

**ARTICLES OF INCORPORATION**  
**OF**  
**PORT WARWICK CONSERVANCY FOUNDATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended, hereby forms a nonstock corporation and, to that end, sets forth the following:

**ARTICLE ONE**

**NAME**

The name of the Corporation is Port Warwick Conservancy Foundation.

**ARTICLE TWO**

**PURPOSES**

It is intended that this corporation shall qualify as a tax-exempt corporation under Section 501(c) (3) of the internal Revenue Code of 1986, as amended. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, and shall be operated only for the following non-profit and tax-exempt purposes and objectives:

A. To work with the Port Warwick Conservancy Board to organize and promote musical and other cultural events in Port Warwick, a Newport News Community, for the benefit of all the people of Newport News, Virginia.

B. To do all things which a corporation of like character is, or may be, authorized or permitted to do by the laws of the United States or the Commonwealth of

Virginia; provided such things are in accord with the general tax-exempt purposes and objectives of this corporation as described above.

Notwithstanding the foregoing, the corporation will not conduct or carry out any activity not permitted by any organization exempt from Federal income tax pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. No part of the corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. This corporation is not organized for profit and no part of its income or its net earnings shall inure to the benefit of any member, director, or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes as the board of directors of this corporation shall prescribe.

### **ARTICLE THREE**

#### **MEMEBERSHIP**

The Corporation is to have no members.

### **ARTICLE FOUR**

#### **BOARD OF DIRECTORS**

The directors of the corporation shall be elected or appointed by the Board of Directors of this corporation at the annual meeting of the Board of Directors. The following persons are hereby elected to serve as the initial directors of the Corporation until the first meeting of the Board of Directors and until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
Robert L. Freeman, Jr.	735 Thimble Shoals Blvd., Suite 100 Newport News, VA 23606
Susan J. Strehle	735 Thimble Shoals Blvd., Suite 100 Newport News, VA 23606

## **ARTICLE FIVE**

### **REGISTERED AGENT**

The post office address of the initial registered office of the Corporation shall be 735 Thimble Shoals Blvd., Suite 100, Newport News, VA 23606, located in the City of Newport News, Virginia. The name of the initial registered agent shall be Robert L. Freeman, Jr., who is a resident of the Commonwealth of Virginia and an initial director of the Corporation, and whose business address is the same as the address of the initial registered office.

## **ARTICLE SIX**

### **DURATION**

The Corporation shall exist perpetually unless the Board of Directors of the Corporation vote, in accordance with the laws of the Commonwealth of Virginia, to dissolve this corporation.

## **ARTICLE SEVEN**

### **DISSOLUTION**

Upon the dissolution of this corporation any assets available for distribution, after provision for all obligations of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to

the Federal government, or to a state or local government, or a public purpose. No member, director, or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon distribution of the corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_

Helena S. Mock, Incorporator