

**ARTICLES OF INCORPORATION
FOR THE
BEDFORD CENTRAL ATHLETIC ASSOCIATION, INC.**

The undersigned does hereby associate to form a nonstock, nonprofit corporation pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

**ARTICLE I
NAME**

The name of the corporation is the BEDFORD CENTRAL ATHLETIC ASSOCIATION, INC. (herein, the "Association").

**ARTICLE II
PURPOSE**

This Association is formed for the purpose of promoting, encouraging and stimulating social welfare and civic pride as well as sportsmanship and physical and mental well-being through educational and athletic participatory programs. It shall have full power and authority, by way of example and not by way of limitation, to:

- a. own property and equipment;
- b. engage in and promote recreational activities;
- c. raise money by popular subscription, or in any other legal manner;
- d. use and expend any and all such property or money, either or both, in and about the accomplishment of its purposes, as herein set out;
- e. contract and be contracted with;
- f. lease, and to lease to others real estate and personal property;
- g. employ such persons or persons as may be deemed proper and necessary for effecting the purposes of the Association;

and shall have generally all other powers necessary or convenient in and about the attainment of the purposes for which it is organized.

In addition, the Association shall have and exercise the general powers specified in Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended.

Notwithstanding any other provisions of these articles:

- (i) no part of the Association's net earnings or assets will, either directly or indirectly, inure to the benefit of the Association's

incorporators, or any of its directors, officers or their families, or any private individual (except that reasonable compensation may be paid for services rendered to or on behalf of the Association and payment and distributions may be made in furtherance of the purposes set forth in Article II hereof);

- (ii) no substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office nor shall the Association engage in any activities that are unlawful under applicable federal, state or local law;
- (iii) the Association shall not be operated for profit and shall not carry on any other activities not permitted to be carried on by a Association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to an Association to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code; and
- (iv) If at any time the Association is deemed to be a private foundation as defined in Section 509 of the Internal Revenue Code, the Association shall distribute its income and principal, if necessary, in such manner as not to subject the Association to tax liability under Section 4942(a) of the Internal Revenue Code, and the Association shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), make any investment which would jeopardize the carrying out of any of its exempt purposes under Section 4944 of the Internal Revenue Code, or make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

ARTICLE III **REGISTERED AGENT**

The post office box and street address of the initial registered office of the Association is 305 Otey Street, Bedford, Virginia 24523. The name of the County and Town in which the initial registered office is located is Bedford, Virginia. The name of its initial registered agent is Jeffrey B. Hubbard, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office of the Association.

ARTICLE IV
BOARD OF DIRECTORS

The Association shall be governed by a Board of Directors to consist of not less than 5 and no more than 15 Directors.

The Board shall initially consist of nine (9) Directors to be elected at the Association's organizational meeting. The organizational meeting shall be held within 60 days of the date that the Association's Articles of Incorporation are accepted and approved by the Virginia State Corporation Commission. Directors shall serve three-year terms of office; provided, however, that three of the initial Directors shall serve a one-year term and three of the initial Directors shall serve a two-year term so that the terms of office for Directors are staggered and one-third of the Directors are elected each year by the members.

Directors shall be elected to fill terms at the annual meeting of the members of the Association held in the month of July of each year. Those receiving the greatest number of votes shall be deemed elected. Each Director shall hold office until their successor is duly designated. Any vacancy occurring on the Board during the term of a Director due to any cause shall be filled, for the unexpired term only, by a majority vote of the remaining Directors.

Directors shall be members of the Association. The qualifications and eligibility of persons to serve as Directors shall be determined by the Association's bylaws. The number of Directors may be increased or decreased from time to time by amendment to the Association's bylaws.

ARTICLE V
MEMBERSHIP

The Association shall have members. Members shall consist of those persons or family units who have applied for membership with the Association and paid the annual membership fees set by the Board of Directors. The terms and conditions of membership shall be as set by the Board of Directors in the Association's Bylaws.

ARTICLE VI
STOCK

The Association shall have no authority to issue capital stock.

ARTICLE VII
INDEMNIFICATION

The Association shall indemnify and hold harmless each of its trustees and officers (and his or her executor, personal representative and heirs) whether or not then in office, who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Association) by reason of the fact that he or she is or was a trustee or officer of the Association, against expenses (including all attorney's fees), judgments, fines, and amount paid in settlement incurred by him or her in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. All attorney's fees and costs shall be reimbursed immediately by the Association as they are incurred by such person, and shall be promptly repaid to the Association only upon a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. The preceding right to indemnification shall be in addition to and not exclusive of all other rights to which such trustee and officer may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by the Association.

ARTICLE VIII
DISSOLUTION

Upon the dissolution and final liquidation of the Association, the Board of Directors shall, after paying or making provision for the payment of all the debts and liabilities of the Association, distribute all of its assets to such organizations designated by the Directors of the Association which are organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes, or to the federal government or a state or local government to be used for public purposes.

ARTICLE IX
AMENDMENTS

These articles may be amended pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, except that no amendment shall authorize the Directors to conduct the affairs of the Association in any manner or for any purposes contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of June, 2013.

Jeffrey B. Hubbard, Incorporator (SEAL)