

# COMMONWEALTH OF VIRGINIA



MARK C. CHRISTIE  
COMMISSIONER

JAMES C. DIMITRI  
COMMISSIONER

JUDITH WILLIAMS JAGDMANN  
COMMISSIONER

JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

## STATE CORPORATION COMMISSION

Office of the Clerk

HENRICO CASA  
BARBARA HERZOG  
3001 HUNGARY SPRING ROAD  
STE A  
HENRICO, VA 23228

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
HENRICO COUNTY COURT APPOINTED SPECIAL ADVOCATES, INC.**

Pursuant to the provisions of Sections 13.1-885 and 13.1-888 of the Code of Virginia of 1950, as amended, Henrico County Court Appointed Special Advocates, Inc., a Virginia non-stock corporation, hereby amends its Articles of Incorporation as follows. The Certificate of Amendment shall be effective on May 31, 1996.

A. The name of the corporation is Henrico County Court Appointed Special Advocates, Inc.

B. The text of the amendment adopted is as follows:

**ARTICLE SIX**

(1) The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

C. The date of the amendment's adoption is June 20, 1995.

D. The amendment was adopted at the annual meeting of the board of directors on June 20, 1995, upon receiving the vote of at least two-thirds of the directors in office.

Member action regarding the adopted amendment was not required as there are no members or voting members of the corporation.

E. The amendment does not effect or cause a restatement of the corporation's Articles of Incorporation.

Executed in the name of this corporation by its President and Secretary, who declare under penalty of perjury that the facts stated herein are true.

HENRICO COUNTY COURT APPOINTED  
SPECIAL ADVOCATES, INC.

Date: May 31, 1996

By: Lynn T. Longest  
Lynn T. Longest  
President

Date: May 31, 1996

By: Sherry L. Egor  
Sherry L. Egor  
Secretary

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

June 18, 1996

The State Corporation Commission has found the accompanying articles submitted on behalf of

**HENRICO COUNTY COURT APPOINTED SPECIAL ADVOCATES,  
INC.**

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective June 18, 1996 at 09:20 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT  
CIS20460  
96-06-18-0066

**ARTICLES OF INCORPORATION**

**OF**

**HENRICO COUNTY COURT APPOINTED SPECIAL ADVOCATES, INC.  
(a Virginia nonprofit, nonstock, nonmember Corporation)**

**ARTICLE ONE**

The name of the Corporation shall be HENRICO COUNTY COURT APPOINTED SPECIAL ADVOCATES, INC.

**ARTICLE TWO**

The Corporation is formed exclusively:

(1) To solicit donations and to engage in fund raising activities and use the proceeds therefrom for the prevention of cruelty to children and to foster charitable and educational activities; provided, however, that the Corporation shall not be operated for the primary purpose of carrying on a trade or business as prohibited by Section 502 of the Internal Revenue Code of 1986.

(2) To perform all activities permitted corporations under the laws of this state, to the extent such activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), by the making of distributions for the prevention of cruelty to children and for religious, charitable, scientific, literary, or educational purposes and to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE THREE**

Solely in aid of the purposes of the Corporation, the Corporation shall have the following powers:

(1) To purchase, lease, sublease, hire, receive donations of, or otherwise acquire, hold, own, develop, improve, maintain, and operate real and personal property suitable or convenient for any of the purposes of the Corporation;

(2) To make contracts, incur liabilities and borrow money; to issue bonds, notes, and other obligations, and secure the same by mortgage or deed of trust of all or any part of the property, franchises, and income of the Corporation; and to guarantee the

obligations of others in which it may be interested in furtherance of the purposes of the Corporation;

(3) To lease, sublease, transfer, sell or donate to any local, state or national entity or any agency, subdivision, authority or instrumentality thereof, or to any association, subsidiary or entity in which the Corporation has and/or exercises a controlling interest, or to any civic or nonprofit organization, any of the property, facilities or programs created, acquired or constructed by the Corporation when such leasing, subleasing, transfer, sale or donation is in furtherance of the purposes of the Corporation, upon such terms and conditions as the Corporation may deem acceptable;

(4) To render direct financial assistance, to make direct contributions or grants of money, or to make loans or advances to any local, state or national entity, or any agency, subdivision, authority or instrumentality thereof, or to any civic or other nonprofit organization, when such assistance, contribution or grant is in furtherance of the purposes of the Corporation;

(5) To lease or sell any of the property, facilities or programs created, acquired or constructed by the Corporation, to render direct financial assistance to or make direct contributions or grants of money, or to make loans or advances to any persons engaged or to be engaged in providing public services or facilities necessary and in furtherance of the purposes of the Corporation;

(6) To fix, charge, and collect fees, rates rentals and other charges for the use of any improvements built on any property of or property leased by, or for the services rendered by the Corporation, not for profit but for the purpose of providing for the payment of the expenses of the Corporation, the costs of the construction, improvement, repair, equipment, furnishing, maintenance and operation of its facilities, the costs of it servicing the principal and interest on its obligations and other costs related to the mission and goals of the Corporation;

(7) To solicit, receive and accept donations of money or property or any interest in property from any local, state or national entity, or any subdivision, agency or instrumentality thereof or from any other entity or person;

(8) To create, own, control, or otherwise hold any associations, corporations or other organizations in furtherance of the purposes of the Corporation;

(9) To exercise all other powers incidental to the religious, educational, scientific, and charitable purposes of the Corporation provided or allowed by the laws of this State nor or hereafter enforced, to nonstock, nonprofit corporations, without limitation by the foregoing description of the specific powers.

#### ARTICLE FOUR

The Corporation shall not have members.

#### ARTICLE FIVE

The Corporation is not authorized to issue capital stock and shall not be operated for profit.

#### ARTICLE SIX

(1) The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors shall consist of individuals one-third (1/3) of whom are from the business sector, one-third (1/3) of whom are from the civic/community sector, and one-third (1/3) of whom are from human services in Henrico County, Virginia.

The initial Board of Directors and their term of office are as follows:

##### Directors Serving a Term of Office Expiring at the 1995 Annual Meeting of the Corporation

1. Sherry Coor
2. Connie Turnage
3. Kay Frye
4. Jane Crawley

##### Directors Serving a Term of Office Expiring at the 1996 Annual Meeting of the Corporation

1. Lynn Longest
2. Judy Marston
3. Chuck Schroll
4. Wilhelmina Bourne

(2) Any vacancies on the Board of Directors caused by resignation, death, increase in the number of Directors, or any other reason, shall be filled by the remaining Directors in office.

(3) An Executive Committee composed of members of the Board of Directors may be appointed by the Board in such manner and subject to such regulations as may be provided in the Bylaws, which Committee shall have and may exercise all the powers of the Board which may be lawfully delegated when the Board is not in session, subject to such limitations as may be provided in the Bylaws or by resolution of the Board.

## ARTICLE SEVEN

The following provisions are hereby stated for defining, limiting and regulating the powers of the Corporation and of the Directors.

(1) No part of the net earnings of the Corporation shall inure to the private or individual benefit of, or be distributable to Directors, 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, distributions, or donations in furtherance of the purposes set forth in Article Two 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 the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, all remaining assets shall be distributed to such organization or organizations operated exclusively for the prevention of cruelty to children or religious, charitable, scientific, literary or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine.

(3) The Corporation shall indemnify its Directors and officers to the full extent permitted by law, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with any applicable statutory standards; and, upon authorization by the Board of Directors, the Corporation may indemnify other employees or agents to the same extent; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) of the



Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such 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 Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 2941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(5) The Board of Directors has the right to amend these Articles of Incorporation so that the Corporation may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

#### ARTICLE EIGHT

The duration of the Corporation shall be perpetual.

**ARTICLE NINE**

The address, including the street and number, of the initial registered office of the Corporation, located in the County of Henrico, is:

8550 Mayland Drive, Suite One  
Richmond, VA 23294

The name of the initial registered agent at the foregoing office is Herman C. Daniel III, a member of the Virginia State Bar, whose business office is identical with such registered office and who is a resident of Virginia.

Dated: May 9, 1994

  
\_\_\_\_\_  
HERMAN C. DANIEL III, Incorporator

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

May 10, 1994

The State Corporation Commission has found the accompanying articles submitted on behalf of

**HENRICO COUNTY COURT APPOINTED SPECIAL ADVOCATES,  
INC.**

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF INCORPORATION**

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective May 10, 1994.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT  
CIS20422  
94-05-10-0044

# Commonwealth of Virginia

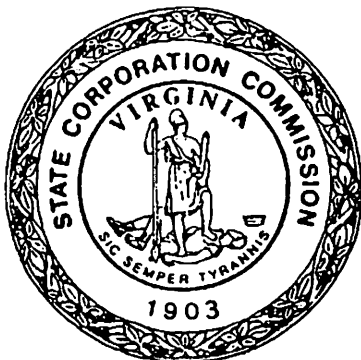


## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of all documents constituting the charter of HENRICO COUNTY COURT APPOINTED SPECIAL ADVOCATES, INC. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
August 11, 2016*

*Joel H. Peck*

*Joel H. Peck, Clerk of the Commission*