

## **ARTICLES OF INCORPORATION**

### **THE PATRICK COUNTY PARTNERSHIP FOR THE ARTS**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

#### **Article I**

The name of the Corporation shall be The Patrick County Partnership for the Arts, Inc. and shall hereafter be referred to as the ‘Corporation.’

#### **Article II**

The Corporation is organized for activities that are exclusively charitable and educational in nature, and that will promote charitable support for the schools and to the communities of Patrick County, Virginia in the area of fine arts, including, but not limited to drama, theatre, band, choral music and art, that are not inconsistent with law or with the activities of an organization exempted under Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

To these ends, the Corporation shall at all times be operated as a non-profit organization exclusively for charitable and educational purposes. No part of the earnings of the Corporation shall inure to the benefit of, nor be distributed to its members, officers, or other private persons. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth above. No part of activities of the Corporation shall be related to participation in political campaigns and no substantial part of the Corporation’s activities shall be dedicated to lobbying or otherwise attempting to influence legislation.

NOTWITHSTANDING any of the provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by:

- a. A corporation with status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
- b. Any 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.

### **Article III**

The Corporation shall have no members.

### **Article IV**

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall not be less than three (3) persons but shall otherwise be as fixed in the Bylaws of the Corporation. The term of directors shall be as fixed in the Bylaws of the Corporation. All successor directors shall be elected by a majority vote of the directors then serving. All vacancies from unexpired terms shall be filled by an interim election. A director may simultaneously hold a position as an officer of the Corporation, provided they are elected to that position by the Board of Directors, as provided in the Bylaws.

### **Article V**

Upon the dissolution of the Corporation in any manner and for any reason, its assets, if any, remaining after the payment of all liabilities, shall be distributed to, and only to, one or more organizations as determined by the Board of Directors, having exclusively charitable and/or educational purposes and recognized as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor provisions.

The Corporation shall have the power to indemnify any officer or director, agent or employee of the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in the circumstances described in and as provided by Title 13.1, Chapter 10 of the Code of Virginia of 1950, as amended.

### **Article VI**

The registered office of the Corporation is P.O. Box 1235, Stuart, VA 24171, located in Patrick County, Virginia. The name of its initial registered agent is Linda Daumen, a resident of Virginia, who is an initial director of the Corporation and whose business address is P.O. Box 1235, Stuart, Virginia 24171.

## **Article VII**

The names and addresses of the persons who are to serve as the initial directors are set forth as follows:

Richard Rogers  
898 Handy Road  
Stuart, VA 24171

Mark Donnell  
177 Lynnewood Dr  
Mount Airy, NC 27030-7996

Linda Daumen  
18 Fairystone Church Loop  
Stuart, VA 24171

Joyce Grooms  
1259 Fairystone Lake Dr  
Stuart, VA 24171

Betty Kirkpatrick  
1342 Commerce Street  
Stuart, VA 24171

Becki Turner  
109 Pine Street #3  
Stuart, VA 24171

Incorporators

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Richard Rogers

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Linda Daumen