

VIRGINIA NON-STOCK CORPORATION
ARTICLES OF INCORPORATION
OF
(Diversity Fairs of Virginia, Inc.)

I. Non-Stock Corporation Name

The name of this corporation is Diversity Fairs of Virginia, Inc.

II. Specific Purpose

A. This organization is a non-stock public benefit corporation and is not organized for the private gain of any person. It is organized for charitable purposes.

B. The Specific purposes for which this corporation is organized include, but are not limited to: educating the public on the value of diversity to society and the management or programs in support of that concept, to include but not limited to public fairs, lectures and recreational activities. [L]
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III. Class of Members

The corporation shall have only one class of members, whose purpose is to advise the Board of Directors. These members shall have such designations, qualifications, and shall be called NON-VOTING MEMBERS.

IV. Initial Directors and Replacing or Adding Directors

The initial three directors shall be appointed by the Incorporator. Thereafter, if one of these three directors steps down for whatever the reason, the remaining two directors shall elect their successors in the following manner: The directors shall call a meeting of their NON-VOTING Members and solicit input on whom shall be the replacement director. The Board of Directors shall then meet in closed session and nominate and vote on the new director.

This same process shall occur if the Board of Directors would like to change the total number of Directors. The total number of directors must be an odd number to accommodate voting.

V. ^[]_{SEP} Registered Agent and Principal Address

The name and address in the State of Virginia of this Corporation's agent for service of process is an individual who is a resident of Virginia but not a member of the Virginia State Bar. This shall also be the corporation's initial registered office address: ^[]_{SEP}

Larry Roeder
26128 Talamore Drive
South Riding, Va. 20152

Loudoun County Virginia

The Corporation's Principal Office address, including street and number, and phone number is as follows:

26128 Talamore Drive
South Riding, Virginia 20152
(703) 867-2065

Loudoun County Virginia

V. Initial Board of Directors

^[]_{SEP}

The names and addresses and office held of the persons designated by the Incorporator to act as the initial Board of Directors of this corporation are:

1. Larry Roeder, 26128 Talamore Drive, South Riding, VA 20152.
2. Randy Ihara, 25481 Flynn Lane, South Riding, VA 20152.
3. Hari Sharma, 43546 Freeport Place, Sterling, VA 20166.

The name of the Incorporator is:

Larry Roeder, 26128 Talamore Drive, South Riding, Virginia 20152

VI. Organization and Corporate Activity

- A. The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. This corporation shall not have an end date and therefore be perpetual.

- C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of said Code, or the corresponding provisions of any future statute of the United States.
- D. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.^[SEP]

VII. Compensation and Winding Up

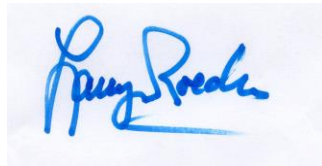
- A. The property of this Corporation is irrevocably dedicated to charitable purposes.
- B. Board members are not compensated for that role; but as work evolves, the Board may decide to authorize the hiring of a full slate of salaried personnel such as a Chief Executive Officer, treasurer, secretary, including program staff, administrative assistants, and development staff, and private persons as contractors.
- C. Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a governmental entity described in Section 170(b)(1) (A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.
- D. In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such a manner as may be directed by decree of Loudoun County Circuit Court on petition therefore

by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.

VIII. Acknowledgment by Incorporator and Director

Under Virginia Code § 13.1-803, The undersigned, being the Incorporator and Director of Diversity Fairs of Virginia, Inc. named in these Articles of Incorporation on August 6, 2014 states by signing below that he appoints the individuals named in Section V. above to be the initial directors and assumes all responsibilities and duties herein:

- INCORPORATOR and DIRECTOR:



Larry Roeder