

**ARTICLES OF RESTATEMENT  
OF A VIRGINIA NONSTOCK CORPORATION**

ARTICLES OF RESTATEMENT OF  
FRIENDS OF THE VICTORIA PUBLIC LIBRARY, INC.

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, state as follows:

1. The name of the corporation immediately prior to restatement is FRIENDS OF THE VICTORIA PUBLIC LIBRARY, INC.
2. The restatement contains amendments to the Articles of Incorporation.
3. The text of the amended and restated Articles of Incorporation is attached hereto.
4. The restatement was adopted by the corporation on July 13, 2016.
5. The restatement was adopted at a meeting of the Board of Directors by a vote of at least two-thirds of the Directors in office. Member approval of the restatement was not required because the corporation has no members with rights to vote on Articles of Incorporation amendments and restatements.

Executed in the name of the corporation by:

  
Cliff Sheffield

\_\_\_\_\_  
President

  
Trudy Berry

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
0147210-9

Corporation's SCC ID Number

\_\_\_\_\_  
07-13-16

Date

RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE VICTORIA PUBLIC LIBRARY, INC.

The Board of Directors of the Friends of the Victoria Public Library, Inc. hereby restates the Articles of Incorporation of said corporation as follows:

ARTICLE I – Name of Corporation

The name of this corporation shall be Friends of the Victoria Public Library, Inc.

ARTICLE II – Address of Corporation

The mailing address of this corporation is PO Box 884, Victoria, Virginia 23974.

ARTICLE III – Type of Corporation

This corporation is established as a nonstock charitable organization. The term “charitable” shall mean as defined in Exempt Purposes - Internal Revenue Code Section 501(c)(3). No part of this corporation’s earnings shall inure to the benefit of any member or individual.

ARTICLE IV – Registered Agent

The Registered Agent of this corporation shall be Robert E. Hawthorne, Jr. who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose office is located at 1805 Main Street, Victoria, Virginia 23974. The mailing address for the office of the Registered Agent is PO Box 931, Victoria, Virginia 23974-0931.

ARTICLE V - Purpose

The primary, but not only, purpose of this corporation shall be to promote and enhance educational and literary opportunities in the local community. The primary, but not only, goal of this corporation is to try to help supplement, but not replace, funding to support, maintain, and sustain the Victoria Public Library. The governing boards of the local political subdivisions, the Library of Virginia, and the Board of Trustees of Lunenburg County Public Library System, Inc. are the primary funding sources.

1. To fulfill its purpose, this corporation may raise funds through gifts, bequests, donations, solicitation, and other fundraising activities.

2. This corporation shall accept only gifts, bequests, and donations of money that are given free of all conditions requiring the return, transfer, or conveyance of that money for any reason upon which any condition may occur.

3. This corporation shall accept only gifts, bequests, and donations of money that are not subject to limitations permitting the use of that money only for specific purposes.

4. This corporation may allot funds to the Victoria Public Library to help provide greater educational and literary opportunities for the citizens of the local community.

5. This corporation may allot funds to the Victoria Public Library, if deemed appropriate and properly requested, to help maintain the library building for safety purposes.

6. This corporation may allot funds to the Victoria Public Library, if deemed appropriate and properly requested, for other purposes to support, maintain, and sustain said Library.

7. This corporation shall not reimburse expenses already incurred or fund purchases already approved and agreed upon by the Victoria Public Library Director, Supervisor, or other employee or the Board of Trustees of Lunenburg County Public Library System, Inc. for which a vendor is expecting payment.

8. This corporation shall not approve the funding of any expenses of and for the Victoria Public Library unless such requests for funding are presented to the Board of Directors at a regularly scheduled membership meeting.

9. This corporation shall not approve the funding of any expenses of and for the Victoria Public Library, properly presented to the Board of Directors, at the meeting in which the request is submitted and without performing due diligence to determine the necessity of requested expenses in the fulfillment of this corporation's purpose.

10. This corporation may engage in activities and expend funds outside of Victoria Public Library's interests that promote and enhance educational and literary opportunities in the local community.

#### ARTICLE VI – Life Cycle

This corporation shall have perpetual existence.

#### ARTICLE VII – Corporate Powers

This corporation shall have all such general power as may be necessary to carry out its purpose, and all such general powers as are incident to the powers specifically granted not in conflict with the other provisions of this Charter or the laws of the Commonwealth of Virginia. This

corporation shall not enter into any agreement, contract, or memorandum of understanding with another corporation, company, organization, or entity that gives said corporation, company, organization, or entity any power over this corporation or takes any power away from this corporation.

#### ARTICLE VIII – Membership Eligibility

Any person eligible for a Lunenburg County Public Library System card, who is a registered Lunenburg County Public Library System cardholder in good standing with said Library System, shall be eligible to apply for membership in this corporation, provided, however, that the minimum membership fee of \$1.00 shall first have been paid to the Treasurer of this corporation. The Board of Directors may raise the minimum membership fee, from time to time, as they deem necessary. The Board of Directors shall approve all applications for membership.

#### ARTICLE IX – Voting Rights

Each member shall be entitled to one vote, restricted, however, to the election of Directors of the Board of this corporation as hereinafter provided. However, the President of the Board shall not be eligible to vote except for the election of Directors and Officers of the Board of this corporation and to break a tie vote. The President of the Board shall not have the authority to make or second a motion for a vote on any action. There shall be no proxy votes and no votes shall be taken by telephone, email, or other electronic means. A simple majority vote of those members present, in person, at any duly called meeting of said membership shall constitute a quorum for electing Directors. A simple majority vote of those Board members present, in person, at any duly called meeting of said Board shall constitute a quorum for voting purposes.

#### ARTICLE X – Board of Directors

The number of Directors constituting the Board of Directors shall be a minimum of seven (7) and a maximum of eleven (11) and they shall manage the affairs of this corporation. No person not a member of this corporation shall be eligible to be a Director. No member not a Director shall be eligible to be an Officer. The terms of office of the several Directors shall be:

1. One-third of the Directors shall be elected for a three-year term.
2. One-third of the Directors shall be elected for a two-year term.
3. One-third of the Directors shall be elected for a one-year term.
4. Each Officer shall be elected for a one-year term.

#### ARTICLE XI – Dissolution Clause

Upon dissolution of this corporation, the Board of Directors of this corporation shall dispose of all of the assets of this corporation accordingly:

1. All liabilities and obligations of this corporation shall be paid, satisfied, and discharged or adequate provision shall be made therefore.
2. All assets of this corporation shall be distributed to an organization or organizations organized and operated for exempt purposes as defined in Exempt Purposes - Internal Revenue Code Section 501(c)(3).
3. All assets of this corporation not distributed shall be distributed by the Circuit Court of the County in which the principal office of this corporation is then located to such organization or organizations as said Court shall determine, which are organized and operated for exempt purposes as defined in Exempt Purposes - Internal Revenue Code Section 501(c)(3).

#### ARTICLE XII – Bylaws

The Bylaws of this corporation shall be made and adopted by a majority vote of the foregoing Directors, and thereafter may be amended, altered, or rescinded from time to time by the Directors as made and provided by the Bylaws.

#### ARTICLE XIII – Liability

The maximum indebtedness or liability of this corporation at any one time shall not exceed the sum of \$5,000.00 during any one calendar year provided, however, that the aforesaid amount may be exceeded to the extent of two-thirds (2/3) of the unencumbered appraised value of the combined real and personal property owned by this corporation.