

ARTICLES OF INCORPORATION
OF
VIRGINIA WATERCOLOR SOCIETY FOUNDATION

We hereby associate to form a nonstock, nonprofit corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE ONE

Name

The name of the corporation shall be **VIRGINIA WATERCOLOR SOCIETY FOUNDATION.**

ARTICLE TWO

Purposes and Powers

(1) The purpose for which the Corporation is formed is exclusively for the charitable purpose of educating and encouraging artists and other similar non-profitable purposes, and for scholarships for deserving artists, particularly students and beginning painters. No part of the net earnings of the Corporation shall inure to the benefit of any individual and no substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any way attempt to participate or intervene in any political campaign. It is contemplated that the purpose of this Corporation shall be in compliance with Section 501(c)(7) of the Internal Revenue Code of 1954.

(2) The assets of the Corporation shall be at all times dedicated to the

charitable and educational purposes set out above. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Corporation and qualifying under Section 501(c)(7) of the Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

(3) The Corporation may solicit and receive funds and property by gift, transfer, devise, or bequest, and may administer and apply such funds and property only in the furtherance of the charitable and educational purposes set out in Paragraph (1).

(4) The Corporation shall do any and all lawful things that may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character.

ARTICLE THREE

Membership

Membership in the Corporation shall be through application to and election by the existing membership, as initially constituted, by vote of the Board of Directors. Application shall be open to any individual eighteen years or older interested in the purposes of the Corporation. There may be more than one classification of voting membership, to be set by the Board of Directors in accordance with the By-Laws. Each member shall pay such dues as may be, from time to time, set by the Board of Directors

in accordance with the By-Laws. Each member shall be entitled to one vote in all matters coming before membership meetings.

ARTICLE FOUR

Board Of Directors

(1) The affairs of the Corporation shall be managed by the Board of Directors.

(a) The initial number of directors of the Corporation shall be seven. The number of directors may be increased or decreased from time to time by amendment to the By-Laws.

(b) The directors shall be elected by the membership at the annual meeting with each member having one vote.

(2) The names and address of the persons to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
Nadine C. Allen	2710 Springhollow Lane, N.W. Blacksburg, VA 24060
Marie Livermore	604 Landsdowne Drive, S.E. Blacksburg, VA 24060
Jean R. Nelson	1381 Dow Street Christiansburg, VA 24073
Pat Lawson	3151 West Ridge Road Roanoke, VA 24014
Beverly White	702 Marion Lane Salem, VA 24153
John Will Creasy	5506 McVitty Road, S.W. Roanoke, VA 24018
Marie K. Shaughnessy	1200 Allendale Road McLean, VA 22101

ARTICLE FIVE

Registered Agent

The initial registered office of the Corporation is to be located at 305 First Street, S. W., Suite 421, Roanoke, Virginia, 24011. The name of the city in which the initial registered office is located is City of Roanoke, Virginia. The name of the initial registered agent is John D. Copenhaver, who is a resident of the State of Virginia, a member of the Virginia State Bar, and whose business office is the same as the registered office of the Corporation.

JOHN D. COPENHAVER, Incorporator

Dated the ____ day of March, 1994.