

**ARTICLES OF INCORPORATION
OF
THE APPLE FEDERAL CREDIT UNION EDUCATION FOUNDATION**

ARTICLE I - Name

The name of the corporation is The Apple Federal Credit Union Education Foundation.

ARTICLE II - Membership

The corporation shall have no members.

ARTICLE III - Selection of Directors

The directors shall be elected or appointed by the directors of The Apple Federal Credit Union Education Foundation under the provisions of the corporation's bylaws except for such directors as are designated pursuant to the articles of incorporation. The chairman of the Apple Federal Credit Union Board of Directors shall appoint, from amongst the members of the Apple Federal Credit Union Board of Directors, employees, and members, a majority of the directors of The Apple Federal Credit Union Education Foundation authorized by the bylaws. Those appointed directors shall elect the remainder of the directors of The Apple Federal Credit Union Education Foundation as authorized by the bylaws. The Apple Federal Credit Union General Counsel shall serve as an ex officio officer and, in addition to the those directors appointed or elected, as many as four (4) individuals may be designated by the chairman of the Apple Federal Credit Union Board of Directors as ex officio directors of The Apple Federal Credit Union Education Foundation Board.

ARTICLE IV - Registered Office and Agent

The address of the corporation's initial registered office is: 4029 Ridge Top Road, Fairfax, Virginia 22030, located in the County of Fairfax. The name of the individual registered agent at such address is David A. Reed, who is a resident of Virginia and a member of the Virginia State Bar.

ARTICLE V - Purposes

This corporation is organized and shall be administered and operated exclusively to receive, administer and expend funds and carry on programs for charitable and educational purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future federal tax law, including, but not limited to, supporting charitable activities, encouraging financial literacy, fostering professional growth for educators, sponsoring educational research, and promoting continued education.

ARTICLE VI - Management

The number of directors shall be fixed by the bylaws, but not be less than three (3) . The initial directors shall serve until the annual meeting following the organizational meeting. The business of the corporation shall be carried on through its board of directors.

ARTICLE VII - Tax Exempt Status

No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation 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 these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) the Internal Revenue Code as it may be amended from time to time, or (b) by a corporation, contributions to which are deductible under sections 170(c), 2055 or 2522 of the Internal Revenue Code as it may be amended from time to time.

ARTICLE VIII - Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefore shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under section 501(c) (3) of the Internal Revenue Code.

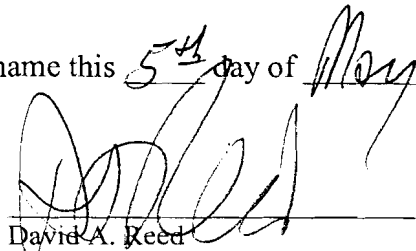
ARTICLE IX - Indemnification

To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Articles, the corporation shall indemnify against liability, and advance reasonable expenses to any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was a director, or while a director, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The corporation may, but shall not be required to indemnify and advance reasonable expenses to an officer, employee, or agent of the corporation who is not a director to the same extent as if that person were a director.

ARTICLE X-Incorporator

The name and address of the incorporator is David A. Reed, 4029 Ridgetop Road, Fairfax, VA 22030

In witness whereof, I have hereunto subscribed my name this 5th day of May 2006.



David A. Reed
Incorporator

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, May 22, 2006

This is to certify that the certificate of incorporation of

The Apple Federal Credit Union Education 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: May 22, 2006*



State Corporation Commission

Attest:

Joel Heck
Clerk of the Commission