

ARTICLES OF INCORPORATION
OF
MARY N. SMITH ALUMNI ASSOCIATION, INC.,
A VIRGINIA NON-STOCK CORPORATION

The undersigned person, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, hereby adopts and sets forth the following articles of incorporation:

Article I – Name

The name of the Corporation shall be Mary N. Smith Alumni Association, Inc.

Article II – Purpose and Powers

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. Such purpose includes, without limitation, the purposes of acquiring and operating the former Mary Nottingham Smith School site as a non-profit cultural enrichment center focused on delivering social, recreational and educational opportunities to the Eastern Shore of Virginia community. The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. The Corporation shall have all powers granted under Va. Code Ann. § 13.1-826, as amended from time to time, and any other applicable statute.

Article III – Limitations

At all times, the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to its officers, directors, or any private person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article II hereof;
2. No substantial 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 neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in § 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or (2) cause it to lose such exempt status.

Article IV – Members

The Corporation shall have one (1) class of members. The members of the Corporation may consist of (i) all those individuals who graduated from or attended Mary N. Smith School during its years of active operation and wish to become a member of the Corporation, and (ii) any individual who desires to join the membership of the Corporation to further the purpose of the Corporation as stated herein, to further the mission and goals of the Corporation, and to honor the memory and legacy of the late Mary Nottingham Smith, (collectively, the “Members”). The Members shall have those rights as indicated in the Corporation’s Bylaws; provided, however, that the Members shall have no voting rights. Any and all other rights and obligations of the Members shall be set out in the Corporation’s Bylaws.

Article V - Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the Commonwealth of Virginia is located in the County of Accomack, at 23345 Counsel Drive, P.O. Box 577, Accomac, Virginia 23301, and the name of its initial registered agent at such address is John P. Custis, Esq., who is a resident of Virginia and a member of the Virginia State Bar.

Article VI - Principal Office

The address of the principal office of the Corporation is located in the County of Accomack, at 24577 Mary N. Smith Road, Accomac, Virginia 23301.

Article VII - Directors

The directors of the Corporation are to be elected or appointed by the full Board of Directors at an annual meeting. Potential Directors will be nominated by a Board Nominating Committee prior to such annual meeting. Directors shall be divided into three (3) classes to achieve a staggered rotation of terms. The number of directors constituting the initial Board of Directors is five (5); and, the name and address of each such director is as follows:

<u>Name</u>	<u>Address</u>
Kelvin Pettit	P.O. Box 620, Onley, Virginia 23418
Gregory Duncan	P.O. Box 19, Mappsville, Virginia 23407
Jesse Poulson	20786 Bayside Road, Onancock, Virginia 23417
Berran Rogers	P.O. Box 238, Painter, Virginia 23420
Larry Turner	P.O. Box 66. Accomac, Virginia 23301

The number of directors may be amended as provided in the Bylaws of the Corporation.

Article VIII – Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or shall be distributed to the County of Accomack, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation 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.

Executed this ____ day of _____, 2011.

Name: John P. Custis, Esq.
Title: Incorporator