

**ARTICLES OF INCORPORATION
OF THE
WILLIAMSBURG AREA BOTANICAL GARDEN**

The undersigned, incorporators of the Williamsburg Area Botanical Garden, pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, set forth the following:

I. The name of the corporation is WILLIAMSBURG AREA BOTANICAL GARDEN.

II. The purpose for which the corporation is organized is to establish, develop and maintain, alone or in cooperation with other public and private organizations, a botanical garden in the Williamsburg/James City County/York County area of Virginia, for the benefit of the public and the corporation membership, with the following objectives:

A. Accumulate, study, maintain, conserve and display plant material.

B. Conduct research and promote education relative to our mission statement.

Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively charitable, scientific and educational within the meaning of §501(c)(3) of the Internal Revenue Code. The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes.

III. The corporation shall be a non-stock corporation.

IV. No part of the earnings of the corporation nor any part of the distribution of any corporate assets upon dissolution of the corporation shall inure to the benefit of any member,

director or officer of the corporation or any private individual, except for reasonable compensation paid for service rendered to or for the corporation affecting one or more of its purposes. The corporation shall not be affiliated with any local or national political party nor intervene in, or participate in, any campaign on behalf of any candidate for public office. The corporation shall not conduct or support any activities not permitted by an organization exempt under §501(c)(3) of the Internal Revenue Code and its Regulations or under §170(c)(3) of such Code and its Regulations, as they now exist or may be amended.

V. The corporation shall exist in perpetuity but, in the event of dissolution of the corporation or termination of its corporate existence, all assets shall be offered for transfer by gift, without payment of any kind, to one or more corporate organizations with comparable purposes which are exempt at the time of distribution under §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or may be amended. Any corporation succeeding to title to property or interests in property of the Williamsburg Area Botanical Garden shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the Williamsburg Area Botanical Garden insofar as this can be reasonably done.

VI. The post office address of the registered office of the corporation is 7884 Richmond Road, Post Office Box 456, Toano, Virginia 23168. The name of the County in which the initial registered office is located is James City County, Virginia. The name of its registered agent is M. Anderson Bradshaw who is a member of the Virginia State Bar and whose business address is

the same as the address of the registered office of the corporation.

VII. The initial number of directors shall be fifteen (15) which shall be divided into three classes with each class as nearly equal in number as possible, designated as Classes "A", "B", and "C". The initial term for Class A directors shall be until the first annual meeting; for Class B directors until the second annual meeting; and for Class C directors until the third annual meeting. Thereafter, all terms for directors shall be three years. The number of directors may be increased or decreased to not more than 21 nor fewer than 15 pursuant to the bylaws of the corporation, provided that they shall remain in three classes as nearly equal in number as possible, with the term of one class expiring each year.

Successors for the class of directors whose terms expire shall be elected by the directors at each annual meeting of the directors.

The initial directors and class designations are as follows:

<u>NAME</u>	<u>CLASS</u>
Baxter Carr	A
Kathy Clark	B
John Green	C
Barbara Hager	A
Martha Hamilton-Phillips	B
Lois Hornsby	C
Gabrial Koz	A
Richard Mahone	B
Martin Mathis	C
Trist McConnell	A
Leslie Revilock	B
Paul Tubach	C
Janice Wagner	A
Susan Dell	B
Tessa Louer	C

Each director shall be a member of the corporation during his or her directorship.

VIII. The conditions, terms, rights, privileges and qualifications for membership in the corporation shall be provided by the Bylaws of the corporation, provided, however, members shall not have a right to vote.

IX. The corporation shall have all powers granted by statute which are not inconsistent with its purpose.

Dated: Feb 4, 2002

[Signature]
Incorporator

John D Green
Incorporator

Isabel H. Hagen
Incorporator

Lain Hornsby (Mrs Roberts.)
Incorporator

Leslie J Renlock
Incorporator