

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

ALBEMARLE AUXCOMM INC

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is **ALBEMARLE AUXCOMM INC.**

**ARTICLE II
PURPOSES**

The Corporation's purpose is to promote the general welfare of the residents of Albemarle County, the City of Charlottesville, and the University of Virginia by providing high-quality, responsive volunteer Auxiliary Communications services, personnel, and other resources free of charge to the Albemarle/Charlottesville/UVA Office of Emergency Management and Emergency Communications Center, and through it, to other public and private organizations engaged in emergency planning, response, and recovery.

The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, without limitation, the purpose stated above. The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. The Corporation shall have all powers granted under Va. Code Ann. § 13.1-826 and any other applicable statute.

**ARTICLE III
MEMBERS**

The corporation shall have no members.

**ARTICLE IV
DIRECTORS**

The directors shall elect their successors.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the corporation's initial registered agent is Michael R. McPherson, who is a resident of Virginia and an initial director of the corporation.

The address of the corporation's initial registered office, which is identical to the business office of the initial registered agent, is 910 Charter Oaks Dr., Charlottesville, VA 22901. The registered office is located in the County of Albemarle.

ARTICLE VI
INITIAL DIRECTORS

The names and addresses of the initial directors are:

Officer: Chair

David N. Damon
4521 Burnley Station Rd.
Barboursville, VA 22923

Officer: Secretary/Treasurer

Michael R. McPherson
910 Charter Oaks Dr.
Charlottesville, VA 22901

Member

Stephen C. Bowman
PO BOX 1266
Stanardsville, VA 22973

ARTICLE VII
LIMITATIONS AND RESTRICTIONS

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 and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying

on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that aren't in furtherance of the purposes of this corporation.

ARTICLE VIII
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Signed by the Secretary/Treasurer as of 13 June 2022:



Michael R. McPherson, Secretary/Treasurer