

# **YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND**

## **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

### **ARTICLE I NAME**

The name of the corporation is YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND (hereinafter referred to as the "Association"), a Virginia nonstock corporation.

### **ARTICLE II PURPOSES**

The mission of the Association is to put Christian principles into practice through programs that build healthy spirit, mind and body for all. The Association is organized and shall be operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Association is to provide for youth, adults, and families of the Greater Richmond area services and activities which develop and enrich their lives and help them achieve their fullest potential spiritually, mentally, physically, and socially. Members and non-members of all ages, sexes, ethnic groups, and religious affiliations are served and guided by the principles by which Jesus lived, thereby helping assure a better community for all. In addition, the Association shall have the power to conduct any and all lawful affairs, not required to be specifically stated in these Amended and Restated Articles of Incorporation by law, for which nonstock corporations may be incorporated under the law, but in view of the purposes and essence of this Association, it is expressly declared that this is a corporation not for gain or individual profit and that no dividends shall ever be declared or paid to any of its members; that none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

### **ARTICLE III RIGHTS AND RESTRICTIONS**

The Association is not organized for profit and no part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, trustees, incorporator, directors, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its religious, charitable, scientific, or educational purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 Amended and Restated Articles of Incorporation, the Association 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 (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code.

Furthermore, if at any time the Association is classified as a private foundation within the meaning of section 509(a) of the Internal Revenue Code, the Association (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

#### **ARTICLE IV DISSOLUTION**

Upon the dissolution of the Association, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Association's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for religious, charitable, scientific, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2) of the Internal Revenue 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 the Circuit Court of the jurisdiction in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Circuit Court shall determine, which are organized and operated exclusively for such purposes.

No member, trustee, incorporator, director or officer of the Association or any other private person shall be entitled to share in the distribution of any corporate assets upon dissolution of the Association.

#### **ARTICLE V MEMBERS**

The Association shall have one or more classes of members, as set forth in the bylaws of the Association. The bylaws of the Association shall state the qualifications and rights of the members of each class and shall confer, limit, or deny members the right to vote.

**ARTICLE VI  
DIRECTORS**

The number and qualifications of directors of the Association shall be specified in, or fixed in accordance with, the bylaws of the Association. The Association's Board of Directors shall be divided into three groups with each group containing one third of the total, as nearly equal in number as possible. Annually at a meeting of the Board of Directors, one group shall be elected by the affirmative vote of a majority of the members of the Board of Directors for a term of three years to succeed those whose terms expire.

**ARTICLE VII  
INTERNAL REVENUE CODE**

Each reference in these Amended and Restated Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Adopted by the Board of Directors –

September 19, 2013