

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, June 22, 2023

This is to certify that the certificate of incorporation of

The New River / Mount Rogers Workforce Development Foundation

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: June 22, 2023



STATE CORPORATION COMMISSION

Attest:

A handwritten signature in black ink, appearing to read "Bernard J. Stig".

Clerk of the Commission

**ARTICLES OF INCORPORATION
OF
THE NEW RIVER / MOUNT ROGERS WORKFORCE DEVELOPMENT
FOUNDATION**

The undersigned, acting as an incorporator of a corporation under the Virginia Nonstock Corporation Act, does hereby form a nonstock corporation ("Corporation") under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended ("Act"), and to that end sets forth and adopts the following Articles of Incorporation for such corporation.

**ARTICLE 1.
NAME**

The name of the Corporation is: **The New River / Mount Rogers Workforce Development Foundation.**

However, the Corporation may use any assumed or fictitious name permitted by law.

**ARTICLE 2.
DURATION**

The Corporation's duration shall be perpetual and commence upon the issuance of a Certificate of Incorporation by the Commonwealth of Virginia State Corporation Commission.

**ARTICLE 3.
PURPOSES**

The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding future internal revenue law of the United States) (the "Code") and the regulations issued thereunder ("Regulations") as they now exist or as they may be amended, specifically:

- (a) To implement policies that complement and support those of the New River/Mount Rogers Workforce Development Area Consortium Board (the "Consortium Board"), a Board formed pursuant to Virginia Code § 15.2-1300 by the Cities of Bristol, Galax and Radford and the Counties of Bland, Carroll, Floyd, Giles, Grayson, Montgomery, Pulaski, Smyth, Washington, and Wythe (such jurisdictions are hereinafter referred to collectively as the "New River/Mount Rogers Area") and the New River/Mount Rogers Workforce Development Board (the "Workforce Development Board"), a Local Board organized and established under section 107 of the Workforce Innovation and Opportunity Act of 2014, 11 U.S.C. § 1132, with the functions and purposes set forth therein; and

- (b) to promote and implement integrated workforce development strategies, systems and activities designed to increase the employment, retention, and earnings of employees in the New River/Mount Rogers Area, and increase the occupational skills and quality of the workforce, and increase self-sufficiency; and
- (c) to receive, hold, maintain, use, dispose, and administer assets in perpetuity exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code and to use and apply the whole or any part of the principal and income therefrom for the benefit of, to perform the functions of, and to carry out the purposes of the Consortium Board and the Workforce Development Board and to do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes expressed in this Article; and
- (d) Subject to the limitations set forth in these Articles, the Corporation shall have power to conduct any and all lawful affairs, not required to be specifically stated in these Articles, for which nonstock corporations may be incorporated under the Act.

ARTICLE 4. TAX-EXEMPT OPERATIONS

Subject to the limitations set forth in these Articles, the Corporation shall have and exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of Virginia but shall exercise such powers only in fulfillment of its above-stated purposes. The Corporation shall have the power and authority to accept gifts, bequests and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the Corporation.

The Corporation is not organized and shall not be operated for pecuniary gain or profit. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(c)(3) of the Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170(c)(2); therefore, notwithstanding any other provision in these Articles, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the corporation is organized. The Corporation shall be constrained as follows: (i) 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; (ii) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as and to the extent permitted by the provisions of the Code and Regulations for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code and Regulations); (iii) No dividends shall be paid, no distributions shall be made, and no part of the net earnings of the Corporation shall inure to the benefit of any incorporator, trustee, director, or officer of the Corporation or any private individual within the meaning of Section 501(c)(3) of the Code, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of the Corporation's

purposes. No incorporator, trustee, director, officer, or private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation that (a) is exempt from federal income tax under Section 501(c)(3) of the Code or (b) receives contributions that are deductible under Sections 170(c)(2) of the Code.

ARTICLE 5. DISSOLUTION

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided for in the Act or as otherwise provided for in the Bylaws of the Corporation. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation, if any, (a) to such organization or organizations as the Board of Directors shall select, provided such organization or organizations (i) are organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code including, but not limited to, those entities described in Section 170(c)(2) of the Code, and (ii) qualify as exempt from federal income taxation under the provisions of 501(c)(3) of the Code, or (b) to the federal government or a state or local government for public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the registered office of the Corporation is then located exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes as provided immediately above in this Article, as said Court shall determine.

ARTICLE 6. MEMBERS

The Corporation shall have no members.

ARTICLE 7. BOARD OF DIRECTORS

(a) All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) The number of directors shall be not less than three (3) nor more than twenty-one (21). Each director shall serve a three (3) year term and shall be appointed by the Board of Directors. The initial Board of Directors shall consist of twelve (12) directors. The initial directors shall be:

Thaddeus Austin
8206 Pipers Gap Rd
Galax, VA 24322

Michael Miller
475 Harkrader Street
Christiansburg VA 24073

Mary Biggs
701 Hutcheson Drive
Blacksburg, VA 24060

Aaron Vaughn
2116 Franklin Pike, Southeast
Floyd, VA 24091

Cameron Burton
1409 Burton's Pond Rd
Bland, VA 24315

Laura Walters
6718 Dunkard Rd
Dublin VA 24141

Victoria Collins
710 Brush Mountain Road
Blacksburg, Virginia 24060

ARTICLE 8. LIABILITY AND INDEMNIFICATION

(a) The Corporation shall indemnify all officers and directors of the Corporation (as defined by the Act) under all circumstances and to the greatest extent under which such indemnification would be permitted under applicable Virginia law, as in effect from time to time. A director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

(b) There shall be no liability for the acts or omissions of any officer or director of the Corporation in any proceeding brought by or in the right of the Corporation or brought by or on behalf of the members of the Corporation, if any, unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct pursuant to Section 13.1-870.1 of the Act, as it may be amended from time to time.

(c) Reference herein to directors, officers, employees, or agents shall include former directors, officers, employees, and agents and their respective heirs, executors, administrators, and guardians.

ARTICLE 9. REGISTERED OFFICE AND AGENT

9.1. Registered Office. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is 150 Peppers Ferry Road, N.E., Christiansburg, Virginia 24073. The registered office is located in the County of Montgomery, Virginia.

9.2. Registered Agent. The name of the initial registered agent of the Corporation is N. Reid Broughton, an individual who is a resident of the Commonwealth of Virginia and who is a

member of the Virginia State Bar, and whose business office is the same as the registered office of the Corporation.

ARTICLE 10.
PRINCIPAL OFFICE

10.1. Initial Principal Office. The address of the initial principal office of the Corporation is 6580 Valley Center Drive, Suite 119, Radford, VA 24141.

ARTICLE 11.
AMENDMENT, MERGER, CONVERSION

11.1. To amend these Articles of Incorporation or the Bylaws of the Corporation, the Board of Directors shall be required to receive a vote of approval of at least two-thirds of the directors in office.

11.2 To convert or domesticate the Corporation to an entity other than a Virginia nonstock corporation, or to merge the Corporation into or with another entity or to approve the merger of another into the Corporation, the Board of Directors shall be required to receive a vote of approval of at least two-thirds of the directors in office.

IN WITNESS WHEREOF, the undersigned incorporator has set his signature to these Articles of Incorporation as of that date written opposite his signature below.

Dated: _____

6/15/23



N. Reid Broughton, Incorporator