

**ARTICLES OF INCORPORATION  
OF  
MIDLOTHIAN BUSINESS ALLIANCE, INC.  
(a Virginia Nonprofit, Nonstock Corporation)**

ARTICLE ONE

The name of the Corporation shall be Midlothian Business Alliance, Inc.

ARTICLE TWO

The Corporation is formed for the purpose of promoting business in Chesterfield County, Virginia.

ARTICLE THREE

Solely in aid of the purposes of the Corporation, the Corporation shall have the following powers:

- (1) To perform all activities permitted corporations under the laws of the Commonwealth of Virginia;
- (2) To purchase, lease, sublease, hire, receive donations of, or otherwise acquire, hold, own, develop, improve, maintain, and operate real and personal property suitable or convenient for any of the purposes of the Corporation;
- (3) To make contracts, incur liabilities and borrow money; to issue bonds, notes, and other obligations, and secure the same by mortgage or deed of trust of all or any part of the property, franchises, and income of the Corporation; and to guarantee the obligations of others in which it may be beneficial to the furtherance of the purposes of the Corporation;
- (4) To lease, sublease, transfer, sell or donate to any local, state or national entity or any agency, subdivision, authority or instrumentality thereof, or to any association, subsidiary or entity in which the Corporation has and/or exercises a controlling interest, or to any civic or nonprofit organization, any of the property, facilities or programs created, acquired or constructed by the Corporation when such leasing, subleasing, transfer, sale or donation is in furtherance of the purposes of the Corporation, upon such terms and conditions as the Corporation may deem acceptable;
- (5) To render direct financial assistance, to make direct contributions or grants or money, or to make loans or advances to any local, state or national entity, or any agency, subdivision, authority or instrumentality thereof, or to any civic or other nonprofit organization, when such assistance, contribution or grant is in furtherance of the purposes of the Corporation;

(6) To lease or sell any of the property, facilities or programs created, acquired or constructed by the Corporation, to render direct financial assistance to or make direct contributions or grants of money, or to make loans or advances to any persons engaged or to be engaged in providing public services or facilities necessary and in furtherance of the purposes of the Corporation;

(7) To fix, charge, and collect fees, rates, rentals and other charges for the use of any improvements built on any property of or property leased by, or for the services rendered by the Corporation, not for profit but for the purpose of providing for the payment of the expenses of the Corporation, the costs of the construction, improvement, repair, equipment, furnishing, maintenance and operation of its facilities, instruments and equipment, the costs of it serving the principal and interest on its obligations and other costs related to the mission and goals of the Corporation;

(8) To solicit, receive and accept donations of money or property or any interest in property from any local, state or national entity, or any subdivision, agency or instrumentality thereof or from any other entity or person;

(9) To create, own, control, or otherwise holding any associations, corporations or other organizations in furtherance of the purposes of the Corporation;

(10) To exercise all other powers incidental to the educational and charitable purposes of the Corporation provided or allowed by the laws of this State now or hereafter enforced, to nonstock, nonprofit corporations, without limitation by the foregoing description of the specific powers.

#### ARTICLE FOUR

The Corporation shall not:

(1) Participate in the political campaigns of candidates for local, state or federal office.

(2) Allow its assets and earnings to unjustly enrich its board members, officers, key management employees, other insiders or other individuals and entities which do not possess Internal Revenue Code Section 501(c)(3) tax status.

(3) Further non-exempt purposes (such as purposes that benefit private interests).

(4) Operate for the primary purpose of conducting a trade or business that is not related to the Corporation's tax exempt purposes stated herein.

(5) Engage in activities that are illegal or violate fundamental public policy.

(6) Engage in legislative activities.

#### ARTICLE FIVE

The Corporation shall have members. The Corporation shall not have stockholders.

Membership of the Corporation shall be limited to persons who live, work and/or have a business interest in Chesterfield County, Virginia.

#### ARTICLE SIX

(1) The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors shall always be an odd number, as set forth from time to time in the Bylaws, consisting of three (3) to eleven (11) Directors.

(2) All Directors shall be elected annually by the remaining Directors in office. All Directors shall hold office for terms of one (1) year, coinciding with the Corporation's fiscal year. A Director whose term is expiring may be reappointed for a new term as Director by a majority vote of the other Directors.

(3) Any vacancies on the Board of Directors caused by resignation, death, increase in the number of Directors, or any other reason, shall be filled by the remaining Directors in office.

(4) An Executive Committee composed of members of the Board of Directors may be appointed by the Board in such manner and subject to such regulations as may be provided in the Bylaws, which Committee shall have and may exercise all the powers of the Board which may be lawfully delegated when the Board is not in session, subject to such limitations as may be provided in the Bylaws or by resolution of the Board.

(5) The Directors shall serve without compensation. The number of Directors constituting the initial Board of Directors is six (6), and the names and addresses of the persons who are to serve as initial Directors are as follows:

Linda A. Meyerhoffer

1 Park West Circle  
Suite 100  
Midlothian, VA 23114

Cindy Hodges

13319 Midlothian Turnpike  
Midlothian, VA 23113

Carlton R. Zanders

P.O. Box 651

	Midlothian, VA 23113
Mark Ogorshock	13813 Village Mill Drive Suite D Midlothian, VA 23114
Howard Deskin	13807 Village Mill Drive Suite 309 Midlothian, VA 23114
Andy Fulghum	13807 Village Mill Drive Suite 101 Midlothian, VA 23114

#### ARTICLE SEVEN

The following provisions are hereby stated for defining, limiting and regulating the powers of the Corporation and of the Directors:

(1) Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, all remaining assets shall be distributed to such organization or organizations operated exclusively for charitable 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 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine.

(2) The Corporation shall indemnify its Directors and Offices to the full extent permitted by law, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with any applicable statutory standards; and, upon authorization by the Board of Directors, the Corporation may indemnify other employees or agents to the same.

(3) The Corporation retains the right to further amend its corporate purposes so that they may embrace any legal activity which may be engaged in by Virginia law.

#### ARTICLE EIGHT

The duration of the Corporation shall be perpetual.

#### ARTICLE NINE

The address, including the street and number, of the initial Registered Office of the Corporation, located in the City of Richmond, is:

8041 Forest Hill Avenue  
Richmond, VA 23225

The name of the initial Registered Agent at the foregoing office is Herman C. (Dan) Daniel, III, P.C. which is a professional stock corporation authorized to transact business in the Commonwealth of Virginia whose business office is the same as the address of the initial registered office of the Corporation.

The address where the records of the Corporation are kept is 1 Park West Circle, Suite 100, Midlothian, Virginia, 23114.

JANUARY 27, 2015  
DATE

H C Daniel III (SEAL)  
Herman C. Daniel, III  
INCORPORATOR