

## **Exhibit A**

### **Sample Articles of Organization for a Single Member L3C\***

*\*Disclaimer.* This Sample Articles of Organization is not intended to be, and should not be construed as constituting legal or tax advice, or the recommendation or endorsement of the herein form for any particular client or transaction. Nor should this form be used in connection with the formation of any L3C, for any particular client or transaction, without the assistance of qualified tax and legal counsel. This Sample Articles of Organization is furnished solely for educational and illustrative purposes, only.

*Articles of Organization for a Single Member L3C*

**Articles of Organization for  
One Person, L3C  
A Low Profit Limited Liability Company**

Pursuant to *Chapter 21 of Title 11 of the Vermont Statutes Annotated* (hereinafter the “Act”), these Articles of Organization are filed on behalf of **One Person, L3C**. The undersigned, being a person authorized to file these Articles of Organization, pursuant to *section 3025(a)(3) of the Act*, hereby states as follows:

**Article I-  
Company Name**

The name of the company shall be:  
**One Person, L3C** (hereinafter “the Company”)

*The Articles of Organization must state a  
Registered Address and Registered Agent located in Vermont*

**Article II-  
Initial Designated Office**

The address of the initial designated office of the Company in Vermont shall be:

123 Any Street  
Bloomington, VT 12345

The Company will file with the Secretary of State, the address of its principal office within 90 days after these Articles of Organization are filed.

**Article III-**  
**Initial Agent for Service of Process**

The name and street address of the initial agent for service of process for the Company shall be:

**Law & Firm P.C.**  
123 Any Street  
Bloomington, VT 12345

***Articles of Organization must recite the mandatory purpose clause, under Vermont law, for an L3C, as setout below***

**Article IV-**  
**The Company's Organization and Purpose**

The Company shall be organized as an L3C or low-profit limited liability company, as defined under *Vermont Statutes Annotated, Title 11, Chapter 21, § 3001. Definitions, subdivision (27)*. Accordingly, the Company shall be exclusively organized for a business purpose that satisfies and is at all times operated to satisfy each of the following requirements, as more particularly setout in the Company's Operating Agreement:

(A) The Company:

(i) Significantly furthers the accomplishment of one or more charitable or educational purposes within the meaning of *Section 170(c)(2)(B) of the Internal Revenue Code of 1986, 26 U.S.C. § 170(c)(2)(B)*; and

(ii) Would not have been formed but for the Company's relationship to the accomplishment of charitable or educational purposes.

(B) No significant purpose of the Company is the production of income or the appreciation of property; provided, however, that the fact that a person produces significant income or capital appreciation shall not, in the absence of other factors, be conclusive evidence of a significant purpose involving the production of income or the appreciation of property.

(C) No purpose of the Company is to accomplish one or more political or legislative purposes within the meaning of *Section 170(c)(2)(D) of the Internal Revenue Code of 1986, 26 U.S.C. § 170(c)(2)(D)*.

(D) If the Company meets the definition of this *subdivision (27)* at its formation and then, at any time thereafter, ceases to satisfy any one of the requirements, it shall immediately cease to be a low-profit limited liability company, but will continue to exist as a limited liability company by continuing to meet all the other requirements of this chapter. Upon ceasing to be a low-profit limited liability company under *Chapter 21 of Title 11 of the Vermont Statutes Annotated*, the

name of the Company will be changed to be in conformance with *subsection 3005(a) of Chapter 21 of Title 11 of the Vermont Statutes Annotated* .

**Article V-**  
**The Company's Management**

The Company is to be manager-managed and the name and address of the initial manager, who shall serve as the Company Manager until the first annual meeting is:

**SINGLE MEMBER**  
1600 Pennsylvania Avenue  
Washington, DC 20004

*Under Vermont law, neither the Managers or members are individually or personally liable for the debts, liabilities or obligations of the Company*

**Article VI-**  
**No Liability for Managers or Members**

Neither the Manager(s) nor the Member(s) of the Company shall be individually or personally liable for the debts, liabilities or obligations of the Company.

*Vermont law provides that L3Cs that are to have perpetual existence shall declare themselves as an "at-will limited liability company" in their Articles of Organization*

**Article VII-**  
**The Company's Term**

The Company is an "at-will limited liability company". Its existence shall be perpetual. It shall not have a specific term. The Company shall be effective upon the date these Articles of Organization are filed with the Secretary of State, by the Organizer.

**Article VIII-**  
**The Company Organizers**

The name and address of the Company Organizer is:

**INFORMED A. TORNEY**  
2400 Big Forest Drive, Suite 950  
Big Forest, NY 99330

**Article IX-**  
**The Company's Fiscal Year**

The Company's fiscal year will end the last day of the month of December and the Company shall file its online, annual report no later than the two and half (2½) months after the close of its fiscal year.

The Company's Articles of Organization are tendered for filing with the Secretary of State's Office, by the Organizer, whose signature and date are set out below:

The Organizer:

\_\_\_\_\_  
*[Signature]*

**INFORMED A. TORNEY**  
*[Printed Name]*

Signed: May 20<sup>th</sup>, 2012