

CERTIFICATE OF INCORPORATION  
OF  
GEORGE C. MARSHALL RESEARCH FOUNDATION

(Issued by State Corporation Commission of Virginia January 23, 1953)

This is to certify that we, the undersigned, desire to and hereby do associate to incorporate a non-profit corporation, in which no capital stock is required or to be issued, under the provisions and subject to the requirements of the law for such cases made and provided, and by this our certificate of incorporation set forth as follows:

ARTICLE I

The name of this corporation is George C. Marshall Research Foundation.

ARTICLE II

The name of the town in which the principal office of the corporation in this State is to be located is Lexington, Virginia.

ARTICLE III

The purposes for which this corporation is formed are:

- A. To collect and preserve a documented record of the life and public service of George Catlett Marshall; to collect, preserve, document and display articles of interest connected with the career of George Catlett Marshall; and to make such, records and articles available and accessible to duly qualified historians, researchers and students.
- B. To acquire, establish, maintain and operate properties in which such documents, articles and records may be kept, preserved and displayed, and in which such activities can be conducted as shall promote or aid in the accomplishments of the purposes of this corporation.
- C. To arrange, permit and conduct sociological, economic, historical and other studies, researches and analyses of the events, principles and theories

reflected by such documents; articles and records, and of the nations, organizations and movements affected thereby, and to disseminate the information so obtained.

D. To receive and administer Funds and properties of all kinds for the above purposes and for scientific, educational, cultural and benevolent purposes, all for the public welfare and for no other purposes, and to that end to take and hold by bequest, devise, gift, purchase, loan or lease, either absolutely or in trust, for such objects and purposes or any of them, any property, real, personal or mixed without limitation as to amount or value, except such limitations, if any, as may be imposed by law or by the provisions of this certificate of incorporation; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend such principal or the income therefrom for any of the purposes of the corporation, without limitation, except such limitation, if any, as may be contained in the instrument under which such funds or property are received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed or trust, or other trust instrument for the purposes of the corporation, and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, for the purposes of the corporation; and in general to exercise such other powers as the Directors deem requisite to promote the general purposes of the corporation and as are permitted by law to corporations of its class, and generally to have all other powers with which such corporations are endowed.

E. To promote or accomplish any of said purposes by independent action of the corporation or by cooperation with and in conjunction with any person, firm, association, organization or corporation engaged in like enterprises or activities.

F. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

#### ARTICLE IV

The maximum number of Directors who shall manage the corporation shall be fifteen, and the minimum number shall be three. The terms of the Directors shall be until death, resignation or removal. The management of the corporation shall be vested in the Directors who shall serve without compensation; provided that the Board of Directors may in its discretion pay the expenses of any Director attending a meeting of the Board. Any Director may be removed by the unanimous vote of the other Directors, at any time, with or without cause. Any vacancies among the Board of Directors may be filled by the remaining Directors, and any additions shall be named by the Directors. The Directors shall make and alter by-laws for the corporation. Directors alone shall have the power to vote on all matters where required by law.

#### ARTICLE V

There shall be Members of the corporation who shall be such individuals as may be elected to that position from time to time by the Directors, provided that one member of the Board of Trustees of Washington & Lee University, to be designated by said Board, shall at all times be a Member, his term as Member to be fixed by said Board, and one member of the Board of Visitors of the Virginia Military Institute, to be designated by said Board, shall at all times be a Member, his term to be fixed by said Board. No person may be Director and Member at the same time. Members shall act as an advisory body to the Directors and shall serve as assistants to the Directors in the conduct of the affairs of the

corporation. They shall meet at the call of the President or of their own Chairman. They shall serve without compensation, provided that the Board of Directors may in its discretion pay the expenses of any Member attending a meeting of the Members or a meeting of the Directors. The terms of all Members, other than those designated by the two Boards above mentioned, shall be such as may be fixed from time to time by the Directors. Members shall serve, unless their terms be otherwise specified, until death, resignation or removal. Any Member, other than those designated by the two Boards above mentioned, may be removed by majority vote of the Directors, with or without cause.

#### ARTICLE VI

The names and residences of the Directors who are to manage the affairs of the corporation for the first year of its existence and until their successors are elected and qualified are as follows:

Francis P. Gaines	Lexington, Virginia
William H. Milton	Lexington, Virginia
John C. Hagan, Jr.	Richmond, Virginia
J. Clifford Miller, Jr.	Richmond, Virginia
John C. Parker	Franklin, Virginia
William M. Stokes	Lynchburg, Virginia

#### ARTICLE VII

The names of the President and Secretary of the corporation, who are to serve for the first year of its existence and until their successors are elected and qualified, are as follows:

John C. Hagan, Jr., President	Richmond, Virginia
John C. Parker, Secretary	Franklin, Virginia

#### ARTICLE VIII

The period for the duration of the corporation is unlimited.

ARTICLE IX

The amount of real estate to which the holdings of the corporation at any time are to be limited is twenty-five thousand acres.

ARTICLE X

No part of the assets or earnings of the corporation shall enure or be paid to any person or corporation as profits or dividends, and all such assets or earnings shall be utilized and invested as the Directors deem advisable for the benefit of the corporation and for the advancement and accomplishment of its purposes.

ARTICLE XI

The Directors shall have the power to make and alter by-laws and, subject to the provisions of law, to revise this certificate of incorporation.

Given under our hands and seals this 8th day of December, 1952.

/s/ Francis P. Gaines (SEAL)

/s/ William H. Milton, Jr. (SEAL)

/s/ William M. Stokes, Jr. (SEAL)

STATE OF VIRGINIA :  
: To-Wit:  
COUNTY OF ROCKBRIDGE:

I, Clelia Martin /s/, a Notary Public in and for the State and County aforesaid, do hereby certify that William H. Milton, Jr., Francis P. Gaines, and William M. Stokes, whose names are signed to the writing above bearing date the 8th day of December, 1952, have acknowledged the same before me in my State and County aforesaid.

My commission expires the 16th day of October 1954.

Given under my hand this 8th day of December 1952.

/s/ Clelia Martin  
Notary Public

VIRGINIA: IN THE CIRCUIT COURT OF ROCKBRIDGE COUNTY:

The foregoing certificate of incorporation of George C. Marshall Research Foundation, was presented to me, Floridus S. Crosby, Judge of the Circuit Court of Rockbridge County, in which county the principal office of said Corporation is to located, in term time of said court, and having been examined by me, I thereupon ascertain and certify hereon that the persons signing and acknowledging the foregoing certificate, are of good moral character and suitable and proper persons to be incorporated for the purpose set forth in said certificate, and I further certify that the said certificate is, in my opinion, signed and acknowledged in accordance with the requirements of Chapter 13, Title 13 of the Code of Virginia, for such cases made and provided.

Given under my hand this 9th day of December, 1952.

Judge of the Circuit Court of County of Rockbridge,  
Virginia

/s/ Floridus S. Crosby

GEORGE C. MARSHALL RESEARCH FOUNDATION

ARTICLES OF AMENDMENT

RESTATING THE ARTICLES OF INCORPORATION

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(1) The name of the corporation is

GEORGE C. MARSHALL RESEARCH FOUNDATION

(2) The amendment adopted is the Restated  
Articles of Incorporation appended hereto as Exhibit A.

(3) At a meeting of the Board of Directors held  
on December 6, 1971, the amendment was found in the best  
interests of the corporation and was directed to be submit-  
ted to a vote of the members, and the amendment was adopted  
by the consent in writing by the only member entitled to  
vote with respect thereto.

GEORGE C. MARSHALL RESEARCH FOUNDATION

December , 1971 By \_\_\_\_\_  
President

and

By  \_\_\_\_\_  
Secretary

RESTATED ARTICLES OF INCORPORATION  
of  
GEORGE C. MARSHALL RESEARCH FOUNDATION

(1) The name of the corporation is:

GEORGE C. MARSHALL RESEARCH FOUNDATION

(2) The purely charitable and educational purposes for which this corporation is formed are:

A. To collect and preserve a documented record of the life and public service of George Catlett Marshall; to collect, preserve, document and display articles of interest connected with the career of George Catlett Marshall; and to make such records and articles available and accessible to duly qualified historians, researchers and students.

B. To acquire, establish, maintain and operate properties in which such documents, articles and records may be kept, preserved and displayed, and in which such activities can be conducted as shall promote or aid in the accomplishments of the purposes of this corporation.

C. To arrange, permit and conduct sociological, economic, historical and other studies, researches and analyses



of the events, principles and theories reflected by such documents, articles and records, and of the nations, organizations and movements affected thereby, and to disseminate the information so obtained.

D. To promote or accomplish any of said purposes by independent action of the corporation or by cooperation with and in conjunction with any person, firm, association, organization or corporation engaged in like enterprises or activities.

E. No part of the assets or net earnings of the corporation shall at any time inure or be paid to the benefit of any private shareholder or individual, and the corporation shall not at any time engage in carrying on propaganda, or otherwise attempting to influence legislation, nor shall it participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall have no members. The number and term of Directors, who shall be known as Trustees, shall be fixed by the Bylaws. In the absence of such a bylaw, the number of Trustees shall be fifteen. Vacancies among the Trustees shall be filled by the Trustees then in office.