

**UPPER JAMES
RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC.**

ARTICLES OF INCORPORATION



We hereby associate to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE I: NAME

The name of this Corporation shall be **UPPER JAMES RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INCORPORATED** (hereinafter referred to as “Upper James RC&D”).

ARTICLE II: PURPOSES AND POWERS

- 1) Upper James RC&D is organized exclusively for charitable, educational, and scientific 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. More specifically, the purposes and powers of Upper James RC&D are:
 - a) to initiate, develop and promote regional projects benefiting outdoor recreation, land conservation, water resources and environmental education in a sustainable way; and
 - b) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or gain of its directors or officers except as permitted under applicable law governing not-for –profit corporations;
- 2) The assets of Upper James RC&D shall be at all times dedicated to the charitable, educational, and scientific 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. If for any reason it becomes necessary to dissolve or liquidate Upper James RC&D, the remaining assets of Upper James RC&D, after its lawful obligations and all other requirements of law are met and complied with, 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.

- 3) Upper James RC&D may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the charitable, educational, and scientific purposes set out in Paragraph (1) of this Article.
- 4) No substantial part of the activities of Upper James RC&D shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Upper James RC&D 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, Upper James RC&D shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of its stated purposes set out in Paragraph (1) of this Article.
- 5) Upper James RC&D shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of its purposes and powers, 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.

ARTICLE III: MEMBERSHIP

Membership in Upper James RC & D shall consist of one non-voting class. Any additional qualifications and rights of the members shall be set forth in the Bylaws.

ARTICLE V: RC&D COUNCIL

The affairs of Upper James RC&D shall be governed by a Resource Conservation and Development Council, which is vested with the management of the organization.

- 1) Upper James RC&D Council may consist of one (1) representative from each sponsor organizations and up to eleven (11) at large members appointed by said Council. The number of directors may be increased or decreased from time to time by amendment to the By-Laws.
- 2) The sponsor organizations may be asked to appoint a representative to serve on Upper James RC&D Council. Consensus within the sponsor organization to appoint a representative is preferred. If the sponsor organization fails to appoint a member, the

Council may appoint a representative by majority vote of the Council. Sponsor organization are as follows:

- a) Counties of Alleghany, Bath, Botetourt, Craig, Highland, and Rockbridge;
 - b) Cities of Buena Vista, Covington, and Lexington;
 - c) Planning District Commissions of Central Shenandoah and Roanoke Valley-Alleghany; and
 - d) Soil and Water Conservation Districts of Mountain, Mountain Castles, and Natural Bridge.
- 3) Sponsor appointees shall serve a three (3) year terms on the Upper James RC&D Council unless said appointee is an elected official whose term in office expires before the end of his or her council term. In this event, the Council term shall end concurrently with the term in office.
 - 4) Upper James RC&D Council may appoint one (1) at large Council member from each county and city set out in Paragraph (2) of this Article for a term of three years. However, there shall be no more than three (3) at large Council members residing in any one county or city. Upper James RC&D Council Executive Committee shall submit a potential appointee at a regular council meeting. Approval by majority vote of Upper James RC&D Council shall constitute formal appointment.
 - 5) State legislators for the region will be welcome to participate as non-voting, ex officio members of Upper James RC&D Council.
 - 6) The Coordinator shall serve as a non-voting, ex officio member of Upper James RC&D Council.
 - 7) In order to stagger terms of Council members, initial appointments will serve as follows; five (5) members will serve one (1) year; four (4) members will serve two (2) years; four (4) members will serve (3) years; and all subsequent appointments will be for three (3) years.

ARTICLE VI: INITIAL MOUNTAIN WATERS RC&D COUNCIL MEMBERS

The names and addresses of the initial Council members are as follows:

<u>Name</u>	<u>Address</u>
Tammy D. Stephenson	[REDACTED] Roanoke, VA 24019
Jon Lanford	[REDACTED], Covington, VA 24426
Carol Craft	[REDACTED] Fincastle, VA 24090
Jean Clark	[REDACTED] Lexington, VA 24450
Ward Robens	[REDACTED] Buena Vista, VA 24416
Allen Dressler	[REDACTED] Covington, VA 24426
Shane Sawyer	[REDACTED], Roanoke, VA 24010
Ellen Ford	[REDACTED] Millboro Springs, VA 24460

Jay Gilliam
Kent Ford
Genevieve Goss
Patte Wood
Elisabeth Vogel
Ellen Reynolds

████████████████████ Raphine, VA 24472
████████████████████ Millboro Springs, VA 24460
████████████████████ Fincastle, VA 24090
████████████████████ Lexington, VA 24450
████████████████████ New Castle, VA 24127
████████████████████ Covington, VA 24426

ARTICLE VII: REGISTERED AGENT

The initial registered office of Upper James RC&D is to be located at 3019 Peters Creek Road, Roanoke, VA 24019. The name of the City or County, in which the initial registered office is physically located, is City of Roanoke, Virginia. The name of the initial registered agent is Tammy D. Stephenson, who is a resident of Virginia, an initial member of the Upper James RC&D Council and whose business office is the same as the registered office of Upper James RC&D.

Dated the 15 day of July, 2010.

Incorporators:

Signature Tammy D. Stephenson
Printed Name

Signature Jon Lanford
Printed Name

Signature Carol Craft
Printed Name

Signature Jean Clark
Printed Name

Signature Ward Robens
Printed Name

Signature Allen Dressler

Signature

Printed Name

Signature

Shane Sawyer

Printed Name

Signature

Ellen Ford

Printed Name

Signature

Erica Moore

Printed Name

Signature

Kent Ford

Printed Name

Signature

Genevieve Goss

Printed Name

Signature

Patte Wood

Printed Name

Signature

Duane Means

Printed Name

Signature

Ellen Reynolds

Printed Name

Signature

Lance Clark

Printed Name

Signature

Stuart Hall

Printed Name

Signature

Polly Newlon

Printed Name

Signature

Printed Name

Bernard Goodbar.

Signature

Printed Name

Robert Boeren

Signature

Printed Name

Bill Jones

Signature

Printed Name

Don Drake

Signature

Printed Name

David Blanchard

Signature

Printed Name

Jerry Jackson

Signature

Printed Name

Andrea Terry

Signature

Printed Name

Tom Botkins