

## **Articles of Incorporation of The Virginia Beach Garden Club**

This is to certify that the undersigned does establish a corporation under and by virtue of Chapter Two, Title 13.1 of the Code of Virginia, 1950, as amended, for the purposes and under the corporation name hereinafter mentioned, and to that end sets forth as follows:

### **ARTICLE I NAME**

The name of the corporation shall be The Virginia Beach Garden Club.

### **ARTICLE II PURPOSES**

The purposes for which the corporation is formed and the powers, which in addition to those conferred by law, it may exercise shall be exclusively charitable and educational and, among other things, shall be to stimulate and encourage the knowledge and love of gardening among amateurs, to aid in the protection of native plants and birds, to encourage conservation of our natural resources, to promote civic planting and roadside historic gardens, and to do all things necessary in connection with any of the above objects.

### **ARTICLE III REGISTERED AGENT AND OFFICE**

The initial registered office is located at 1800 Sovran Center, Norfolk, Virginia 23510. The name of the city in which the initial registered office is located is Norfolk. The name of its initial registered agent is Hugh L. Patterson, who is a resident of

Virginia, and a member of the Virginia State Bar, and whose business address is the same as the registered office of the corporation.

**ARTICLE IV  
DIRECTORS**

The affairs of the corporation shall be managed by the Board of Directors. The number of directors shall be fixed by the bylaws from time to time, except that until otherwise fixed by the bylaws the number of the Board of Directors shall be eleven (11) and in no event shall the number of directors be at any time less than three (3). The number of directors constituting a quorum shall be as fixed by the bylaws, except that until otherwise provided by the bylaws, the number for a quorum shall be six (6) and in no event shall the quorum consist of less than the majority of the number of directors. The elected and appointed officers of the corporation and the chairmen of the Conservation, Horticulture and Historic Garden Week committees shall be ex officio members of the Board of Directors, and these officers and chairmen shall be elected or appointed in the manner and for the terms fixed by the bylaws. The names and addresses of the persons who are to serve as the initial directors are as follows:

**NAMES & ADDRESSES**

Mrs. K. K. Wallace, Jr.  
1309 N. Bay Shore Drive  
Virginia Beach, VA 23451  
Mrs. Hugh L. Patterson  
1234 E. Bay Shore Drive  
Virginia Beach, VA 23451

Mrs. Corydon M. Baylor, Jr.  
171 Pinewood Road  
Virginia Beach, VA 23451  
Mrs. Frank F. Mordecai  
1124 Hill Road  
Virginia Beach, VA 23451  
Mrs. P. Porcher Gregg  
1421 N. Bay Shore Drive  
Virginia Beach, VA 23451  
Mrs. Edward L. Breeden, Jr.  
3157 Adam Keeling Road  
Virginia Beach, VA 23454

**ARTICLE V  
MEMBERS**

The corporation shall have three classes of members, Active Members, Associate Members and Honorary Members. The qualifications and rights, including voting rights, of the members of each class shall be as fixed by the bylaws of the corporation.

**ARTICLE VI  
INDEMNIFICATION**

The corporation may indemnify any director, officer or member against liabilities, and may purchase and insure for the purpose, in accordance with the provisions of Title 13.1 of the Code of Virginia, 1950, as amended.

**ARTICLE VII  
TAX EXEMPTION**

The corporation is organized exclusively for charitable and educational purposes including the support of its educational and charitable programs and the making of distributions to organizations

that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributes in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (Including publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by any corporation exempt from Federal Income tax under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of such Code (or the corresponding provisions of any future United States Internal Revenue law). If the corporation should be dissolved, its assets shall be applied exclusively to the purposes stated hereinabove or be disposed of to such organization or organizations organized and operating exclusively for charitable, patriotic or educational purposes as shall at the time qualify as an exempt organization or organizations under

Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors may determine.