

**ARTICLES OF INCORPORATION
CAPITAL REGION LAND CONSERVANCY, INC.**

The undersigned, desiring to form a nonstock Corporation under the provisions of the Virginia NonStock Corporation Act, Title 13.1-801 et. seq. of the Code of Virginia of 1950, as amended, sets forth the following:

**Article I
Name**

The name of the Corporation is CAPITAL REGION LAND CONSERVANCY, INC. (hereinafter, the "Corporation").

**Article II
Purpose**

The Corporation is organized as a nonstock, non-profit Corporation and shall be operated exclusively for charitable and educational purposes as such terms are defined pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as may be amended or added to from time to time. The purpose of the Corporation is to promote for the general public the preservation, protection and conservation of natural and cultural resources in the Richmond, Virginia area of the Commonwealth of Virginia; to hold or otherwise further the creation of conservation, historic, scenic or open space easements and other interests in land; and to educate the public on matters related to land preservation and conservation.

**Article III
Members**

The Corporation shall have one or more classes of members. The qualifications and rights of the members of each class, including voting rights, shall be set forth in the Bylaws.

**Article IV
Board of Directors**

The number of Directors constituting the initial Board of Directors is six (6) . The Board of Directors shall be a self-perpetuating body and the Directors shall elect future Directors of the Corporation to fill vacancies on the Board caused by death, resignation, removal or other causes.

The initial Directors are as follows:

William Greenleaf
4010 Mount Vernon Street
Richmond, VA 23227

Clement "Kim" Tingely
P.O. Box 17841
Richmond, VA 23226

Brooks Smith
Hunton & Williams
951 East Byrd Ave.
Richmond, VA 23219

John McVickar
P. O. Box 13226
Richmond, VA 23225

Carrie Pettitt
4006 Park Ave
Richmond, VA 23221

Bobby Lamb
6 Berkshire Road
Richmond, VA 23221

Article V **Registered Office and Agent**

The initial registered office is located in the City of Richmond, Virginia, at 4010 Mount Vernon Street, Richmond, Virginia 23227. The initial registered agent is William S. Greenleaf, who is a resident of Virginia and Director of the Corporation, whose post office address is 4010 Mount Vernon Street, Richmond, Virginia 23227.

Article VI **Indemnification**

The Corporation shall indemnify its Directors and Officers, whether such Directors or Officers are serving the Corporation or, at its request, any other entity, to the extent and under the procedures permitted by the laws of the Commonwealth of Virginia now or hereafter in force. The Corporation shall indemnify its other

employees and agents to the extent and under the procedures authorized by the Board of Directors of the Corporation and provided by law. The foregoing shall not be construed to create rights of indemnification other than those expressly provided by law, and all procedures required by law to be complied with as a condition to such indemnification rights shall be complied with in full. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such resolutions or contracts implementing such provisions as may be permitted by law.

Article VII **Duration and Dissolution**

The period of the duration of the Corporation is unlimited. However, in the event of the dissolution of the Corporation, all remaining funds of the Corporation shall be distributed promptly to the Virginia Outdoors Foundation or, where the Virginia Outdoors Foundation is unwilling or unable to accept such assets, to another tax exempt 501(c)(3) organization whose purpose is consistent with these Articles and the Bylaws of this Corporation.

Article VIII **Limitations on Action of Corporation**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 and distributions in furtherance of section 501(c)(3)

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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision 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, or the 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 the corresponding section of any future federal tax code.

Dated: March 15, 2005



William S. Greenleaf, Incorporator

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, March 29, 2005

This is to certify that the certificate of incorporation of

CAPITAL REGION LAND CONSERVANCY, INC.

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: March 29, 2005



State Corporation Commission
Attest:

Joel H. Beck
Clerk of the Commission