

**ARTICLES OF INCORPORATION
OF
VIRGINIA HIGHLANDS COMMUNITY COLLEGE
EDUCATIONAL FOUNDATION, INC.**

The undersigned hereby forms a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end sets forth the following:

**Article I.
Name**

The name of the corporation is VIRGINIA HIGHLANDS COMMUNITY COLLEGE EDUCATIONAL FOUNDATION, INC.

**Article II.
Purpose**

This Corporation is organized and shall be operated only for the following nonprofit educational and charitable purposes:

- A. To foster and promote the growth, progress and general welfare of the Virginia Highlands Community College and the Virginia Community College System particularly, but without limitation to:
1. Provide money, personnel or other aids for the strengthening, development and enlargement of the College and its programs now in existence or hereafter created;
 2. Make donations or contributions to, or assist in the support of, current College activities and undertakings or the establishment and support of any new functions and/or objectives;
 3. Purchase or make contributions toward the acquisition of books, materials and equipment or the erection and construction of buildings and facilities, which will contribute to the educational and administrative resources of the College;
 4. Provide educational loans, scholarships or grants-in-aid for students of the College;
 5. Contribute to and make donations for any and all proper objects, projects, functions, services and activities now or hereafter carried on or sponsored by the College.

- B. To do all things which a Corporation of like character is, or may be authorized or permitted to do by the laws of the United States or the Commonwealth of Virginia, provided such things are in accord with the general educational and charitable purpose of this Corporation as described above, and the policies and regulations of the Virginia State Board of Community Colleges.

Notwithstanding the foregoing, the Corporation will not conduct or carry on any activity not permitted by an organization exempt from the Federal Income Tax Pursuant to Section 501(c)(3) of the Internal Revenue Code. Furthermore, the Corporation will not, as a substantial part of its activities, attempt to influence legislation, nor participate in or intervene in to any extent, in any political campaign for or against any candidate for political office. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer or employee of the Corporation except that reasonable compensation may be paid for services rendered to or for the Corporation as the Board of this Corporation shall prescribe.

Article III. Members

The Corporation shall have no members, the management of the Corporation being vested in the Board of Directors.

Article IV. Directors

The Board of Directors of this Corporation shall consist of not less than three (3) persons, and not more than twenty (20) persons. The initial Board of Directors consists of nine (9) persons whose names and addresses follow:

Not less than seven (7) persons

Mr. C. B. Hale
102 Wall Street
Abingdon, VA 24210

Mr. W. Max Rhea
Box C
Saltville, VA 24370

Mrs. Nancy B. Brown
214 Morning Side Drive, Route 4
Abingdon, VA 24210

Dr. George J. Stevenson
P.O. Drawer S
Emory, VA 24327

Mrs. Jane L. Sheffey
115 McArthur Circle
Bristol, VA 24201

Mr. Howard L. Littleton
P.O. Box 860
Bristol, VA 24201

Mrs. Charlotte S. Sutherland
P.O. Box 217
Chilhowie, VA 24319

Dr. Charles E. Palmer
109 Terrance Circle
Bristol, VA 24201

Dr. E. Jean Walker
P.O. Box 828
Abingdon, VA 24210

The initial Board of Directors shall consist of three classes: those serving for one year, those serving for two years, and those serving for three years. The President of the College shall be a director. ***The President shall be an ex-officio member of the Board.*** Members of the three classes are:

A. Serving for one year:

1. W. Max Rhea
2. Nancy B. Brown
3. Jane L. Sheffey

B. Serving for two years:

1. Charlotte S. Sutherland
2. Charles E. Palmer
3. George J. Stevenson

C. Serving for three years:

1. Howard L. Littleton
2. C.B. Hale
3. E. Jean Walker

All future Directors shall be appointed by the Virginia Highlands Community College Board ***Virginia Highlands Community College Educational Foundation, Inc. Board*** for terms of three (3) years, except the College President who shall be appointed by the College Board for a term concurrent ***to serve ex-officio for a term concurrent*** with his or her office as President.

Vacancies in the Board of Directors may be filled by the College Board ***Foundation Board*** at any regular or special meeting. If the vacancy so filled by the College Board be that of the College President, such vacancy shall be filled by the successor to such office. Any vacancies on the Board of Directors, if filled by the College Board ***Foundation Board*** shall be for the unexpired term of the Director whose vacancy is so filled.

All members of the Board of Directors shall be eligible for reelection to the Board of Directors, without limitation upon the number of successive terms.

**Article V.
Registered Agent**

The name and business of the initial registered agent of this Corporation is: Dr. E. Jean Walker, Virginia Highlands Community College, P.O. Box 828 and State Route 372, Abingdon, Virginia 24210. This address, which is located in Washington County, is the initial registered address of this Corporation. The said registered agent is a resident of Virginia and is a Director of this Corporation.

**Article VI.
Liquidation**

In the event of liquidation, dissolution or termination of this Corporation by any means whatsoever, any assets available for distribution after provision for all obligations of this Corporation shall be distributed to the Community Colleges of Virginia Educational Foundation, Inc. However, if the named beneficiary is, at the time of this Corporation's dissolution no longer in existence, no longer a qualified distributee, or unwilling or unable to accept the assets of this Corporation, then such assets will be distributed exclusively for charitable purposes to an organization or organizations which are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and selected by the Virginia State Board for Community Colleges.

**Article VII.
Indemnification**

The Corporation shall have the power to indemnify its Directors, officers and employees as provided for by section 13.1-205.1 in the Code of Virginia (1950), as same may be amended from time to time.

IN WITNESS WHEREOF, we, the undersigned incorporators, set our names this 12th day of March, 1981.