


**ARTICLES OF RESTATEMENT OF
ALBEMARLE COUNTY HISTORICAL SOCIETY, INCORPORATED**

(A Virginia Nonstock Corporation)

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is **ALBEMARLE COUNTY HISTORICAL SOCIETY, INCORPORATED.**
2. The restatement contains an amendment to the articles of incorporation, including changing the name of the Corporation to **ALBEMARLE CHARLOTTESVILLE HISTORICAL SOCIETY.**
3. The text of the amended and restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on **October 17, 2018.**
5. The restatement was adopted by unanimous vote of the board of directors at a duly called and held meeting on October 17, 2018. Member approval of the restatement was not required because the corporation has no voting members.

Executed in the name of the corporation by:


Shelley Murphy
[print name]

October 17, 2018

Chairman

Corp. ID: 01224070

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ALBEMARLE CHARLOTTESVILLE HISTORICAL SOCIETY

(A Virginia Nonstock Corporation)

ARTICLE I
NAME

The name of the corporation is **ALBEMARLE CHARLOTTESVILLE HISTORICAL SOCIETY** (herein referred to as the "Corporation").

ARTICLE II
PURPOSE

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III
RIGHTS AND RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or any private person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. 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 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 IV **DISSOLUTION**

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes within the meaning of sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code.

ARTICLE V **MEMBERS**

The Corporation may, but shall not be required to, have nonvoting members with such qualifications and rights as are set forth in the bylaws of the Corporation.

ARTICLE VI
DIRECTORS

Number, Composition, and Term of Board of Directors. Except as otherwise set forth herein, the number of directors of the Corporation shall be set forth in the bylaws of the Corporation and said directors shall be elected by affirmative vote of the Board of Directors. No individual shall be appointed or elected as a director without his or her prior consent. The term of the directors of the Corporation shall be three (3) years.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The post office address of the registered office of the Corporation is located within the County of Albemarle at 610 West Rio Road, Charlottesville, Virginia 22902. The registered agent of the Corporation is Garrett M. Smith, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose business address is the same as the post office address of the initial registered office.

ARTICLE VIII
LIMIT ON LIABILITY AND INDEMNIFICATION

- 8.1 Definitions. For purposes of this Article the following definitions shall apply:
- (a) "Corporation" means this Corporation only and no predecessor entity or other legal entity;
 - (b) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

(c) “liability” means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(d) “legal entity” means a corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise or legal entity;

(e) “predecessor entity” means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(f) “proceeding” means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

8.2 Limit on Liability. In every instance in which the Virginia Non-stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Corporation shall not be liable to the Corporation.

8.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation or because such individual is or was serving the Corporation, or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual’s willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporations shall be deemed service at the request of the Corporation. The

determination that indemnification under this Section 8.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 8.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 8.3.

8.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 8.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities,

and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 8.4 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 8.3 of this Article shall be limited by the provisions of this Section 8.4.

8.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity


shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

8.6 Amendments. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

ARTICLE IX
INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Dated: October 17, 2018


Shelley Murphy, Chairman
[print name]