

ARTICLES OF INCORPORATION
OF
RAPPAHANNOCK EDUCATION FARM, INC.

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 the Corporation shall be Rappahannock Education Farm, Inc.

ARTICLE II

PURPOSE

The Corporation is organized and operated for the following purposes:

1. Provide and promote agricultural education and awareness in the City of Fredericksburg, Stafford, and Spotsylvania Counties and surrounding areas;
2. Demonstrate and documents best-method sustainable farming and gardening practices;
3. Assist local area food banks and organizations with related missions in serving their constituents;
4. Encourage and assist the creation and success of community gardens in the local area.

ARTICLE III

ORGANIZATION AND OPERATION

The Corporation is organized and shall be operated exclusively for the purposes as set forth in Article II, within the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 (as then amended).

TAX LAW RESTRICTIONS.

The corporation shall operate under the following tax law restrictions:

- A. No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual. However, reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements
- B. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under 501(c)(3) of the Internal Revenue Code and regulations as they now exist or as they may be amended.
- C. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then

qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may be amended.

- D. The corporation is organized pursuant to the Virginia Nonstock Corporation Act and does not contemplate pecuniary gain or profits and is organized for nonprofit purposes.

ARTICLE IV

MEMBERSHIP

Membership shall be open to any individual or other entity that is in agreement with the purposes set forth in Article II. The Board of Directors shall determine the annual dues for membership and any benefits of membership.

ARTICLE V

REGISTERED OFFICE AND AGENT

The post office address of the initial registered office of the

Corporation is

910 Princess Anne Street, 2nd Floor, Fredericksburg, VA 22401

_____ . The name of the city in which the initial

registered office is located is Fredericksburg . The name of

the Corporation's registered agent is Jackson C. Key, Esq. , who is

an attorney at law and member of the Virginia State Bar and a resident

of the State of Virginia, and whose business office is the same as the

registered office of the Corporation.

ARTICLE VI

MANAGEMENT

The responsibility for management of the activities and affairs of the Corporation shall be vested in a Board of Directors consisting of not less than three (3) nor more than fifteen (15) directors.

Each director shall have voting rights, and perform such duties, in addition to those conferred upon them by statute, as may be prescribed by the bylaws of the Corporation.

The Board of Directors shall by majority vote appoint and elect new members to the Board upon the expiration of the term of a board seat and any unexpired terms or vacancies, up to a total of fifteen directors.

In the case of directors not serving their full term due to resignation, incapacity, removal, death, or other cause, the board may appoint a director to serve the unexpired term of such director.

No director shall serve more than 10 years consecutively, except that a director after serving for 10 consecutive years may be reelected after having been off the board for one year.

At the option of the board, the members of the corporation may elect one or more directors, provided that such directors elected by members do not exceed forty percent (40%) of the directors of the board at the time of such election.

In considering the appointment of new directors, the board may consider nominations, if any, made by the Fredericksburg Regional Food Bank, the Fredericksburg Food Cooperative and may also solicit input from any other similarly aligned organization.

The Board of Directors may adopt bylaws, not inconsistent with these articles of incorporation or the laws of the State of Virginia, for the management and control of the corporation, and may alter, amend and repeal any provision or provision thereof from time to time as needed. The Board of Directors may promulgate and amend from time-to-time suitable policies and rules and regulations governing the work and activities of the Corporation, the care and use of its property, the qualifications, duties, performance of work and conduct of its staff and such other matters that may be necessary and desirable in its judgment.

The number of directors shall be not less than three (3) nor more than fifteen (15). The Board of Directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible, with the term of office of the directors of the first class to expire at the next succeeding annual meeting to be held 12 months after the month of incorporation; the term of the second class to expire at the second succeeding annual meeting and the term of the third class to expire at the third succeeding annual meeting.

The names and addresses of the individuals who are to serve as directors on the initial board are set forth below:

First Class (Initial term expires at annual meeting in 2024)

Petronella (Els) Van Wingerden, 505 Leonard Street, Fredericksburg, VA 22405

Richard Larochelle, 404 Riverside Drive, Fredericksburg, VA 22401

Second Class (Initial term expires at annual meeting in 2025)

Januari Coates, 4000 Middleton Loop, #206, Dumfries, VA 22025

Matthew McBride, 60 Wood Landing Road, Fredericksburg, VA 22405

Third Class (Initial term expires at annual meeting in 2026)

Daniel Maher, 12349 Morning Creek Road, Glen Allen, VA 23059

Candice Armstrong, 5903 Sunlight Mountain Road, Spotsylvania, VA 22553

ARTICLE VII

POWERS

The corporation shall have all the powers available under Virginia law. Notwithstanding any other provision, no power or authority shall be exercised by the directors in any manner or for any purpose which may jeopardize the status of the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

The Corporation shall have the following powers:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend, in its corporate name.
- C. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- D. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, for the purposes as set forth in these Articles.
- E. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, provided such power is exercised for the purposes as set forth in these Articles.

F. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income, provided such power is exercised for the purposes as set forth in these Articles.

G. To conduct its affairs, carry on its operations, hold property, have offices and exercise the powers granted by this Act.

H. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation, if any.

I. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.

J. To cease its corporate activities and surrender its corporate franchise.

K. The Corporation shall not be construed as a private Foundation under the Internal Revenue Code, as amended.

L. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future law.

ARTICLE VIII

INDEMNIFICATION

Each person who at any time serves as an officer, director, employee or agent of the Corporation or who at any time serves at the request of the Corporation as an officer, director, employee or agent of another corporation shall be indemnified by the Corporation against any and all liabilities incurred by him in any such capacity or arising out of his status as such officer, director, employee or agent, to the full extent permitted by, and in accordance with the terms and provisions of Section 13.1-205.1 of the Code of Virginia as now in force and as hereafter amended, except an indemnity against his gross negligence or willful misconduct.

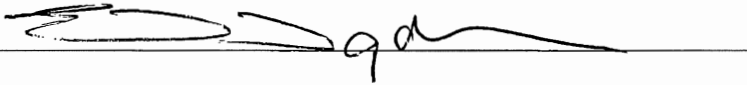
ARTICLE IX

UPON DISSOLUTION

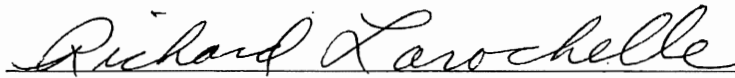
In the event the Corporation fails or becomes unable or unwilling to carry out its purposes, or is liquidated or dissolved, voluntarily or involuntarily, the assets and property of the Corporation, after payment or arrangement for payment of its debts and obligations, shall be donated, transferred, conveyed and delivered to one or more corporations, societies, associations or organizations that the Board of Directors are engaged in activities similar to those of this Corporation and are a) exempt from income taxes under the United States Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws, and b) contributions are deductible for income, gift and estate tax purposes under said Internal Revenue Code of 1954 and corresponding provisions of subsequent United States Law; provided, that any funds or property held by the corporation upon any condition requiring the return, transfer or conveyance of said funds or property, or the unused portion thereof, upon the happening of any such contingency shall be returned, transferred or conveyed in accordance with said condition.

In witness whereof, the undersigned do hereby set their hands and seals this 3rd day of February, 2023.

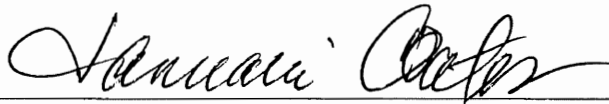
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