

Pink Highlighting = suggested language to be deleted
Yellow Highlighting = suggested language to be added

**RESTATEMENT OF ARTICLES OF INCORPORATION OF
ROCKFISH VALLEY COMMUNITY CENTER, INC.,
A VIRGINIA NONSTOCK CORPORATION**

1. The name of this corporation is Rockfish Valley Community Center, Inc. (the “corporation”).
2. ~~The corporation is to have the following classes of members:~~
 - ~~a. General Membership, 16 year or older, pay annual dues and receive one vote each~~
 - ~~b. Family Membership, pay annual dues and receive one vote per adult family member~~
 - ~~c. Lifetime Membership, one time payment for lifetime voting rights.~~
 - ~~d. Membership provisions are further specified in the corporation’s bylaws.~~

The corporation shall have two classes of membership, Personal and Business. The designation of such classes and the qualifications and rights of the members of each class shall be set forth in the corporation’s bylaws. Members shall be entitled to vote as provided in the corporation’s bylaws.

3. The directors of the corporation shall be elected or appointed as follows:
 - a. The initial directors shall be appointed. Subsequent directors of the corporation shall be elected by the ~~general membership~~. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the members or the board of directors may fill the vacancy.
 - b. The number of Directors, the Executive Committee positions, and the method of succession ~~are~~ shall be set forth in the corporation’s bylaws.
4.
 - a. The name of the corporation’s initial registered agent is Mary Hamilton.
 - b. The initial registered agent is an individual who is a resident of Virginia and an initial director of the corporation.
5.
 - a. The corporation’s initial registered office address which is the business address of the initial registered agent is P.O. Box 106, Nellysford, VA 22958.
 - b. The registered office is physically located in the County of Nelson.

6.a. The purpose of the corporation Rockfish Valley Community Center is to provide, on a non-profit basis, a safe supervised area facility for cultural, recreational, social and educational activities for the residents of the Rockfish Valley, the citizens residents of Nelson County, Virginia and the surrounding area. The Center corporation will encourage activities promoting and providing opportunities for these residents of all ages to experience physical, social, intellectual and cultural growth and development. To that end a broad spectrum of activities shall may be made available, responsive to demand evidenced through member and other resident requests and evidenced by support through participation and volunteer commitment, including a day care center, an after school center, youth and adult recreational sports, youth and adult art and cultural classes, a gathering and place for senior citizens, and a meeting place for adult and family activities.

6.b. Said organization The corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, (hereinafter Section 501 (c) (3)), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the internal Revenue Code, or corresponding section of any future tax code.

6.c. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. 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 publishing or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

6.d. Upon the dissolution of the corporation, any net proceeds resulting from the sale of other property conveyed by Nelson County to the corporation shall be reinvested promptly in a similar civic or charitable undertaking which serves the area citizenry, or shall be donated to some other existing corporation engaged in providing like services to such citizenry. The recipient corporations shall be classified as Federal Tax Exempt pursuant to section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

6.e. Upon the dissolution of the corporation, assets *not conveyed by Nelson County* shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6.f. The corporation shall have the power to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

7. The bylaws of the corporation may be amended by the board of directors or by the members.

Amended May 31, 2001; Amended March 24, 2016 by action of the members at the Annual Meeting upon recommendation by the Board of Directors.