

**CERTIFICATE OF INCORPORATION
OF
THE NATIONAL WASHINGTON-ROCHAMBEAU
REVOLUTIONARY ROUTE ASSOCIATION**

ARTICLE ONE. NAME.

The name of this corporation is The National Washington-Rochambeau Revolutionary Route Association

**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, Massachusetts, 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 and Federal 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 Board of Directors of the corporation consists of from five to forty persons. The names and addresses of the persons who are to serve as initial directors are as follows:

NO	NAME	ADDRESS	TERM EXPIRES
1.	Lee Patrick Anderson	[in original only]	April 30, 2006
2.	Jacques Bossiere	[in original only]	April 30, 2007
3	Kim R. Burdick	[in original only]	April 30, 2006
4	Saundra Chapman	[in original only]	April 30, 2005
5	Christine Cousineau	[in original only]	April 30, 2006
6	Eugenia E. Fiechter	[in original only]	April 30, 2007
7	Joyce Jones Franks	[in original only]	April 30, 2005
8	Serge Gabriel	[in original only]	April 30, 2006
9	Raymond Hester	[in original only]	April 30, 2005
10	Caroline Lareuse	[in original only]	April 30, 2007
11	James A. McCafferty	[in original only]	April 30, 2005
12	Ralph D. Nelson, Jr.	[in original only]	April 30, 2006
13	Robert Selig	[in original only]	April 30, 2005
14	Bruce Wilcox	[in original only]	April 30, 2007

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 Chair, the Vice Chair & Executive Director, the Corresponding Secretary, the Recording Secretary and the Treasurer. The duties and obligations of the officers of the Corporation are defined in the Code of by-laws. 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 during an intermission in 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) 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	Ralph D. Nelson, Jr.	[in original only]

STATE OF DELAWARE)
)SS **ACKNOWLEDGMENT**
COUNTY OF NEW CASTLE)

Before me, a notary public in and for said County and State personally appeared:
Ralph D. Nelson, Jr., the incorporator of The National Washington Rochambeau Revolutionary Route Association, a corporation to be formed, and acknowledged his signature as incorporators to be his free act and deed.

DATED: _____ 2003

NOTARY PUBLIC