

**ARTICLES OF INCORPORATION
OF
WINCHESTER-FREDERICK COUNTY BAR ASSOCIATION**

The undersigned set forth the following for the purpose of forming a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia:

1. **NAME**. The name of the corporation is:

WINCHESTER-FREDERICK COUNTY BAR ASSOCIATION

2. **PURPOSES**. The corporation is organized for the following purposes:

- to promote the high standards of the legal profession;
- to promote the general welfare of the members of the corporation;
- to promote a better understanding of the legal profession by the general public;
- to cooperate with other societies, associations, and agencies for a better understanding of the legal profession;
- to promote good fellowship among the members of the bar, and
- to exist exclusively for nonprofit purposes as defined in Section 501(c)(6) of the Internal Revenue Code.

3. **TAX LAW RESTRICTIONS**. The corporation shall operate under the following tax law restrictions:

A. No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual. However, reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not

participate or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements.

B. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

C. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may be amended.

D. The corporation is organized pursuant to the Virginia Nonstock Corporation Act and does not contemplate pecuniary gain or profits and is organized for nonprofit purposes.

4. **MEMBERS**. The corporation shall have one or more classes of members as designated in its by-laws. The by-laws shall also state the qualifications and rights of the members of each class and shall confer, limit or deny the right to vote.

5. **DIRECTORS**. The governing body of the corporation shall have full, exclusive and continuing authority to make management decisions for the corporation, and shall be designated as directors. The number and qualifications for directors shall be established in the by-laws. The directors will be elected by the members entitled to vote at the annual meeting of the members. The initial directors shall be as follows:

John W. Truban
Bruce E. Downing
Michelle M. Jones
Mary L. C. Daniel
Thomas J. Chasler

6. **REGISTERED AGENT AND OFFICE**. The address of the initial registered office is 103 North Braddock Street, P. O. Box 267, Winchester, Virginia 22604, in the City of Winchester, Virginia. The name of the initial registered agent is John W. Truban, who is a resident of Virginia and who is a member of the Virginia State Bar and whose business address is the same as the initial registered office of the corporation.

7. **POWERS**. The corporation shall have all the powers available under Virginia law. Notwithstanding any other provision, no power or authority shall be exercised by the directors

in any manner or for any purpose which may jeopardize the status of the corporation as an exempt organization under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this _____ day of _____, 2002.

_____(SEAL)
JOHN W. TRUBAN, Incorporator

_____(SEAL)
BRUCE E. DOWNING, Incorporator

_____(SEAL)
MICHELLE M. JONES, Incorporator

_____(SEAL)
MARY L. C. DANIEL, Incorporator

_____(SEAL)
THOMAS J. CHASLER, Incorporator