



WAYNESBORO POLICE FOUNDATION

Waynesboro, Virginia

WAYNESBORO POLICE FOUNDATION, INCORPORATED

ARTICLES OF INCORPORATION

PREAMBLE

The undersigned desires to and does hereby adopt these Articles of Incorporation of the City of Waynesboro Police Foundation, Inc. pursuant to Chapter 10 of Title 13.1 of the Code of Virginia as follows:

ARTICLE I

NAME

The name of the corporation is Waynesboro Police Foundation, Inc. Waynesboro Police Foundation, Inc. is hereinafter referred to as the "Corporation".

ARTICLE II

PURPOSES

The Corporation is organized exclusively for charitable, educational and scientific purposes including, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, the Corporation's purposes shall include, but not be limited to the following:

- (a) Provision of resources to the Waynesboro Police Department (the "Department"), including start up money, equipment and in-kind services, to encourage the development of innovative programs and projects;
- (b) Promotion and encouragement of citizen involvement in the activities of the Department through increased communications and prioritization of police services; and
- (c) Provision of assistance and support to those serving as employees in the Department by increasing the public awareness of the role of the police officer in modern society.
- (d) Provision of financial assistance for the victims of crime and/or their families.



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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.

ARTICLE III

NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 the purposes set forth in Article II hereof. 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.

ARTICLE IV

DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the city/county in which the principal office of the corporation is then 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.



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ARTICLE V DIRECTORS

5.1 Requirement for and Duties of Board of Directors. The Corporation shall have a board of directors (the Board of Directors). All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of the Board of Directors, subject to the limitations set forth in these Articles of Incorporation. It shall be the duties of the Board of Directors to promote the Foundation and to oversee all donations whether monetary or material. All monetary funds received shall be deposited in a timely manner and in a federally insured depository. The Board shall not be geographically limited to its' fund raising activities nor its promotion of the Foundation provided that all efforts on behalf of the

Foundation are ethical and within the letter and spirit of the laws of the Commonwealth of Virginia. Disbursements of funds shall require two (2) signatures.

5.2 Election or Appointment At each annual meeting held after the first annual meeting, the Board shall elect a Chairman, Vice Chairman, Treasurer and Vice Treasurer. Directors shall be elected for terms of three years, measured from the beginning of the nearest fiscal year. Directors may be re-elected without limit.

5.3 Removal / Vacancies:

(a) The Board of Directors may remove any Director, with cause, at any time, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose or one of the purposes, of the meeting is the removal of the Director. The removal of a Director shall be effective only upon the affirmative vote of a majority of the remaining Directors. If a Director, without a reasonable excuse approved by the Chairperson, is absent from three regular business meetings in a twelve (12) month period, the Director is automatically removed from his / her place on the Board.

(b) A vacancy on the Board of Directors, including a vacancy resulting from the removal of a Director or an increase in the number of Directors may be filled, by the affirmative vote of a majority of the remaining (though less than a quorum) Board of Directors. In the case of a resignation that will become effective at a specified later date, a vacancy may be filled before it occurs, but the new Director may not take office until the vacancy occurs.

5.4 Qualifications for Directors: Directors will be individuals with a demonstrated interest in the public safety of the City of Waynesboro, but they need not be residents of the City of Waynesboro or the Commonwealth of Virginia. The Bylaws may prescribe additional qualifications for directors.

5.5 Compensation of Directors: The Corporation shall not pay any director a fee or other compensation for attending regular or special meetings of directors or otherwise serving as a



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director of the Corporation; provided, however, that the Corporation may reimburse any director for reasonable expenses incurred by him / her in attending any regular or special meeting of directors and such reimbursement shall be payable whether or not a meeting is adjourned because of the absence of a quorum, and provided further that nothing herein shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation, which is located in the City of Waynesboro, Virginia, is 250 South Wayne Avenue Suite 102 Box 3, Waynesboro, Virginia 22980. The registered agent of the Corporation is Michael D. Wilhelm, who is a resident of Virginia.

ARTICLE VII LIMIT ON LIABILITY AND INDEMNIFICATION

7.1 Limit on Liability: In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Corporation shall not be liable to the Corporation.

7.2 Mandatory Indemnification: The Corporation (the term "Corporation" as used in this Section 8.2 shall mean the Corporation only and no predecessor entity or other legal entity) shall indemnify any individual who is, was or is threatened to be made, a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or of any other legal entity controlled by the Corporation, against all liabilities and reasonable expenses incurred by him/her on account of the proceeding except such liabilities and expenses as are incurred because of his/her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible, provided however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made



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that indemnification is not permissible, the Corporation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him / her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Corporation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this Section 8.2.

7.3 Miscellaneous: The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Foundation to the extent he/she is indemnified by another, including an insurer.

ARTICLE VIII

INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

ARTICLE IX

REQUIRED VOTE FOR CERTAIN ACTIONS

The following matters shall require the affirmative vote of two-thirds of the Directors then in office: (i) any amendment to these Articles of Incorporation; (ii) the adoption, amendment or repeal of the Bylaws (iii) the approval of a plan of merger or consolidation; (iv) the approval of the sale, lease or exchange, or the mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the Corporation; or (v) the approval of a plan to dissolve.

Dated: _____ By: _____, Incorporator