

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, November 7, 2019*

*This is to certify that the certificate of incorporation of*

### **RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: November 7, 2019*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

November 7, 2019

WENDY M CHAPPELL  
WILLIAMS MULLEN  
222 CENTRAL PARK AVE STE 1700  
VIRGINIA BEACH, VA 23462-3035

RECEIPT

RE: RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE

ID: 0850392 - 2

DCN: 19-11-01-0026

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is November 7, 2019.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

CORPRCPT  
NEWCD  
CISBJB1

**ARTICLES OF INCORPORATION  
OF  
RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE**

The undersigned, desiring to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended (the “Act”), the undersigned sets forth the following:

ARTICLE 1. Name. The name of the corporation is RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE (hereinafter the “Organization”).

ARTICLE 2. Purposes of the Organization.

A. The Organization is organized and shall be operated for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Internal Revenue laws, and the regulations pertinent thereto (referred to herein as the “Code”), including, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The foregoing statement of purpose shall not be considered as limiting or restricting in any manner the powers conferred upon corporations by the Act, and, therefore, the Organization shall have the power to transact any business not prohibited by law or required to be stated herein.

B. No substantial part of the activities of the Organization shall be or involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of, or in the opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation the Organization shall only carry on activities permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Sections 170(c), 2055 and 2522 of the Code.

ARTICLE 3. Members. The Organization shall have no members.

ARTICLE 4. Board of Directors. All voting power, including without limitation power to vote on amending these Articles of Incorporation, shall be vested in the Organization's Board of Directors (the "Board"). The names and addresses of the initial directors are as follows:

Thomas R. Frantz	222 Central Park Avenue Suite 1700 Virginia Beach, VA 23462-3035
------------------	--

Theodore L. Chandler, Jr.	1801 East Cary Street Richmond, VA 23223
---------------------------	---

Thereafter, such Board shall be self-perpetuating. The directors shall elect their successors. All matters pertaining to the constitution of the Board and the proceedings thereof, including the election of directors, shall be as provided in the Organization's Bylaws. Except as otherwise provided by law, the power and authority to conduct the business and affairs of the Organization shall be vested solely in the Board.

ARTICLE 5. Registered Office. The Organization's registered office address is 222 Central Park Avenue, Suite 1700, Virginia Beach, VA 23462-3035. The registered office is located in the City of Virginia Beach.

ARTICLE 6. Registered Agent. The name of its registered agent is Marie Yascko-Rosado who is a resident of Virginia, a member of the Virginia State Bar, and whose business address is 200 S. 10<sup>th</sup> Street, Suite 1600 Richmond, VA 23219.

ARTICLE 7. Inurement of Earnings and Compensation. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its incorporators, directors, officers, or other private persons, except that the Organization 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 2.

ARTICLE 8. Private Foundation; Self-Dealing Provisions. Notwithstanding any other provision set forth in these Articles, at any time during which it is deemed a "private foundation" as that term is defined by Section 509 of the Code, or the corresponding provisions of any subsequent

federal tax laws, the Organization shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any subsequent federal tax laws; the Organization shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any subsequent federal tax laws; the Organization shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any subsequent federal tax laws; the Organization shall not make any investments in such manner as to subject the Organization to the tax under Section 4944 of the Code, or the corresponding provisions of any subsequent federal tax laws; and the Organization shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE 9. Disposition of Assets Upon Dissolution. Upon the dissolution of the Organization, the Board shall, after paying or making provision for the payment of all liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the City or County in which the principal office of the Organization is then located, solely for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE 10. Indemnification.

Section 1. Indemnification of Directors and Officers. Except as provided in Section 2 of this Article 10, the Organization shall indemnify every individual made a party to a proceeding because such person is or was a director or officer against liability incurred in the proceeding if: (i) he or she conducted himself or herself in good faith; (ii) he or she believed, in the case of conduct in his or her official capacity with the Organization, that his or her conduct was in its best interests, and, in all other cases, that his or her conduct was at least not opposed to its best interests; and (iii) he or she had no reasonable cause to believe, in the case of any criminal proceeding, that his or her conduct was unlawful.

Section 2. *Indemnification Not Permitted.* The Organization shall not indemnify any individual against his or her willful misconduct or a knowing violation of the criminal law or against any liability incurred by him or her in any proceeding charging improper personal benefit to her or him, whether or not by or in the right of the Organization or involving action in his or her official capacity, in which he or she was adjudged liable by a court of competent jurisdiction on the basis that he or she improperly received personal benefit.

Section 3. *Effect of Judgment or Conviction.* The termination of a proceeding by judgment, order, settlement, or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 1 of this Article 10 or that his or her conduct constituted willful misconduct or a knowing violation of the criminal law.

Section 4. *Determination and Authorization.* Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article 10 shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) such person met the standard of conduct set forth in Section 1 of this Article 10 and, with respect to a proceeding by or in the right of the Organization in which such individual was adjudged liable to the Organization, such person is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though such person was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the Board by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (iii) by special legal counsel selected by the Board or its committee in the manner heretofore provided or, if such a quorum of the Board cannot be obtained and such a committee cannot be designated, selected by a majority vote of the Board (in which selection directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses, and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is

permissible, except that if there are fewer than two disinterested directors or if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 5. Advance for Expenses. The Organization shall pay for or reimburse the reasonable expenses incurred by any director or officer who is a party to a proceeding in advance of final disposition of the proceeding if: (i) such person furnishes the Organization a written undertaking, executed personally or on such person's behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article 10. An undertaking furnished to the Organization in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same, but need not be secured and may be accepted by the Organization without reference to financial ability to make repayment.

Section 6. Indemnification of Employees and Agents. The Organization may, but shall not be required to, indemnify and advance expenses to employees and agents of the Organization to the same extent as provided in this Article 10 with respect to directors and officers.

Section 7. Elimination or Limitation of Liability of Directors and Officers. To the fullest extent permitted by the Act, as it now exists or may be later amended, no officer or director of the Organization shall be liable for any amount of monetary damages arising out of a single transaction, occurrence, or course of conduct for breach of fiduciary duty or otherwise in any proceeding brought by or in the right of the Organization or by or on behalf of its members.

Section 8. Liability of Directors and Officers Not Eliminated or Limited. The liability of a director or officer shall not be eliminated or limited in accordance with the provisions of Section 7 of this Article 10 if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

Section 9. Definitions. In this Article (whether or not capitalized):

“*Director*” and “*Officer*” mean an individual who is or was a director or officer of the Organization (as the case may be), or who, while a director or officer of the Organization is or

was serving at the Organization's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Organization, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director or officer shall be considered to be serving an employee benefit plan at the Organization's request if such person's duties to the Organization also impose duties on, or otherwise involve services by, such person to the plan or to participants in or beneficiaries of the plan.

"*Individual*" includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives, and administrators of an individual.

"*Expenses*" includes but is not limited to counsel fees.

"*Liability*" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"*Official capacity*" means: (i) when used with respect to a director, the office of director in the Organization; (ii) when used with respect to an officer, the office in the Organization held by such person; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by such person on behalf of the Organization. "Official capacity" does not include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

"*Party*" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

"*Proceeding*" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal and whether or not by or in the right of the Organization.

Section 10. Provisions Not Exclusive. As authorized by the Act, the provisions of this Article 10 are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall



not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Organization may have under the Act or other laws of the Commonwealth of Virginia or the United States.

Section 11. Amendments. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person from conduct or events occurring before the adoption of such amendment, modification or repeal.

Dated: 10-29-19



Thomas R. Frantz, Director

Dated: 10-28-19



Theodore L. Chandler, Jr., Director