

**ARTICLES OF INCORPORATION
OF
STAUNTON DOWNTOWN DEVELOPMENT, INC.**

This is to certify that we do hereby associate ourselves to establish a non-stock, non-profit corporation under and by virtue of the provisions of Chapter 10 of Title 13.1 of the code of Virginia 1950, as amended, for the purposes and under the corporate name hereinafter mentioned, and to that end we do, by this certificate, set forth as follows:

A. The name of the Corporation is to be Staunton Downtown Development Association, Inc.

B. Staunton Downtown Development Association, Inc. is organized exclusively for the purpose of enhancing downtown Staunton as a center of commerce, destination for visitors and a place to live and work, and the making of distributions to organizations that qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions and furtherance of the purposes set forth in this article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or the distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

C. Membership in the Association shall be through application. Each active member shall be entitled to one (1) vote in all matters coming before the membership as provided in the By-Laws.

Any business, organization or individual interested in supporting the purposes of the Association may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish.

The classes of members of the Association shall be as follows:

- 1) Individual members
- 2) Business, professional or property owners members
- 3) Associate members
- 4) Sponsoring members

Dues: The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include the method of payment and application procedure.

The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the Association for a period of six (6) months or longer.

Any member may resign from membership in the Association upon giving written notice thereof to the Secretary of the Association. Such resignation shall specify the reason thereof and the effective date thereof. Members who resign from membership shall not be entitled to any refund of dues.

D. The affairs of the corporation shall be managed by the Board of Directors. The initial Directors of the corporation shall be as set out in the Articles and shall constitute the initial membership of the corporation.

The Directors of the Corporation shall be elected by and from the voting membership in accordance with the By-Laws. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws.

D. Upon dissolution of the corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. 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 organizations which are organized and operated exclusively for such purposes.

F. The post office address of the initial registered office is 13 West Beverley Street, Staunton, Virginia 24401. The name of the City in which the initial registered agent is located is the City of Staunton. The name of its registered agent is John R. Hooe, III, who is a resident of Virginia and a member of the Virginia State Bar.

G. The period of the duration of the corporation is not limited.

H. The initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
David W. DeHart	214 W. Beverley Street P. O. Box 1269 Staunton, VA 24401
John R. Hooe, III	13 W. Beverley Street Staunton, VA 24401
Lynn P. Sisson	33 S. Market Street Staunton, VA 24401
Richard R. Shamrock	107 E. Beverley

	Staunton, VA 24401
Bernard J. Murphy, Jr.	116 W. Beverley Staunton, VA 24401
Karmen Harvill	1105 Jordan Street Staunton, VA 24401
Michael Organ	515 W. Frederick Staunton, VA 24401
Shirley D. Robinson	24 E. Beverley Street Staunton, VA 24401
Joseph H. Harman	30 N. New Street Staunton, VA 24401

I. The name and address of the person who is the incorporator is:

David W. DeHart
214 W. Beverley Street
P. O. Box 1269
Staunton, VA 24401

Date: 11/4/93

David W. DeHart

STATE OF VIRGINIA, AT LARGE,
CITY OF STAUNTON, to-wit:

The foregoing Articles of Incorporation were acknowledged to before me this 4th day of November 1993, by David W. DeHart.

My commission expires: _____
Notary Public