

**ARTICLES OF RESTATEMENT  
HOLIDAY LAKE 4-H EDUCATIONAL CENTER, INCORPORATED**

**ARTICLE I**

The name of the corporation hereinafter referred to as "Corporation" shall be Holiday Lake 4-H Educational Center, Inc.

**ARTICLE II**

The principal office of the Corporation shall be located at Holiday Lake 4-H Center, 1267 4-H Camp Road, Appomattox County, Virginia, 24522.

**ARTICLE III**

The purposes of the Corporation are:

- A. To foster and encourage the development of 4-H youth and adults in cooperation with Virginia Cooperative Extension of Virginia Polytechnic Institute and State University and such other local, state and federal agencies, groups, business concerns, and individuals as have mutual interests in leadership, social, intellectual, and environmental skills and concepts, and to improve the quality of life for all persons who use the facility.
- B. To operate an educational center for the education and training of 4-H members and their leaders, and other recognized educational programs for adults and youth groups.
- C. To buy, raise, acquire, hold, control, sell, mortgage, lease, manage, or otherwise dispose of any interest in any real or personal property necessary, convenient, or proper to carry out and achieve the objectives and purposes set forth in (1) and (2) above.
- D. The purposes of the Corporation shall be within the meaning of 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- E. To do each and every thing needful and necessary, suitable and proper to carry out the above purposes.

**ARTICLE IV**

The following additional provisions are inserted for the regulation of the affairs of the Corporation:

- A. No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, Trustees, Officers, or other private person.

- B. The Corporation 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 III hereof.
- C. The Corporation shall not participate in, or other wise intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- E. The Corporation shall adhere to Virginia Cooperative Extension's indicia statement in the pursuit of its purposes, in the conduct of its affairs, in the operation of its programs, or the provision of its services.

#### **ARTICLE V**

The number of directors shall be fixed by the by-laws, but shall not be less than twelve (12) and in absence of a by-law fixing the number, the number shall be twelve (12).

The Chairman of the Board of Directors shall each year prior to the date of the annual meeting, appoint a nominating committee. The committee shall prepare a list of people to be nominated as Directors of the corporation for the next and ensuing years to fill vacancies caused by expiration of terms of office. The Board of Directors will vote upon acceptance or decline of new members of the Board.

The Board of Directors shall have the authority to conduct the business of the corporation.

#### **ARTICLE VI**

The period fixed for the duration of the Corporation shall be unlimited.

#### **ARTICLE VII**

Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, cost and expenses, incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having

been a Director or Officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer. In the event of any other judgment against such Director or Officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, vote of stockholders, Directors, or otherwise.

#### **ARTICLE VIII**

The Corporation shall have no membership.

#### **ARTICLE IX**

These articles of restatement may be amended by a majority vote of the Board of Directors, provided such changes have been presented in writing at least 25 days before and not to exceed 50 days.

#### **ARTICLE X**

In the event of the dissolution of the corporation or the liquidation of its assets, whether voluntary or involuntary, all assets of the corporation of every kind, nature, and description shall after payment of all debts and obligations of the corporation, be distributed, assigned, transferred, and conveyed to Virginia Cooperative Extension of the Virginia Polytechnic Institute and State University, Blacksburg, Virginia, for the purpose of promotion of 4-H educational programs within the State of Virginia.

In the event that the above name recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, the assets of the corporation shall be distributed, assigned, transferred and conveyed to the 501 (c) (3) Virginia Polytechnic Institute and State University 4-H Foundation for the purpose of promoting 4-H educational programs within the State of Virginia.

However, if the named recipients are not then in existence or no longer qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any

future United States Internal Revenue Law).

Executed in the name of the Corporation by its Chairman and its Secretary who declare under penalties of perjury that the facts stated herein are true.

Dated this July 22,2014

Holiday Lake 4-H Educational Center, Inc.

By \_\_\_\_\_  
Chairman

\_\_\_\_\_  
Secretary