

# Appendix D

Articles of Incorporation

# Green Run Collegiate Academy Foundation Articles of Incorporation

## ARTICLES OF INCORPORATION

OF

### GREEN RUN COLLEGIATE ACADEMY FOUNDATION

The undersigned, all of whom are twenty one (21) years of age or older, pursuant to a nonprofit foundation under the Non Stock Corporation Law of Virginia, do hereby set for the following:

**FIRST**           The name of this Corporation is GREEN RUN COLLEGIATE ACADEMY FOUNDATION.

**SECOND**         The purposes for which this Corporation is formed, the specific and primary purpose being set forth in Paragraphs [a] and [b] below, are:

[a] More specifically and without limiting or expanding the foregoing, the purpose of the Corporation is to promote, maintain, and conduct educational institutions for academic, scientific, and professional education and learning.

[b] The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

[c] No substantial part of the activities of the Corporation shall be the carrying on or propaganda of, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

[d] No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth.

[e] This Corporation shall have and exercise any and all rights and powers which a Corporation organized under the General Non profit and Non stock Corporation Laws of the State of Virginia may now and hereafter exercise, provided, however, that this Corporation is not, except to an insubstantial degree, empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraphs [a] and [b] of this Article.

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[f] 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.

Foregoing statement of purposes shall be construed as a statement of both purposes and powers in each clause shall, except where otherwise expressed, be nowise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

**THIRD** This Corporation is organized pursuant to the Non stock Corporation Law of the State of Virginia, as amended.

**FOURTH** The address of the principal office of the Corporation within the State of Virginia located in the City of Virginia Beach is:

892 Sandoval Drive, Virginia Beach, Virginia 23454

**FIFTH** The name of the Corporation's registered agent is: Jill Gaitens.

Jill Gaitens is an individual who is a resident of Virginia and an initial director of the Corporation.

The Corporation's initial registered office address, 892 Sandoval Drive, Virginia Beach, VA 23454.

The Corporation's initial registered office is identical to the business office of the initial registered agent.

The registered office is physically located in the City of Virginia Beach.

**SIXTH** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The directors constituting the initial Board of Directors shall hold office until the first annual election of directors. Directors shall select their successors. The authorized minimum number of directors will be three (3) and the authorized maximum number will be (5). The names and addresses of the

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persons who are to serve as the initial directors until their successors are elected and shall qualify are:

Jill Gaitens, 892 Sandoval Drive, Virginia Beach, VA 23454

William J. Brunke, IV, 4099 Foxwood Drive, Suite 108, Virginia Beach, VA 23462

George Parker III, 1700 Dahlia Drive, Virginia Beach, VA 23453

**SEVENTH** The authorized number and qualifications of members of this Corporation, the different classes of membership, the property, voting and other rights and privileges of members, and the liability of members to dues or assessments and the method of collection thereof, shall be as set forth in the Bylaws of this corporation.

**EIGHT** Any action required or permitted to be taken by the Board of Directors under any provision of the General Non stock Corporation Law or the General Corporation Law of the State of Virginia may be taken without meeting, if all directors of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**NINTH** The period of duration of the Corporation shall be perpetual.

**TENTH** No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any other member or director of this Corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501 ( c ) (3) of the Internal Revenue Code (or corresponding section of a federal tax code).

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation and acknowledges that these Articles of Incorporation are their act and that to the best of their knowledge, information and belief, and under penalties of perjury, the matters and facts set forth herein are true in all material respects.

I hereunto subscribed my name this 31<sup>st</sup> day of May 2012.

INCORPORATOR: Jill Gaitens  
Telephone (480) 772-6990

A handwritten signature in cursive script, appearing to read "Jill Gaitens", is written above a horizontal line.

Signature