

Commonwealth of Virginia



STATE CORPORATION COMMISSION

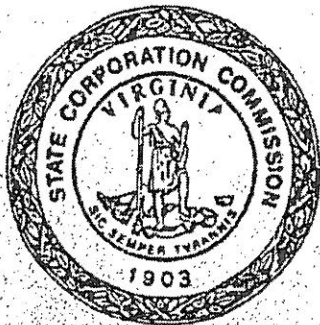
Richmond, March 20, 1998

This is to Certify that the certificate of incorporation of

USNA Class of 1969 Foundation

*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:*

March 20, 1998



State Corporation Commission

William J. Bridge
Clerk of the Commission

ARTICLES OF INCORPORATION

-- OF

USNA CLASS OF 1969 FOUNDATION

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Virginia Nonstock Corporation Act (Code of Virginia, Title 13.1, Chapter 10), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is USNA Class of 1969 Foundation (hereinafter referred to as the "Foundation").

SECOND: The period of duration of the Foundation is perpetual.

THIRD: The Foundation's principal office shall be located at such address, within the Commonwealth of Virginia or otherwise, as the Board of Directors may from time to time determine.

FOURTH: The address of the Foundation's registered office in the Commonwealth of Virginia shall be:

Suite 4400
1501 Farm Credit Drive
McLean, VA 22102

and the name of the Foundation's registered agent at that address, who is a resident of the Commonwealth of Virginia and a member in good standing of the Virginia State Bar, shall be Stephen W. Comiskey.

FIFTH: The Foundation shall have no authority to issue capital stock or shares of ownership, or to pay dividends.

SIXTH: The Foundation may have one or more classes of members. The number of classes of members, the criteria for and characteristics of membership in each such class, and the extent of each member's voting rights shall be as provided in the Foundation's Bylaws.

SEVENTH: The Foundation shall be organized and operated exclusively for charitable, educational, or scientific purposes permitted to be carried on by an organization exempt from tax under Section 501(a) of the Internal Revenue Code of 1986, as the Code may be amended from time to time (hereinafter referred to as the "Code"), as an organization described in Section 501(c)(3) of the Code, and may make expenditures for one or more of these purposes.

EIGHTH: The internal affairs of the Foundation shall be regulated by the Bylaws of the Foundation, which shall be consistent with these Articles and applicable law, and the activities and affairs of the Foundation shall be managed and conducted by a Board of Directors, through or with the assistance of one or more committees or otherwise, in accordance with Section 501(c)(3) of the Code and all other applicable statutes and with the Bylaws. The number,

qualifications, and manner of election of directors and officers shall be as provided in the Bylaws. The initial Bylaws of the Foundation shall be adopted by the initial Board of Directors at its organizational meeting, and may thereafter be amended as provided in the Bylaws.

NINTH: The Foundation shall be authorized to receive and solicit additional gifts, bequests, or grants. Subject to the limitations of these Articles, the Foundation may exercise all powers and authority granted under the Virginia Nonstock Corporation Act to a corporation organized thereunder and all other applicable laws, including the power to perform all acts and duties incident to the operation and management of the Foundation, consistent with the purposes for which it is organized.

TENTH: No part of the net income of the Foundation shall inure to the benefit of or be distributed to any one or more of its directors or officers, or to any other private shareholder or individual (as defined in Section 501 of the Code and the Regulations thereunder), except that the Foundation shall be authorized and empowered to pay reasonable compensation (including retirement benefits which are permitted to be paid by or on behalf of organizations exempt from tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code) for services rendered, to reimburse reasonable expenses.

incurred, and to make payments and distributions in furtherance of the purposes as forth in Article SEVENTH above. No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501 of the Code). The Foundation shall not: (i) participate or intervene (including the publication or distribution of statements) in any political campaign either on behalf of or in opposition to any candidate for public office; or (ii) engage in any other activities which are not permitted to be carried on by an organization which is exempt from tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

ELEVENTH: The name and address of each member of the initial Board of Directors, each of whom is a natural person over the age of twenty-one (21) years, are as follows:

Stephen A. Ward, III
Suite 250
11150 Main Street
Fairfax, VA 22030

Stephen W. Comiskey, Esq.
Suite 4400
1501 Farm Credit Drive
McLean, VA 22102

The Directors shall elect their successors.

TWELFTH: The name and the address of the incorporator of the Foundation is as follows:

Stephen W. Comiskey
Suite 4400
1501 Farm Credit Drive
McLean, VA 22102

THIRTEENTH: The Foundation shall be perpetual, unless the Board of Directors decides by a vote of three-fourths of all the Directors to terminate it. In the event of a dissolution of the Foundation, all assets of the Foundation, after paying or making provision for the payment of all liabilities and obligations of the Foundation (including the return, transfer, or conveyance of all assets held by the Foundation upon condition requiring return, transfer, or conveyance in the event of dissolution and the distribution of all assets held subject to limitations in accordance with applicable law), shall be paid or distributed to one or more organizations, selected by the Board of Directors, which are then qualified as exempt from tax under Section 501(a) of the Code as organizations described in 501(c)(3) of the Code, for one or more exempt purposes specified in Section 501(c)(3) of the Code. Any assets not so distributed shall be disposed of by the court in the Commonwealth of Virginia having jurisdiction over such matters, for one or more exempt purposes specified in Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, I, the undersigned incorporator
have hereunto subscribed my name and affixed my seal this 18th
day of March, 1998.

Stephen W. Comiskey

Stephen W. Comiskey

Commonwealth of Virginia)
County of Fairfax)

ss.

I, Crystal H. Ward, a Notary Public in and for
the aforesaid jurisdiction, do hereby certify that Stephen
W. Comiskey, known to me to be the person named herein as
incorporator, appeared before me in said jurisdiction,
acknowledged to me that he executed the foregoing Articles
of Incorporation as incorporator and that he executed same
as his free and voluntary act for the purposes herein
contained, and stated to me that the facts stated therein
are true to the best of his knowledge and belief.

Crystal H. Ward
Notary Public

My commission expires 11/30/00

COMMISSIONED AS
CRYSTAL FERRY