

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FAN DISTRICT ASSOCIATION OF RICHMOND, VIRGINIA**

The undersigned, being a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended (the "Virginia Code"), sets forth the following Amended and Restated Articles of Incorporation:

Article I. Name. The name of the corporation is The Fan District Association of Richmond, Virginia (the "Corporation").

Article II. Purposes.

A. The purposes of Corporation are:

- 1. To beautify the Fan District and to preserve and protect its architectural and historic character; and**
- 2. To promote the health, welfare, happiness and civic, cultural, educational and recreational betterment of the Fan District in particular, and Richmond in general.**

B. The Corporation shall also have all corporate powers of a nonstock corporation organized under Chapter 10 of Title 13.1 of the Virginia Code and not prohibited by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), any regulations promulgated thereunder, or any successor statutes or regulations.

C. The Corporation is organized, and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in or 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 (i) by a corporation operated exclusively for charitable, religious and educational purposes within the meaning of, and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code. Upon the dissolution of the Corporation, all its assets, if any, shall be distributed

to an organization exempt from taxation under Sections 501 (c)(3) of the Internal Revenue Code or any successor statutes.

Article III. Membership. The Corporation shall have one class of members with such qualifications and rights as set forth in the bylaws.


Article IV. Registered Agent. The post office address of the registered office of the Corporation as of the effective date of these Amended and Restated Articles of Incorporation is The Nolte Law Firm, P.C., 1427 West Main Street, Richmond, Virginia 23220-4629, which is located in the City of Richmond, Virginia. The Corporation's registered agent is JoAnne Lewis Nolte, who is a resident of Virginia and whose business address is the same as the registered office and who is a member of the Virginia State Bar.

Article V. Board of Directors. The directors shall be elected by the members.

Article VI. Adoption and Approval

A. The foregoing amendments and restatement were adopted by the Corporation on May 18, 2016.

B. The amendments and restatement were adopted by unanimous consent of the members.



Brian Baird, President