

**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 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 members. 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 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 is to provide, on a non-profit basis, a facility for cultural, recreational, social and educational activities for the residents of the Rockfish Valley, the residents of Nelson County, Virginia and the surrounding area. The 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 may be made available, responsive to demand evidenced through member and other resident requests and evidenced by support through participation and volunteer commitment.
 - b. 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 action 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).

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 31, 2016 by action of the members at the Annual Meeting upon recommendation by the Board of Directors.