

ARTICLES OF INCORPORATION
VIRGINIA NONSTOCK CORPORATION
OF
DS FREEMAN HS CHORAL BOOSTERS
(A NON-PROFIT ORGANIZATION)

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, desiring to form a Non-Profit Corporation under the Virginia Non-Profit Corporation Act ("Act"), does hereby adopt the following Articles of Incorporation for such Corporation:

Article One

Name

The name of the Corporation is DS Freeman HS Choral Boosters hereinafter referred to as the "Corporation." The Corporation is located in Henrico County, Virginia.

Article Two

Purpose

This organization is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article Three

Duration

The Corporation shall continue in perpetuity.

Article Four

Restrictions and Requirements

1. No part of the net earnings of the Corporation shall inure to the benefits of, or be distributable to its members, sponsors, 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 purpose set forth in Article Two hereof. The Corporation shall have no power to take any action prohibited by the Act, or to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth in Article Two;

2. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state, or local laws; and

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article Five

Membership

The Corporation shall have two classes of members whose provisions shall be set forth in the corporation's bylaws. The Corporation shall not practice discrimination on the basis of race, color, sex, age, national or ethnic origin, or creed in any of its activities, or violate the terms of any applicable Federal or Virginia state law pertaining to discrimination.

Article Six

Initial Registration Office and Agent

The physical address of the initial registered office of the Corporation, located in Henrico County, is 8890 Three Chopt Road, Henrico, VA 23229. The name of the initial registered agent at such address is Victor A. Shaheen. The initial registered agent is an individual who is (1) a resident of Virginia and (2) a member of the Virginia State Bar.

Article Seven

Principal Office

The address of the principal office of the Corporation is located in Henrico County Virginia at DS Freeman High School, 8701 Three Chopt Road, Henrico, VA 23229

Article Eight

Board of Directors

The management of the Corporation is vested in its Board of Directors and such committees that the Board may from time to time, establish. The Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the laws of the Commonwealth of Virginia, these Articles of Incorporation and the Bylaws of the Corporation.

The directors of the corporation shall be elected by the members at the Annual Meeting, at which time the members shall elect the number of directors whose terms have expired. The number of Directors of the Corporation shall be not less than 4 nor more than 8.

No Director may serve more than two consecutive one-year terms; provided that if a Director's term limit conflicts with the term of an officership in which such Director is then serving during such Director's term, the term limit shall be extended to allow such Director to fulfill such officership. Additionally, any Director who has served two consecutive one-year terms shall be eligible to be reelected to the Board for additional terms after taking at least one year off from serving as a voting Director. Any Director whose term has expired shall continue in office notwithstanding such expiration until his or her successor shall have been duly elected and qualified and he or she may during such term of office exercise all rights, powers and privileges pertaining thereto.

The initial Board of Directors will consist of the following four (4) persons who shall act until their successors are duly chosen and qualified:

Sara Martin, President
Amy Boyle, Vice President
Tricia Motley, Secretary
Coates Carter, Treasurer

Article Nine

Limitation on Liability of Officers

No member, officer or director of the Corporation shall be liable for damages in any proceeding brought by or on behalf of the Corporation except to the extent such officer engaged in willful misconduct or a knowing violation of the criminal law.

Article Ten

Indemnification

To the full extent allowed by the Virginia Nonstock Corporation Act, the Corporation shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was an officer, or while an officer, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee, or agent of the Corporation who is not an officer to the same extent as if that person were an officer.

Article Eleven

Amendments

All references in the Articles of Incorporation to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Article Twelve

Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

Article Thirteen

Incorporator

The name and street address of incorporator is:

Name of Incorporator

Street Address

Coates Carter

8655 Irving Lane, Henrico, VA 23229

I, the undersigned have executed these Articles this 2nd day of March, 2018

Initial Agent/Incorporator's Signature