

**VADA/Nova, INC.**  
**RESTATEMENT AND ARTICLES OF AMENDMENT TO**  
**ARTICLES OF INCORPORATION**

We, the undersigned Officers and Directors, hereby restate and amend the articles of the nonstock corporation formed on September 27, 1985, under the provisions of Chapter 10 of Title 13.1 (formerly Chapter 2 of Title 13.1) of the Code of Virginia, as amended, and to that end set forth the following:

**Article I**  
**Name**

The name of the Corporation is the Virginia Dressage Association, Northern Virginia Chapter, VADA/Nova, INC. (the "Corporation").

**Article II**  
**Purpose**

The Corporation is organized and operated exclusively for charitable, educational and scientific purposes as referred to in Section 501(c)(3) of the Internal Revenue code of 1986, as amended, or any corresponding successor provision (the "Internal Revenue Code"), under which the Corporation shall apply for a tax exemption. In furtherance of the above, the purpose of the Corporation shall be to promote and encourage interest in and a high standard of accomplishment in dressage throughout the Northern Virginia Region of the Commonwealth of Virginia primarily through educational programs and by working with local, regional and national organizations as follows:

- (1) To promote a general understanding of and expand interest in the sport of dressage, primarily through educational programs.
- (2) To make available to riders, spectators, judges, and interested members of the public, the opportunity to learn or improve their knowledge of dressage by providing educational meetings, films, schooling and licensed shows, forums and clinics by individuals with expertise in dressage.

**Article III**  
**Existence**

The existence of the Corporation shall be perpetual.

**Article IV**  
**Membership**

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The General Membership in the Association shall be open to individuals who support the Association's statement of Purpose (Article II). Membership shall become effective or continued upon payment of current dues or as provided in the Bylaws. Directors shall be elected by a plurality of the voting members. Qualifications for membership in the Association shall be for the following classifications of members with voting rights as indicated:

- (a) Individual membership: Individual members shall be those persons who are in good standing by having paid Chapter dues as provided in the Bylaws and who meet such other qualifications as may be set forth in the Bylaws. Individual members shall have voting rights, which may be exercised in person or by written proxy to another member. No member may vote more than one (1) proxy.
- (b) Family Membership: Family members consist of a primary member and any number of supporting members who reside at the same address. A family membership will have voting rights, but are entitled to only one (1) vote. Voting rights may be exercised in person or by written proxy to another member. No member may vote more than one (1) proxy.

Additional classifications of membership, and the qualifications of such membership, may be established from time to time by the Board of Directors as the Board determines to be beneficial to the Association and in furtherance of its Purpose.

### **Article V Board of Directors**

The Board of Directors shall be composed of not more than twenty-two (22) voting members, and one (1) non-voting junior liaison member (a member of the Association who is twenty-one (21) years of age or younger.) Qualifications and term of office for membership on the Board of Directors shall be as established in the Bylaws. All Officers of the Corporation shall be members of the Board of Directors.

The general management of the affairs of this Corporation shall be under the control, supervision and direction of the Board of Directors.

At all meetings of the Board of Directors, one member more than half of the voting membership of the Board shall constitute a quorum.

The current Board of Directors of the Corporation will be published on the Corporation's website and in the Corporation's newsletter.

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The Board of Directors of the Corporation at the time of filing of these Articles of Incorporation are as follows:

Name & Address

Jill Bryner  
PO Box 86583  
Vint Hill, VA 20187

Robin Dannels  
7044 Covingtons Corner Rd  
Bealeton, VA 22712

Stephanie Floros  
125-O Clubhouse Dr SW #7  
Leesburg, VA 20175

Donna Gatchell  
13025 Carriage Ford Rd  
Nokesville, VA 20181

Jessie Ginsburg  
6426 South St  
Falls Church, VA 22042

Judy Grass  
3143 Cobb Hill Ln  
Oakton, VA 22124

Susan Gustafson  
PO Box 382  
Millwood, VA 22646

Alison Head  
38595 Purple Martin Lane  
Hamilton, VA 20158

Carolyn Jackson  
PO Box 523  
Berryville, VA 22611

Name & Address

Michelle King  
684 N Armistead St  
Alexandria, VA 22312

Michelle Lachner  
16560 Woodgrove Rd  
Round Hill, VA 20141

Pat Paris  
3550 Mountain Rd  
Haymarket, VA 20169

Barb Pickering  
PO Box 354  
Haymarket, VA 20168

Geri Shea  
43438 Wild Dunes Sq  
Leesburg, VA 20176

Nancy Stover  
2440 Southgate Sq  
Reston, VA 20191

Marguerite Teska  
209 Fox Trot Way, NW  
Leesburg, VA 20176

Rebecca Woodward-Davis  
36654 Paxson Rd.  
Purcellville, VA 20132

### Article VI Restrictions

The Corporation is organized as a not-for-profit corporation pursuant to the Virginia Nonstock Corporation Act and shall not issue shares of stock and shall not pay dividends. No part of the assets or net earnings of the Corporation shall inure to the benefit of any organization not qualified under Section 501(c)(3) of the Internal Revenue Code and regulations relating thereto, as they now exist or may hereafter be amended, nor to any Director, Officer or trustee of the Corporation, its members, or to

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any other private individual. Notwithstanding the foregoing, the Corporation shall be authorized and empowered to pay reasonable compensation to its Officers, agents, or employees for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Neither shall the Corporation make any distribution upon dissolution or final liquidation except as provided herein.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Article VII Pecuniary Gain**

The Corporation shall not afford pecuniary gain incidentally or otherwise to any person by reason of membership therein.

### **Article VIII Amendments to the Articles of Incorporation**

These Articles of Incorporation may be added to, amended or altered at any general membership meeting or special meeting called for the purpose by a vote of not less than two-thirds of those present. Written notice of the proposed amendment shall be mailed or sent by other electronic means to all members at least four (4) weeks prior to the general membership meeting. To become effective, such amendments require approval by two-thirds vote.

In lieu of a general meeting, these Articles of Incorporation may be added to, amended or altered by vote of the general membership conducted by mail or electronically upon recommendation to the general membership of such amendment by the Board of Directors. Written notice of the recommended amendment shall be mailed or sent by electronic means at least four (4) weeks before the vote is to be counted. An affirmative vote of two-thirds of those members responding, by mail or electronic means, shall amend, add to, or alter these Articles of Incorporation as recommended by the Board of Directors.

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## **Article IX Registered Office and Registered Agent**

The registered office of the Corporation, is located at 684 N. Armistead Street, Alexandria, VA 22312. The registered agent of the Corporation, whose business office is identical with the registered office, is Michelle D. King, who is a resident of Virginia and a director of the Corporation.

## **Article X Limit on Liability and Indemnification**

The Corporation shall have the power to indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

## **Article XI Dissolution**

Procedures for dissolution shall follow the same procedure as for amending the Articles of Incorporation. Upon enactment of the motion of dissolution, the full members present shall determine the ultimate distribution of any remaining property and assets (after payment of all liabilities and obligations) to one or more scientific, literary, or educational organizations, which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, for one or more purposes specified in Section 170(c)(2)(B) of the Internal Revenue Code and shall appoint a board of three (3) trustees. These trustees shall take charge of all the assets of the Corporation, including money and property, dispose of the saleable assets, and make final payment of all debts of the Corporation. They shall notify the State Corporation Commission and the Internal Revenue Service of the dissolution and make final payments to these agencies. Within one (1) year from the date of enactment of the motion of dissolution, any residue of the assets of the Corporation shall be distributed as the Board of Directors determined upon enactment of the motion of dissolution.

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Upon dissolution of the Corporation in any manner other than upon enactment of a motion of dissolution, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as directed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

We the undersigned, Directors of VADA/Nova, Inc., do certify that these Restated and Amended Articles of Incorporation containing amended Articles II through XI were adopted by the Board of Directors on \_\_\_\_\_, 2008, and submitted by the Board of Directors to [the members at a general membership meeting / the general membership by mail or electronically] upon recommendation to the general membership of such amendment by the Board of Directors on \_\_\_\_\_, 2008. We further affirm that due notice was sent to each member prior to said meeting, and that \_\_\_\_\_ members responded, casting a vote in favor of or  
number responding  
against the recommended amendment(s). These amendments were approved by [a vote of \_\_\_\_\_ to \_\_\_\_\_] / [unanimous consent of the members].

Executed in the name of the Corporation by:

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Printed Name)

\_\_\_\_\_  
(Corporate Title)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Printed Name)

\_\_\_\_\_  
(Corporate Title)

0276424-9  
(Corporation's SCC ID no.)