

**ARTICLES OF INCORPORATION
OF
VIRGINIA ASSOCIATION OF PLANNING DISTRICT COMMISSIONS**

Under the Virginia Nonstock Corporation Act, the following Articles of Incorporation are set forth for the Virginia Association of Planning District Commissions.

ARTICLE I

Name

The name of this corporation is the Virginia Association of Planning District Commissions (the "Association").

ARTICLE II

Purposes and Powers

(1) This Association is organized exclusively for charitable, educational, and other similar non-profitable purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding section of any future federal tax code. More specifically, the purpose of the Association is to improve general community planning education and to encourage, promote, and assist physical, social and economic planning within the Commonwealth of Virginia by coordination and cooperation among the Commonwealth's several Planning District Commissions, so as to heighten effectiveness and efficiency, provide mutual assistance, exchange ideas, and otherwise promote understanding.

(2) The Association is not organized for profit. The assets of the Association 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, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in (1) above. If for any reason it becomes necessary to dissolve or liquidate the Association, the remaining assets of the Association, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations; societies, or organizations engaged in activities similar to those of the Association and qualifying under Section 501(c)(3) of the Internal Revenue Code of 19564 or any corresponding section of any future federal tax code.

(3) The Association shall not undertake to support, participate in, or contribute to, any political campaign on behalf of any candidate for public office, or to support or contribute to any political party or organization, nor shall a substantial part of the activities of the Association before the purposes of propaganda, lobbying, or influencing legislation. Participation and support by the Association shall be limited to activities that are designed to educate, inform, and increase understanding in furtherance of the purposes set forth in (1) above.

(4) The Association shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Association, 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.

(5) Notwithstanding any other provision of these articles, the Association 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 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 corresponding section of any future federal tax code.

ARTICLE III

Membership

Each planning district commission of the Commonwealth of Virginia, organized in accordance with the Virginia Area Development Act, shall be eligible for membership in the Association upon application and payment of dues established in accordance with the bylaws. Each member shall be entitled to one vote on those matters expressly reserved by these Articles or the bylaws for membership approval. Each member shall be entitled to be represented at meetings of the Association by its chairman or designated alternate and buy its chief administrative office, and by such additional persons as the bylaws of the Association may from time to time provide. The bylaws of the Association shall set forth the qualifications, rights and privileges of representative of members, except as otherwise set forth herein.

(1) Formation.

The Executive Board shall consist of such officers of the Association and such additional number of directors as the bylaws of the Association may from time to time provide. Only a representative of a member may serve as an officer or director. The initial Executive Board shall consist of seven persons. The name and addresses of the initial directors' area as follows:

Gordon Dixon P.O. Box 2569
Roanoke, Virginia 24010

John A. Waldrop, Jr. 6105 Brookfield Road
Richmond, Virginia 23227

John P. Kidd 2201 West Broad Street
Richmond, Virginia 23220

Thomas G. Taylor 1021 Terrace Drive
Marion, Virginia 24354

Paul Berge P.O. Box 417
Accomac, Virginia 23301

Patsy Ticer 512 Prince Street
Alexandria, Virginia 22314

Lee B. Eddy 2107 Electric Road
Roanoke, Virginia 24018

(2) Powers.

The Executive Board of the Association shall exercise corporate powers and shall manage the business of the Association. Each person on the Executive Board has one vote. The Executive Board shall act upon any matter, unless that matter is expressly reserved to the members of the Association or their qualified representatives as set forth herein or in the bylaws of the Association; except that the power to amend and repeal any bylaw of the Association is reserved exclusively to the members of the Association.

(3) Elections, Vacancies.

Officer and directors shall be elected at each annual meeting and shall hold office for one year or until their successors are elected and qualified. Except where the bylaws expressly provide for succession, a

vacancy in the officers of the Association shall be filled for the unexpired term from persons on the Executive Board by a majority vote of the Executive Board. All other vacancies in the Executive Board shall be filled for the unexpired term by an election at a special meeting of representatives of members of the Association held for that purpose.

(4) Meetings.

The Executive Board shall meet at the times and in the manner as prescribed in the bylaws. Written notice and an agenda shall be given to all persons on the Executive Board and all members of the Association, with date, time, and place of the meeting stated in the notice, at least ten (10) days prior to a regular or special meeting of the Executive Board.

ARTICLE V Association Meetings

(1) Time, Place, Notice.

The annual meeting shall be held at a date and time fixed in accordance with the bylaws of the Association and at a place stated in the notice of the meeting. Special meetings of members shall be held as the bylaws of the Association provide. Members shall be notified of the date, time, and place of each special meeting and the notice of the meeting shall state the purpose or purposes for which the meeting is called. A notice mailed to the chief administrative officer of a member of the Association at that member's address shall be sufficient notice for that member and its representatives.

(2) Quorum.

Quorum shall be one more than 50 percent of the number of members of the Association. For the purposes of determining whether a quorum is present, a member shall be deemed to be present when any one of its qualified representatives is present and voting.

(3) Voting Requirements.

All motions shall be carried by a simple majority vote of the representatives of members of the Association present and voting except for amendments to the bylaws and actions relating to state legislation and state funding. An amendment to the bylaws or an action relating to state legislation or state funding shall be carried in the following manner: each member of the Association shall cast one vote and the motion shall be carried by a two-thirds vote of all members present and voting; provided that the population of the districts represented by the prevailing members when totaled is more than 50 percent of the population of the commonwealth of Virginia, as determined by the more recent of the latest U.S. census data or the final population estimate issued by the Tayloe Murphy Institute.

ARTICLE VI Bylaws

The affairs of the Association shall be regulated by bylaws that are consistent with these Articles of Incorporation. The bylaws of the Association may be amended, altered, or repealed, in whole or in part, only by two-thirds of all votes cast by members of the Association in accordance with Articles V at a meeting noticed as provided by the bylaws.

ARTICLE VII Registered Agent

The initial registered office is located at Nine South 12th Street in the City of Richmond and its post office address is P.O. Box 1463, Richmond, VA 23212. The initial Registered Agent at that address is Patrick M. McSweeney, who is a resident of the State of Virginia and a member of the Virginia State Bar.

Incorporators:

Dated: January 3, 1987
