

ARTICLES OF INCORPORATION
OF
**THE INTER-FRATERNITY COUNCIL AT
THE UNIVERSITY OF VIRGINIA, INCORPORATED**

The undersigned, desiring to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, sets forth the following:

ARTICLE I

Name

The name of this corporation is: The Inter-Fraternity Council at the University of Virginia, Incorporated. Hereinafter it is referred to as the "IFC".

ARTICLE II

Duration

The IFC shall exist so long as there are fraternities at the University of Virginia (the "University") or it shall be duly dissolved in accordance with law.

ARTICLE III

Purpose and Authority

The purpose of the IFC shall be to further the best interests of fraternities at the University through representation in both the University and Charlottesville communities and through an active interest in matters of common concern. The IFC derives its authority from its member fraternities through their representatives on the Presidents' Council, Governing Board and Executive Committee. The IFC also derives authority from Mr. Jefferson's belief in student self-governance, aware that the leadership provided by its members, directors, officers, boards and committees sets the standard by which fraternity self-governance is measured at the University.

ARTICLE IV
Membership

The members of the IFC shall consist of the fraternities admitted as members in accordance with the Bylaws of the IFC, as amended from time to time (the "Bylaws"). Each fraternity member shall have the right to designate one of its members to the IFC Presidents' Council, who shall exercise all voting privileges of the member fraternity.

ARTICLE V
Directors

The directors of the IFC shall be the members of the Presidents' Council as elected or appointed in accordance with the Bylaws. The Presidents' Council shall serve as the Board of Directors of the IFC.

ARTICLE VI
Not For Profit Status

Section 1 - Earnings. Pursuant to Section 501(c)(7) of the Internal Revenue Code of 1986, as the same may be amended hereafter, the IFC is not organized for profit and no part of the net earnings of the IFC shall inure to the private benefit of its members, directors, officers, or other private persons, except that the IFC 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 III hereof. No substantial part of activities of the IFC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the IFC shall not participate in or intervene in (by the publishing or distributing of statements or otherwise) any political campaign on behalf of any candidate for public office.

Section 2 - Asset Distribution Upon Dissolution. Upon the dissolution of the IFC, the Presidents' Council shall, after paying or making provision for the payment of all of the liabilities of the IFC, dispose of all of the remaining assets to the Inter-Sorority Council at the University or to such other organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed of by the Circuit Court of the County of Albemarle, Virginia. Such assets shall be distributed to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VII

Limitation of Liability and Indemnification

Section 1 - Limitation of Liability. To the full extent that the Virginia Non-Stock Corporation Act, as hereafter amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the IFC shall not be liable to the IFC or its members for any monetary damages.

Section 2 - Mandatory Indemnification. The IFC shall indemnify each director, officer and committee chairman of the IFC who is or was a party to any proceeding by reason of the fact that he is or was such a director, officer or committee chairman or is or was serving at the request of the IFC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise against all liabilities and expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the IFC shall make advances and reimbursements for expenses incurred by a director, officer or committee chairman in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director, officer or committee chairman and shall be accepted without reference to his ability to make repayment.

Section 3 - Permissive Indemnification. The Presidents' Council is hereby empowered, by majority vote of a quorum of disinterested members to cause the IFC to indemnify or contract in advance to indemnify any person who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the IFC, or is or was serving at the request of the IFC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 2.

Section 4 - Insurance. The IFC may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article VII and may also procure insurance, in such amounts as the Presidents' Council may determine, on behalf of any person who is or was a director, officer, committee chairman, employee or agent of the IFC, or is or was serving at the request of the IFC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the IFC would have power to indemnify him against such liability under the provisions of this Article VII.

Section 5 - Indemnitee's Rights. The provisions of this Article VII shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such

adoption. No amendment, modification or repeal of this Article VII shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any other pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Section 6 - Additional Indemnitees. Reference herein to directors, officers, committee chairmen, employees or agents shall include former directors, officers, committee chairmen, employees and agents and their respective heirs, executors and administrators.

ARTICLE VIII

Registered Agent and Office

The name of the IFC's initial registered agent is David L. Dallas, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office of the Corporation. The initial registered office of the Corporation is located in the City of Charlottesville, Virginia, and the post office address of the initial registered office of the IFC is 401 East Market Street, Suite 101, Charlottesville, Virginia 22902.

ARTICLE IX

Amendment and Reservation of Rights

These Articles may be amended or repealed, and new Articles may be adopted by the affirmative vote of not less than two-thirds (2/3) of all the members of the Presidents' Council or by any manner now or hereafter provided by the Virginia Non-stock Corporation Act, as amended.

David P. Bowman, Incorporator