

THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPORTABLE RICHMOND ADAPTIVE SPORTS AND RECREATION, INC.
A Virginia Nonstock Corporation

1. **Name.** The name of the Corporation is

SPORTABLE RICHMOND ADAPTIVE SPORTS AND RECREATION, INC.

2. **Purpose.** The Corporation is organized exclusively for charitable, educational and beneficial purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the “Code”), including but not limited to providing opportunities for all individuals with physical disabilities in the greater Richmond, Virginia area to optimize their physical, social and emotional well-being through sports and recreation activities. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

3. **Activities and Powers.** (a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers

conferred upon nonstock corporations by Sections 13.1-826 and -827 of the Virginia Nonstock Corporation Act.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Code); and 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.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2.

4. **Members.** The Corporation shall have no members. All voting power, including without limitation power to vote on amending these Articles of Incorporation, shall be vested in the Board of Directors.

5. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Board. The Board shall be organized in accordance with the following and as further governed by the Corporation's Bylaws:

(a) **Number of Directors.** The number of Directors shall be as set forth in the Corporation's bylaws.

(b) **Ex Officio Directors.** The Executive Director of the Corporation shall serve as a non-voting, *ex officio* Director of the Corporation.

(c) **Elected Directors; Staggered Terms.** Each Director (other than the Executive Director who serves *ex officio*) shall be elected by the incumbent Directors. Upon the natural expiration of a Director's term, the Board shall elect a replacement Director at an annual organizational meeting of the Board. Pursuant to the Amended and Restated Articles of Incorporation of the Corporation, adopted January 16, 2014, the Board of Directors was divided into three classes (Class I, Class II and Class III) as nearly equal in number as possible in order to stagger the terms of the Directors. All Directors elected or re-elected, as applicable, at any annual organizational meeting (other than a Director elected to fill a vacancy) shall be elected to serve for a three-year term in accordance with their respective class of Directors.

Notwithstanding the preceding sentence, if the number of elected Directors is changed, the increase or decrease in the number of elected Directors shall be apportioned among the classes so as to make all classes as nearly equal in number as possible, and any Director newly elected in such case may be elected to serve a term of less than three years to correspond with the assigned class; provided, that the length of such remaining term shall not count against such person for purposes of the term limit in Section 5(e) below; and, provided, further, that no decrease shall have the effect of shortening the term of a Director then serving.

(d) **Vacancies.** The Board shall have the right to fill any vacancies that may occur on the Board at any time, whether because of death, resignation, or removal. A Director who is elected to fill a vacancy shall assume the remaining term of the Director whose seat was

vacated; provided, that the length of such remaining term shall not count against such person for purposes of the term limit in Section 5(e) below.

(e) **Term Limit.** No Director may serve more than two consecutive, three-year terms; provided that if a Director's term limit conflicts with the term of an officership in which such Director is then serving during such Director's term, the term limit shall be extended to allow such Director to fulfill such officership. Any person who is subject to this term limit will become eligible to be elected as a Director after one year of not serving as a Director. Any Director whose term has expired shall continue in office, with his or her consent, notwithstanding such expiration until his or her successor shall have been duly elected and qualified and he or she may during such term of office exercise all rights, powers and privileges pertaining thereto.

6. **Registered Office and Agent.** The registered office of the Corporation shall be 4701 Cox Road, Suite 285 Glen Allen, Virginia 23060. The registered agent shall be CT Corporation System, an entity authorized to transact business in the Commonwealth of Virginia and whose business office is identical with the Corporation's registered office.

7. **Dissolution.** Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed as the Board of Directors may determine to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code when distributions are to be made to them.

8. **Indemnification.** To the full extent allowed by the Virginia Nonstock Corporation Act as it exists now or may hereafter be amended, the Corporation shall indemnify

against liability, and advance reasonable expenses (subject to the Director's compliance with Section 13.1-878 of the Virginia Nonstock Corporation Act) to, any individual who was, is or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, because the individual is or was a Director, or while a Director, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee or agent of the Corporation who is not a Director to the same extent as if he or she were a Director.

9. **Elimination of Liability.** To the fullest extent permitted by the Virginia Nonstock Corporation Act as it exists now or may hereafter be amended, there shall be no liability for the acts or omissions of any Director of the Corporation in any action, suit or proceeding brought by or in the right of the Corporation arising out of any single transaction, occurrence or course of conduct, unless the Director engaged in willful misconduct or knowingly violated the criminal law. The elimination of liability provided in this Section 9 shall not be affected by any amendment, modification or repeal of these Articles of Incorporation or the Bylaws with respect to any act or omission occurring before such amendment, modification or repeal.

[Remainder of page intentionally left blank; Signature page follows.]

The foregoing Third Amended and Restated Articles of Incorporation of the Corporation were duly approved and adopted at the organizational meeting of the Board on [], 2021 by the requisite vote of the Board.

Chairperson

[Signature page to Third Amended and Restated Articles of Incorporation – Sportable Richmond Adaptive Sports and Recreation, Inc.]