

JHS ABC Articles of Inc
Articles of Incorporation

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
1300 E. MAIN STREET
TYLER BUILDING, 1ST FLOOR
RICHMOND, VIRGINIA 23219

ARTICLES OF INCORPORATION
VIRGINIA NONSTOCK CORPORATION
OF
JAMESTOWN HIGH SCHOOL ATHLETIC BOOSTER CLUB
(A NON-PROFIT ORGANIZATION)
Articles of Incorporation
Virginia Non-stock Corporation
of
Jamestown High School Athletic Booster Club
(A Non-Profit Corporation)

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, desiring to form a Non-Profit Corporation under the Virginia Non-Profit Corporation Act ("Act"), does hereby adopt the following Articles of Incorporation for such Corporation:

Article One
Name

The name of the Corporation is **Jamestown High School Athletic Booster Club**, located in the City of Williamsburg, James City County, Virginia.

Article Two
Purpose and Powers

The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 the corresponding section of any future federal tax code.

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

Article Three

Duration

The Corporation shall continue in perpetuity.

Article Four

Restrictions and Requirements

No part of the net earnings of the Corporation shall inure to the benefits of, or be distributable to its members, directors, sponsors, 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 Article Two hereof. The Corporation shall have no power to take any action prohibited by the Act, or to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth in Article Two;

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state, or local laws; and

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a 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 a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or a corresponding section of any future federal tax code.

Article Five

Membership

The Corporation shall have one class of members whose provisions shall be set forth in the corporation's bylaws. The Corporation shall not practice discrimination on the basis of race, color, sex, age, national or ethnic origin, or creed in any of its activities, or violate the terms of any applicable Federal or Virginia state law pertaining to discrimination.

Article Six

Initial Registration Office and Agent

The physical address of the initial registered office of the Corporation is 173 Old Carriage Way, Williamsburg, James City County, Virginia 23188, and the name of the initial registered agent at such address is Trinette J. Bloodgood. The initial registered agent is (1) a resident of Virginia, and (2) a director of the corporation.

Article Seven
Principal Office

The address of the principal office of the Corporation is located in the County of James City, at Jamestown High School, 3751 John Tyler Highway, Williamsburg, Virginia 23188.

Article Eight
Directors and Officers

The members will have the authority to appoint or elect subsequent directors of the board. Only members whose individual dues are paid for the current fiscal year shall be eligible to vote. The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors shall be provided by the bylaws. The initial Board of Directors shall consist of four (4) persons. The number of Directors may be increased or decreased by adoption or amendment of the bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director (Officer)</u>	<u>Address</u>
Pres. - Carrie Renee Moss	3214 Deerfield Ct, Williamsburg, VA 23188
Vice-Pres. - Steve W. Bloodgood	173 Old Carriage Way, Williamsburg, VA 23188
Sec. - Barbara Ellen Schroeder	4032 Thorngate Dr, Williamsburg, VA 23188
Treas. - Trinette J. Bloodgood	173 Old Carriage Way, Williamsburg, VA 23188

Article Nine
Limitation on Liability of Director (Officer)

A director of the Corporation shall not be liable to the Corporation for monetary damages for an act of omission in the director's capacity as a director, except that this Article Eleven does not eliminate or limit the liability for a director to the extent that the director is found liable for:

- A breach of the director's duty of loyalty to the Corporation;
- An act of omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act of omission that involves intentional misconduct or a knowing violation of the law;
- A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; and
- An act of omission for which the liability of a director is expressly provided by an applicable statute.

In addition to the circumstances in which the director of the Corporation is not liable as set forth above, the director shall not be liable to the fullest extent permitted by any provision of the statutes hereinafter enacted that further limit the liability of a director.

Article Ten
Indemnification

The Corporation may not indemnify or provide for the defense of any person who was or is a party, or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil,

criminal, administrative or investigate (other than action by or in behalf of the Corporation) by reason of the fact that he or she is or was a director, officer or employee of the Corporation, to the full extent permitted under Virginia law, as in effect from time to time.

Article Eleven
Amendments

All references in the Articles of Incorporation to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Article Twelve
Dissolution

In the event of the dissolution of the Corporation, the Board of Directors of the Corporation shall cause the assets of the Corporation to be distributed as follows:

All liabilities of the Corporation shall be paid or adequate provision shall be made for payment;
Assets held by the Corporation upon a condition which requires such assets be returned or specifically conveyed to a third party upon dissolution of the Corporation shall be returned or conveyed in accordance with such requirements;

All of the remaining assets 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, 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 so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article Thirteen
Incorporator

The name and street address of incorporator is:

Name of Incorporator

Street Address

Trinette J. Bloodgood

**173 Old Carriage Way
Williamsburg, James City County, VA 23188**

I, the undersigned have executed these Articles this 23rd day of September, 2011.

Initial Agent/Incorporator's Signature

