

**ALBEMARLE/CHARLOTTESVILLE HUMAN
RESOURCE ASSOCIATION, INC.**

ARTICLES OF INCORPORATION

**ARTICLE I
NAME**

The name of the corporation is Albemarle/Charlottesville Human Resource Association, Inc. (the "Corporation"), a Virginia nonstock corporation.

**ARTICLE II
PURPOSE**

The Corporation is organized and shall be operated exclusively as a trade or business within the meaning of section 501(c)(6) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Corporation is to serve as a recognized resource and provide leadership to its membership and in the business community through sharing and promoting best practices in human resource management. The Corporation shall not carry on any activities that are prohibited for an organization exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

**ARTICLE III
RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, directors, officers, members 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 II hereof.

ARTICLE IV DISSOLUTION

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed in accordance with a plan of dissolution that has been presented to the Members by the Board of Directors and approved by a vote of the Members.

ARTICLE V MEMBERS

The Corporation shall have one or more classes of Members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of Members of each class and shall confer, limit, or deny the right to vote.

ARTICLE VI DIRECTORS

6.1 Number. The Corporation shall have not less than two (2) and not more than twenty-five (25) directors.

6.2 Classes. The Corporation's Board of Directors shall consist of the following classes of directors:

(a) Ex Officio Directors. The Corporation shall have a number of directors who are designated as the *Ex Officio* Directors, which number shall be the number of officers as set forth in the Bylaws; provided, however, that the number of *Ex Officio* Directors shall not be less than two (2) and not more than five (5). The initial *Ex Officio* Directors shall be appointed by the incorporator. Thereafter, the *Ex Officio* Directors shall be those individuals who are annually elected as officers by a plurality of the votes cast by the Members entitled to vote. *Ex Officio* Directors may serve unlimited

terms. No individual shall be elected as an *Ex Officio* Director without his or her prior consent.

(b) Appointed Directors. The Corporation may have a number of directors who are designated as the Appointed Directors, which number shall be the number of Chairs and Co-Chairs of Committees then serving, as determined by the *Ex Officio* Directors from time to time; provided, however, that the number of *Ex Officio* Directors and Appointed Directors together shall not exceed twenty-five (25). The initial Appointed Directors shall be appointed by the incorporator. Thereafter, the Appointed Directors shall be annually appointed by the *Ex Officio* Directors. Appointed Directors may serve unlimited terms. No individual shall be appointed as an Appointed Director without his or her prior consent.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation which is located in the City of Richmond, Virginia, is c/o McGuireWoods LLP, 901 Easy Cary Street, Richmond, Virginia 23219. The initial registered agent of the Corporation is Kelly L. Hellmuth, whose business office is identical with the initial registered office and who is a member of the Virginia State Bar.

ARTICLE VIII LIMIT ON LIABILITY AND INDEMNIFICATION

8.1 Definitions. For purposes of this Article the following definitions shall apply:

(a) "Corporation" means this Corporation only and no predecessor entity or other legal entity;

(b) “expenses” include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(c) “liability” means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(d) “legal entity” means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(e) “predecessor entity” means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(f) “proceeding” means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

8.2 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Corporation shall not be liable to the Corporation.

8.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the

Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 8.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 8.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and

make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 8.3.

8.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 8.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 8.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 8.3 of this Article shall be limited by the provisions of this Section 8.4.

8.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to

indemnification by the Corporation to the extent he or she is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

8.6 Amendments. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

**ARTICLE IX
INTERNAL REVENUE CODE**

Each reference in these 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.

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Dated: _____, 2009

Kelly L. Hellmuth, Incorporator