

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond,* August 13, 1990

*This is to Certify that the certificate of incorporation of*  
FRIENDS OF DRAGON RUN, INC.

*was this day issued and admitted to record in this office  
and that the said corporation is authorized to transact its  
business subject to all the laws of the State applicable to the  
corporation and its business. Effective date:* August 13, 1990



*State Corporation Commission*

*George W. Bryant, Jr.*

*Clerk of the Commission*



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

August 13, 1990

The State Corporation Commission has found the accompanying articles submitted on behalf of

FRIENDS OF DRAGON RUN, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

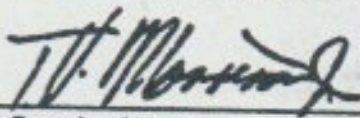
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective August 13, 1990.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT  
CIS20423  
90-08-10-0100



ARTICLES OF INCORPORATION  
OF  
FRIENDS OF DRAGON RUN, INC.

We, the undersigned, do hereby undertake to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended, and to that end set forth the following:

(a). The name of said corporation shall be FRIENDS OF DRAGON RUN, INC.

(b). The duration of said corporation shall be perpetual.

(c). The purposes for which this corporation is organized are as follows:

1. To promote for the benefit of the general public the preservation, protection and encouragement of wise use of natural resources principally in, but not limited to, the Dragon Run and its watershed, including the acquisition and holding of conservation easements and other real property interests.

2. To retain or protect the natural or open-space values of real property; assure the availability of real property for agricultural, forestall, recreational, or open-space use; protect natural resources; maintain or enhance air or water quality; and preserve the historic, architectural, or archeological aspects of real property, in, but not limited to,



the Dragon Run watershed.

3. To increase community appreciation and understanding of the natural environment through the protection and preservation of land, for the enjoyment, education and benefit of present and future generations; to encourage innovative methods of land conservation for environmentally sound land use.

4. To use all properties held or controlled by the Corporation and the net earnings thereof for the benefit of the public and for charitable, educational, recreational, conservation, scientific and historical purposes.

(d). The purposes of the Corporation are exclusively for such charitable, educational and scientific purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws. The Corporation is not formed for pecuniary profit or financial gain.

(e). The assets of the corporation shall be at all times dedicated to the purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to the Virginia Outdoors Foundation.



(f). The Corporation may solicit and receive funds and property by gift, purchase, devise or bequest, and may administer and apply such funds and property with or without restriction of use in accord with the purposes set out above.

(g). No substantial part of the activities of the Corporation shall be activities attempting to influence legislation (except as may be permitted by provisions of Section 501(h) of the Code or the corresponding provisions of any subsequent law) nor shall the Corporation directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the purposes set out above.

(h). The Corporation may do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

(i). The membership for this corporation shall be as follows:

1. Membership in the Corporation shall be as stated in the Bylaws, shall be open to any person who subscribes to the Purposes of the Corporation, and shall be conferred upon payment of the dues or fees of the class of membership sought.



Each member shall have full voting rights.

(j). The Board of Directors duties are as follows:

1. The affairs of the Corporation shall be managed by a Board of Directors as described in the Bylaws of the Corporation.

(k). The address of the initial registered office of said corporation is Post Office Box 220, Walker Avenue, Gloucester, Virginia 23061. The initial registered office is located in the County of Gloucester. The name of the initial registered agent is U. Grant Ballard, a resident of the State of Virginia and an officer and director of the corporation, and whose business office address is the same as the registered office address of the corporation.

(l). The number of directors constituting the initial board of directors is four (4), and the names and residence addresses of the persons who will serve as the initial directors are as follows:

U. Grant Ballard  
Post Office Box 220  
Gloucester, Virginia 23061

James V. Morgan  
Post Office Box 774  
Gloucester, Virginia 23061

George A. Zahn, Jr.  
Post Office Box 1062  
Gloucester, Virginia 23061

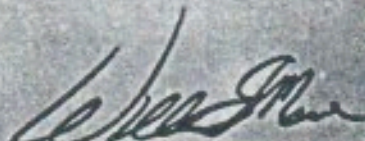
William E. Moore  
Post Office Box 356  
Gloucester, Virginia 23061

The name and residence address of the sole incorporator



is: William E. Moore, Post Office Box 356, Gloucester, Virginia  
23061.

Dated: June 18, 1990



William E. Moore,  
Sole Incorporator



FRIENDS OF DRAGON RUN, INC.

ARTICLES OF AMENDMENT

1. Per the Code of Virginia (1950) as amended, Section 13.1-888, this amendment adopted is to strike (e) of the Articles of Incorporation, and substitute the following:

(e) The assets of the corporation shall be at all times dedicated to the purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to the Virginia Outdoors Foundation.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

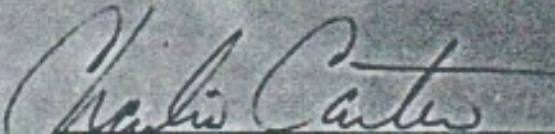
2. The date of this amendment is July 9, 1991.

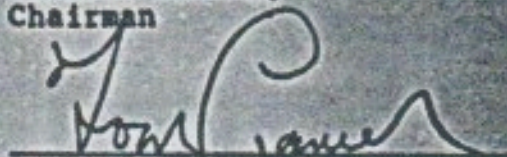
3. The Board of Directors, by their unanimous consent ~~(a copy of which is attached hereto)~~ have found the amendment to be in the best interest of the corporation. The members, by a quorum present, and by their unanimous vote, have found the amendment to be in the best interest of the corporation.



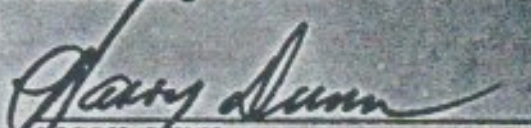
4. In all other respects, the original Articles of Incorporation shall remain the same.

Dated: July 9, 1991

  
\_\_\_\_\_  
CHARLIE CARTER,  
Chairman

  
\_\_\_\_\_  
TOM CRAMER,  
Vice-Chairman

  
\_\_\_\_\_  
SELDEN DAVIS RHODES,  
Secretary

  
\_\_\_\_\_  
HARRY DUNN,  
Treasurer



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

July 18, 1991

The State Corporation Commission has found the accompanying articles submitted on behalf of

**FRIENDS OF DRAGON RUN, INC.**

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective July 18, 1991.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

*Thomas P. Harwood, Jr.*

Commissioner

AMENACPT  
CIS20436  
91-07-18-0504