger	PMB 33391 1614 SW Seagull Way Palm City, Florida 34990

Each Founding Director shall serve until death, incapacity, or resignation. Upon the death, incapacity, or resignation of a Founding Director, the class of Founding Directors shall be reduced to (one) 1 director, and the remaining Founding Director shall serve as the sole Founding Director. Following the death, incapacity, or resignation of the surviving Founding Director, the class of Founding Director shall be eliminated.

(b) Family Directors. Beginning at the date set forth below, the Foundation may have up to ten (10) directors who are designated as the Family Directors. The Family Directors shall consist of one (1) or more of the Founding Directors' ten (10) children who shall be eligible to become Family Directors over a period of time as described below. The initial Family Director shall be eligible to serve as a Family Director upon the death, incapacity, or resignation of the

first Founding Director or such earlier date as the Founding Directors shall designate by a resolution adopted by the Founding Directors. The initial Family Director shall be the oldest then living child of the Founding Directors who consents to serve as Family Director. Thereafter, each then living child of the Founding Directors shall have the right to become an additional Family Director on the date that is the same number of days after the date of appointment of the initial Family Director as the number of days by which such child's birth succeeded that of the initial Family Director. Each Family Director shall serve until death, incapacity, or resignation. Upon the death, incapacity, or resignation of a Family Director, the number of permissible Family Directors shall be reduced and a new class of directors shall be established as provided in subparagraph (c). Following the death, incapacity, or resignation of the last Family Director, the class of Family Directors shall be eliminated.

(c) Additional Classes of Directors. Upon the death, resignation, or incapacity of a Family Director or, if any child of the Founding Directors did not serve as a Family Director, and if such child has then living descendants, then, upon the date designated by such child in writing, which date shall be no earlier than the date on which such child would become eligible to serve as a Family Director, a new class of directors shall be established which class shall bear the name of the child. The initial director of each such class shall be the child's oldest then living descendant who has reached the age of eighteen (18) and consents to serve as a director. The initial director of each such class shall serve for a term of three years, after which the next oldest then living descendant of such child who is in the same generation as the initial director shall have the right to serve for a term of three years, and so on until each member of such generation has had an opportunity to serve, after which the rotation shall begin again with the oldest then living member of such generation. Upon the death resignation, or incapacity of the last member

living member of such generation. Upon the death, resignation, or incapacity of the last member of a given generation of descendants, the right to serve as a director of that line shall pass to the oldest then living member of the next generation of such child's descendants, and the rotation shall be repeated among the living members of such generation as described in the preceding sentence. Following the death, incapacity, or resignation of the last descendant of a child of the Founding Directors, the class of directors bearing the name of such child shall be eliminated. If, at any time following the death of the last child of the Founding Directors, there are less than three (3) classes of directors, the number of directors in each remaining class shall be increased to two (2) directors if there are additional descendants within a class and generation available and willing to serve, in which case, the rotation shall continue in the same manner as provided above with modification as necessary to accommodate the service of two members of the generation.

6.2 Dissolution in Default of Sufficient Directors. If at any time there are less than two (2) descendants of the Founding Directors then serving as directors of the Foundation, the Board of Directors shall dissolve the Foundation in accordance with Article IV. If at any time there are no directors of any class serving, the Chief Judge of the Circuit Court of the City of Richmond, Virginia shall proceed to dissolve the Foundation and make distributions in accordance with Article IV of these Articles of Incorporation.

## **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Foundation, which is located in the City of Richmond, Virginia, is One James Center, 901 East Cary Street, Richmond, Virginia 23219. The initial registered agent of the Foundation is Michele A. W. McKinnon, whose business

office is identical with the initial registered office and who is a resident of Virginia and a member of the Virginia State Bar.

**ARTICLE VIII  
LIMIT ON LIABILITY AND INDEMNIFICATION**

8.1 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Foundation shall not be liable to the Foundation.

8.2 Mandatory Indemnification. The term "Foundation" as used in this section 8.2 shall mean this Foundation only and no predecessor entity or other legal entity. The Foundation shall indemnify any person who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Foundation) because the person is or was a director or officer of the Foundation, or of any other legal entity controlled by the Foundation, against all liabilities and reasonable expenses incurred by the person on account of the proceeding except such liabilities and expenses as are incurred because of the person's willful misconduct or knowing violation of the criminal law. Before any indemnification is paid, a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible, provided, however, that if a majority of the directors of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel

agreed upon by the Board of Directors and the person. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that the person is not entitled to indemnification. The Foundation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this section 8.2.

8.3 Miscellaneous.

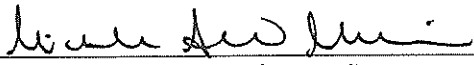
(a) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation, and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent the person is indemnified by another, including an insurer.

(b) Notwithstanding the foregoing provisions of this Article, during any period that the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

**ARTICLE IX  
INTERNAL REVENUE CODE**

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Dated: April 4, 2006

By:   
Michele A. W. McKinnon, Incorporator

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