

CERTIFICATE OF INCORPORATION OF WASHINGTON-ROCHAMBEAU ROUTE, INC.

ARTICLE ONE. NAME.

The name of this corporation is Washington-Rochambeau Route, Inc.

ARTICLE TWO. PRINCIPAL LOCATION & REGISTERED AGENT

(a) The principal location of this corporation is 1 Naamans Rd. Box 184, Claymont, DE 19703.

(b) The registered agent for service of process of this corporation is Thomas J. Reed. The agent's address is 71 W. Fifth St., New Castle, New Castle County, Delaware, 19720

ARTICLE TWO. DURATION

The duration of this corporation is perpetual

ARTICLE THREE. PURPOSE

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. It has the following educational and charitable purposes:

(a) to commemorate the route of General George Washington's Continental Army and the army of Gen. Le Comte du Rochambeau through the States of Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland and Virginia in 1781;

(b) to promote the study of the Revolutionary War in the primary and secondary schools of the United States;

(c) to cooperate with the state and local historical societies and State agencies in educating the public on the history and meaning of the American Revolution;

(d) to preserve the sites structures and objects associated with the American Revolution, and to assist other charitable and educational corporations in such preservation activities; and.

(e) to do any act in furtherance of purposes (a), (b), (c) and (d) consistent with its status as an educational and charitable corporation.

ARTICLE FOUR. MEMBERSHIP CORPORATION

This corporation is a membership corporation. It is not to have authority to issue shares of stock. The following limitations apply to all corporate activities:

- (a) No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its officers, directors, members or other private individuals or organizations organized and operating for a profit (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 as stated in Article Three).
- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1986.
- (c) 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.
- (d) Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on:
 - (I) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such code; or
 - (II) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.
- (e) References to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

ARTICLE FIVE. DIRECTORS

The initial Board of Directors of the corporation consists of from five to twenty-one persons. The names and addresses of the persons who are to serve as initial directors are as follows:

#	NAME	ADDRESS	TERM EXPIRES
1	Kim R. Burdick	2420 Dorval Rd, Wilmington, DE 19810	June 30, 2006
2	Mary Davis	24 E. 3 rd St, New Castle, DE 19720	June 30, 2005
3	Dee Durham	101 East Street Rd., Kennett Square, PA 19348	June 30, 2004
4	There Fiechter	507 Hillendale Rd., Chadds Ford, PA 19317-7310	June 30, 2006
5	Joyce Jones Franks	1116 Grinnell, Wilmington, DE 19803	June 30, 2005
6	Raymond Hester	3701 Philadelphia Pike, Claymont, DE 19703	June 30, 2004
7	Denise Husband	312 Marsh Rd., Wilmington, DE 19809	June 30, 2006
8	Frank Ianni	807 Seville Ave., Wilmington, DE 19802	June 30, 2005
9	David Menser	1980 Superfine Lane #706, Wilmington, DE 19802	June 30, 2004
10	Ralph Nelson	205 Mercury Rd., Wilmington, DE	June 30, 2006
11	Thomas J. Reed	71 W. Fifth St., New Castle, DE 19720	June 30, 2005

ARTICLE SIX. ELECTION OF DIRECTORS

The directors of this corporation, other than the initial directors, will be elected at the annual meeting of the Corporation as stated in the Code of By Laws, as the terms of the first directors expire. Every director, other than the initial director will have a term of three years.

ARTICLE SEVEN. OFFICERS

The officers of this corporation will be the president, the vice president, the secretary and the treasurer.

- (a) The president is the chief executive officer of the corporation. The president will preside at all meetings of the Board of Directors and the members and will be responsible for general supervision of the corporation's affairs.
- (b) The vice president is the assistant executive officer of the corporation. The vice president will preside at all meetings of the Board of Directors and the members in the absence of the president. The vice president may be assigned any other supervisory duty that the president deems appropriate.
- (c) The secretary is the chief records officer of the corporation. The secretary will keep the corporate seal and will be responsible for affixing the corporate seal to any document that requires attachment of the seal. The secretary will keep a record of proceedings for all Board of Directors meetings and membership meetings, and will maintain the files and records of the corporation, except files and records incidental to the operation of the treasurer. The secretary may be assigned any other supervisory duty that the president deems appropriate.
- (d) The treasurer is the chief financial officer of the corporation. The treasurer is responsible for maintaining accurate financial records respecting dues, gifts and contributions, for paying the debts of the corporation as they become due and payable, for maintaining appropriate bank and investment accounts, for making deposits and withdrawals from any such bank or investment accounts, and to collect fees and dues from members. The treasurer shall prepare an annual statement of income and expense for the annual meeting of the members. The treasurer may be assigned any other supervisory duty that the president deems appropriate.

The Board of Directors may provide for the appointment of any additional officers as it may deem to be in the best interest of the corporation.

ARTICLE EIGHT. ELECTION OF OFFICERS

The officers of the corporation, other than the initial officers, shall be elected from among the Board of Directors at the annual meeting of members. Each officer will serve a term of one year.

ARTICLE NINE. MEMBERSHIP REQUIREMENTS

- (a) Membership is open to any person who is interested in furthering the exempt purposes of the Corporation.
- (b) Voting membership--any person nominated by one of the Board Members for a position on the Board of Directors;
- (c) Non-voting membership-- The classes of membership are as follows:
 - (1) Supporting membership;
 - (2) Sustaining membership;
 - (3) Contributing membership; and
 - (4) Life membership.
- (c) Dues for each membership class shall be fixed by the Board of Directors at the annual meeting of the Board of Directors as set forth in the Code of By Laws.

ARTICLE TEN. DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of dissolution or final liquidation of the corporation, The Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

- (a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization, or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code; and
- (b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.

ARTICLE ELEVEN. AMENDMENTS

These articles of incorporation may be amended in the manner provided by law. However, the provisions of Article Four and Article Ten may not be amended.

ARTICLE TWELVE. INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

NO.	NAME	ADDRESS
1	Kim R. Burdick	2420 Dorval Rd., Wilmington, DE 19810

(Kim R. Burdick)

STATE OF DELAWARE)

) **SS ACKNOWLEDGMENT**

COUNTY OF NEW CASTLE)

Before me, a notary public in and for said County and State personally appeared:
Kim R. Burdick, the incorporator of Washington-Rochambeau Route, Inc., a corporation to be formed, and acknowledged her signature as incorporators to be her free act and deed.

DATED: _____ 2003 NOTARY PUBLIC