

ARTICLES OF INCORPORATION
OF
THE FRIENDS OF THE ELIZABETH RIVER TRAIL FOUNDATION

ARTICLE I

NAME

The name of the corporation is The Friends of the Elizabeth River Trail Foundation.

ARTICLE II

PURPOSES AND POWERS

The corporation is organized exclusively for charitable, educational and literary purposes, within the meaning of Code Section 501(c)(3) (with references in these articles of incorporation to a "Code Section" meaning the specified section of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law). Subject to the preceding sentence and to the limitations of Article VI below and of the bylaws, the corporation shall have the power to conduct all lawful affairs not required to be specifically stated in the articles of incorporation for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

ARTICLE III

REGISTERED OFFICE AND AGENT

The registered office of the corporation (i) shall be located within the Commonwealth of Virginia and (ii) shall be identical with the business office of its registered agent required by the Act to be continuously maintained by the Corporation. The initial registered agent of the Corporation in the Commonwealth of Virginia shall be Charles V. McPhillips. The initial registered office shall be 150 W. Main Street, Suite 2100, Norfolk, Virginia 23510.

ARTICLE IV

MEMBERS

The corporation shall have no members.

ARTICLE V

BOARD OF DIRECTORS

(a) General Powers. The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board.

(b) Staggered Terms. Directors shall be elected to staggered terms. One-third of the Directors shall be assigned to Class One (the "Class One Directors"), one-third of the Directors shall be assigned to Class Two (the "Class Two Directors"), and one-third of the Directors shall be assigned to Class Three (the "Class Three Directors"); provided, however, if the total number of Directors is not a number divisible by three, the number of Directors assigned to any Class may be one (1) greater than the number of Directors assigned to another Class.

(c) Initial Terms. The initial Class One Directors shall hold office for an initial term ending November 30, 2017. The initial Class Two Directors shall hold office for an initial term ending November 30, 2018. The initial Class Three Directors shall hold office for an initial term ending November 30, 2019. After the expiration of the above-initial terms, each Director shall hold office for a term of three (3) years or until a successor is elected.

(d) Initial Directors. The number of directors of the Corporation shall be specified in the Bylaws of the Corporation but shall not be less than eleven (11). The names, addresses and Classes of the initial Directors are as follows:

Class One	Class Two	Class Three
Drew Ungvarsky 427 Granby Street Norfolk, VA 23510	Jeff Miller P.O. Box 1858 Norfolk, VA 23501	Kevin Murphy 810 Union Street, # 508 Norfolk, VA 23510
Joe LaFond 150 Boush St, Suite 1100 Norfolk, VA 23510	Kate Broderick 1 Old Dominion University Norfolk, VA 23529	Earl Fraley 6325 Glenoak Drive Norfolk, VA 23513
Andria McClellan 810 Union St, Suite 1006 Norfolk, VA 23510-1700	John Garrett 109 East Main Street Norfolk, VA 23510	Mel Price Monticello Arcade, Suite 2 208 E. Plume Street Norfolk, VA 23510
Chris Neikirk 1309 Raleigh Ave, Suite 300 Norfolk, VA 23507	Michael Burns 150 W. Main St, Suite 1700 Norfolk, VA 23510	Rachel McCall 223 E. City Hall Ave, Suite 212 Norfolk, VA 23510-1700
Charles V. McPhillips P.O. Box 3037 Norfolk, VA 23514-3037	John Matson 109 East Main Street Norfolk, VA 23510	Theresa W. Whibley 1006 City Hall Building 810 Union Street Norfolk, VA 23510
		Kurt Hofelich 600 Gresham Drive Norfolk, VA 23510

(e) Election of Additional Directors. Additional Directors shall be elected by the Board of Directors, and assigned to their respective Categories, in accordance with the Bylaws of the Corporation.

ARTICLE VI
TAX EXEMPTION

The corporation is organized exclusively for charitable, educational and literary purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 distributions in 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 and to the extent permitted by the provisions of Code Section 501(c)(3) for organizations exempt from tax under that Code Section. The corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by any corporation exempt from Federal income tax under Code Section 501(c)(3).

Upon dissolution of the 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the organization 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.

ARTICLE VII
INDEMNITY

With such exceptions as may be required by law or set forth in the bylaws, no officer or director of the corporation shall be liable in any proceeding that may be brought by or in the right of the corporation. The corporation is authorized to provide in the bylaws (without member action) for any indemnity, or advances or reimbursement of expenses, that Section 13.1-883 of the Code of Virginia, 1950, as amended, or any successor provision, permits these Articles to authorize, and compliance with Section 13.1-880 of the Code of Virginia, 1950, as amended, or any successor provision, shall not be required to the extent that (i) such compliance is not required by any provision of the bylaws, and (ii) Section 13-1-883 B of the Code of Virginia, 1950, as amended, or any successor provision, permits these articles to waive compliance.

ARTICLE VIII
AMENDMENT

Amendment of these articles of incorporation shall require the affirmative vote of two-thirds of the directors in office.

Charles V. McPhillips, Incorporator