

AMENDED AND RESTATED
ARTICLES OF
INCORPORATION OF
SCOTT'S ADDITION BOULEVARD ASSOCIATION, INC.

The undersigned, on behalf of the nonstock corporation, Scott's Addition Boulevard Association, Inc., pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states that set forth below are the Amended and Restated Articles of Incorporation which were adopted by the corporation on October 3, 2018. The Amended and Restated Articles of Incorporation were proposed by the board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum of the members voting group was present. The total number of votes cast for the amendment was _____ and against the amendment was _____.

FIRST: The name of the corporation is Scott's Addition Boulevard Association, Inc.

SECOND: The corporation is organized to advance, promote and improve the businesses, residents and industries located and doing business within the geographical area of Richmond, Virginia. and more particularly that area commonly known as Scott's Addition, pursuant to Section 501(c)(6) of the Internal Revenue Code. More specifically, the purposes of the corporation are:

1. To encourage communication among Scott's Addition area businesses, residents and industries.
2. To promote harmonious relations and cooperation among Scott's Addition area businesses, residents and industries.
3. To promote and join in the promotion of common interests, safety and appearance of the Scott's Addition area and of Scott's Addition area businesses, residents and industries.
4. To promote the improvement of business and residential conditions within Richmond, Virginia, the Scott's Addition area, and among Scott's Addition area businesses, residents and industries.
5. To distribute among its members and assist them in the use of the fullest information obtainable in regard to all matters affecting Scott's Addition area businesses, residents and industries.

6. To increase public acceptance for the services of Scott's Addition area businesses, residents and industries by improving the conditions and standards of the Scott's Addition area.

7. To cultivate a cooperative spirit among its members, and encourage respect for the rights of others, with proper regard for the law and rules governing fair competition.

8. To collect business and residential data from members and other sources in order that the economic value of Scott's Addition area businesses and industries and of the Scott's Addition area generally may be accurately presented to government agencies as well as other appropriate bodies.

9. To establish and maintain friendly relations between and among Scott's Addition area businesses, residents and industries and all other businesses, residents and industries within and without the Richmond, Virginia area.

10. To engage in all other actions permitted under Section 501(c)(6) of the Internal Revenue Code.

The corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with the purposes of the corporation.

THIRD: The corporation is formed as a non-stock corporation pursuant to Section 819 of Chapter 13.1 of the Code of Virginia (1950), as amended. The voting members of the corporation shall be those individuals or businesses that own or lease real estate or businesses and/or maintain a primary residence within the Scott's Addition area and/or operate businesses within the Scott's Addition area and which apply for membership to the corporation and pay any fee or dues required by the board of directors. Notwithstanding the foregoing, those individuals or businesses which do not own or lease real estate or businesses and/or do not maintain a primary residence within the Scott's Addition area and/or do not operate businesses within the Scott's Addition area but which apply for membership to the corporation and pay any fee or dues required by the board of directors shall be designated "Friends of Scott's Addition Boulevard Association" Friends of Scott's Addition Boulevard Association shall have all rights and obligations of Members but shall have no voting rights.

Pursuant to Section 841A.2. of Chapter 13.1 of the Code of Virginia (1950), as amended, and notwithstanding any provision in Chapter 13.1 to the contrary, corporate action required or permitted to be taken at a meeting of members may be taken without a meeting and without prior

notice, if the corporate action is taken by a group of members whose total exceeds one-half of the number of members having voting power.

FOURTH: The number of directors shall be specified in or fixed in accordance with the bylaws of the corporation. At each annual meeting of members, the board of directors shall present to the members a slate of proposed directors to be voted on by the members. The members shall elect directors, who shall serve for a term of three years, to replace those directors whose terms expire during that year. From time to time the board of directors shall appoint a Director Emeritus. This nonvoting director shall provide guidance and direction as required by the board of directors.

Pursuant to Section 865.A. of Chapter 13.1 of the Code of Virginia (1950), as amended, action required or permitted to be taken by the board of directors may be taken without a meeting if each director signs a consent describing the action to be taken and delivers it to the corporation. Notwithstanding the preceding sentence, action required or permitted to be taken by the board of directors may be taken without a meeting by fewer than all of the directors, but not less than the greater of (i) a majority of the directors in office or (ii) a quorum of the directors as required by the articles of incorporation or bylaws, if the requisite number of directors sign a consent describing the action to be taken and deliver it to the corporation, except such action shall not be permitted to be taken without a meeting if any director objects to the taking of such proposed action. Unless otherwise specifically required, a quorum shall be met with a simple majority of the directors in office.

Pursuant to Section 892. of Chapter 13.1 of the Code of Virginia (1950), as amended, the corporation's board of directors may amend or repeal the corporation's bylaws without consent by the voting members of the corporation.

FIFTH: The post office address of the registered office and the business office of the registered agent is 2920 W Broad Street, F18, Richmond, Virginia, 23230, and the registered agent at that address is Terri G. Amernick, an individual who resides in the Commonwealth of Virginia and is a member of the Virginia State Bar.

SIXTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors or 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 corporate purposes

set forth in these articles of incorporation. Notwithstanding any provision of these articles of incorporation, the corporation shall not engage in a regular business of any kind ordinarily carried on for a profit, perform particularized services for individual members, or carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under section 501 (c)(6) of the Internal Revenue Code.

SEVENTH: Upon the dissolution of the corporation, any assets remaining thereafter shall be conveyed to such organization or organizations as shall be selected by the board of directors of the corporation; provided, however, that such organization or organizations shall be exempt under section 501(c) of the Internal Revenue Code.

EIGHTH: Except as otherwise provided by law, in any proceeding brought by or in the right of the corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence or course of conduct shall not exceed Five Dollars (\$5.00).

NINTH: The corporation shall indemnify an individual who is made a party to a proceeding because he is or was a director or officer of the corporation against liability incurred in the proceeding unless the liability arises from his willful misconduct or a knowing violation of criminal law. The determination of whether a director or officer has met this standard of conduct shall be determined in the manner fixed by statute with respect to statutory indemnification.

The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding if (1) the director or officer furnishes the corporation a written statement of his good faith belief that he has met the standard of conduct described herein, (2) the director or officer furnishes the corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct, and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification.

All terms defined in Article 9 of the Virginia Non-Stock Corporation Act, as enacted and in effect on the date of these articles of incorporation, shall have the same meaning when used in this article. In the event that any provision of this article is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this article shall apply to a person who has ceased to have the capacity referred to herein, and may inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: Each reference in these articles of incorporation to the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax law.

Given under my hand this 1st day of October, 2018.

SCOTT'S ADDITION BOULEVARD ASSOCIATION, INC.

By: 

Trevor Dickerson, President