

**BYLAWS**  
**OF**  
**THE DANPAUL FOUNDATION**  
**(A Virginia Nonstock Corporation)**

**ARTICLE I - DEFINITIONS**

As used in these Bylaws, unless the context otherwise requires, the following terms shall have the meanings set forth below:

"Act" shall mean the Virginia Nonstock Corporations Act, Title 13.1, Chapter 10, as amended from time to time. VCA § 13.1-801.

"Articles of Incorporation" shall mean the Articles of Incorporation of the Corporation, as filed with the State Corporation Commission of Virginia, as amended, corrected or restated from time to time, and Articles of Merger. VCA § 13.1-803 and VCA § 13.1-819.

"Board" or "Board of Directors" shall mean the board of directors of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation, the Bylaws or the Act. VCA § 13.1-803.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"Commission" shall mean the State Corporation Commission of Virginia. VCA § 13.1-803.

"Corporation" shall mean The DanPaul Foundation, the Virginia nonstock corporation incorporated by the Articles of Incorporation. VCA § 13.1-803.

"Director" shall mean a natural person serving on the Board of Directors of the Corporation. VCA § 13.1-803.

"Electronic transmission" shall mean any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. Any term used in this definition that is defined in VCA § 59.1-480 of the Uniform Electronic Transactions Act, as subsequently amended, shall have the meaning set forth in such section. For purposes