

ARTICLES OF INCORPORATION

OF

RECLAIMED HOPE INITIATIVE

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

I. CORPORATE NAME

The name of the corporation is Reclaimed Hope Initiative (the “Corporation”).

II. PURPOSES

The Corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the “Code”), including but not limited to empowering adoptive, foster care and special needs families to rest, reclaim hope and thrive through trauma. Providing education, resources and advocacy for these families to heal together. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act (the “Act”).

III. ACTIVITIES AND POWERS

- (a) To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general to exercise and enjoy all other powers, rights and privileges now or hereafter granted by law to corporations of the character subject to the limitations herein set forth and in the Bylaws.
- (b) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the “Code”) and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and 13.1-827 of the Virginia Nonstock Corporation Act. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Internal Revenue Code); and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

- (c) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2.

IV. MEMBERS

The Corporation shall have no members. All voting power, including without limitation, power to vote on amending these Articles of Incorporation, shall be vested in the Board.

V. DIRECTORS

- (a) Number of Directors. Unless the Corporation's bylaws provide otherwise, the number of directors of the Corporation shall be not less than three (3) nor more than fifteen (15).
- (b) Ex Officio Directors. The Executive Director of the Corporation shall serve as an ex officio Director of the Corporation at all times.
- (c) Elected Directors; Staggered Terms. The Board of Directors shall be divided into two classes, Class I and Class II. Each Class shall consist, as nearly as possible, of one-half of the number of Directors constituting the entire Board of Directors. Class I Directors shall be initially elected for a term expiring at the first annual meeting of the Board of Directors. Class II Directors shall be initially elected for a term expiring at the second annual meeting of the Board of Directors. Thereafter, both classes of directors shall be elected to terms that shall expire upon the second annual meeting of the Board of Directors held since their election.
- (d) Term Limits; Expiration of Term. Directors shall be elected or appointed annually by the directors of the Corporation, and each Director shall serve until his or her replacement is appointed. The following individuals constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Bettina Stevens	2092 Avinity Loop Charlottesville, VA 22902
Paul Stevens	2092 Avinity Loop Charlottesville, VA 22902
Marnie Allen	118 Waterbury Court Charlottesville, VA 22902

- (e) Vacancies. Vacancies on the Board caused by the resignation, removal, expiration of term, or for any other cause, shall be filled by the remaining Directors of the Corporation. In the event the number of Directors is changed, any newly created directorships or any decrease in directorships shall be apportioned among the classes as nearly equal in number as possible; however, no decrease shall have the effect of shortening the term of a Director then serving. The term of any Director elected by the Board to fill a vacancy shall expire at the next annual meeting.

VI. REGISTERED AGENT AND OFFICE

The registered office of the Corporation shall be 2092 Avinity Loop, Charlottesville, Virginia 22902. The registered agent shall be Bettina Stevens, who is a resident of Virginia and a Director of the Corporation and whose office is the Corporation's registered office.

VII. DISSOLUTION

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

VIII. INDEMNIFICATION AND ADVANCEMENT

To the full extent allowed by the Act as it exists now or may hereafter be amended, the Corporation shall indemnify against liability, and advance reasonable expenses (subject to the Director's compliance with Section 13.1-878 of the Act) to, any individual who was, is or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, because he or she is or was a Director, or while a Director, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee or agent of the Corporation who is not a Director to the same extent as if he or she were a Director.

IX. ELIMINATION OF LIABILITY

To the fullest extent permitted by the Act as it exists now or may hereafter be amended, there shall be no liability for the acts or omissions of any Director of the Corporation in any action, suit or

proceeding brought by or in the right of the Corporation arising out of any single transaction, occurrence or course of conduct. The elimination of liability provided in this Section I shall not be affected by any amendment, modification or repeal of these Articles of Incorporation or the Bylaws with respect to any act or omission occurring before such amendment, modification or repeal.

Signed by the Incorporator(s) as of July 21, 2019:



Bettina Stevens, Incorporator