

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, November 16, 1999

This is to Certify that the certificate of incorporation of

SISTER CITIES OF NEWPORT NEWS, INC.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: November 16, 1999



State Corporation Commission

Attest:

Joel H. Peck

Clerk of the Commission

ARTICLE OF INCORPORATION
OF
SISTER CITIES OF NEWPORT NEWS, INC.

A NON-PROFIT CORPORATION

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation shall be: Sister Cities of Newport News, Inc., a non-stock corporation.
2. The corporation shall be non-profit and shall not have or issue shares of stock or pay dividends.
3. The corporation shall have members who shall have the rights, privileges, qualifications, obligations and shall be selected in the manner set forth in the bylaws of the corporation. Initially, the incorporator shall be a member of the corporation and shall remain a member of the corporation until one or more additional members are admitted in the manner set forth in the bylaws.
4. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, shall be as follows:
 - a. To establish and operate a non-profit organization organized and operated exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law);
 - b. To cause the people of the City of Newport News, Virginia, and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations;
 - c. To foster, as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Newport News, Virginia and the people of similar cities of other nations;
 - d. To undertake, both in seeking and in consequence of such consciousness and concern, any activities and programs as will provide to one another appropriate charitable aid and comfort, education and mutual understanding, and to foster and nurture international cooperation, understanding and development between the people of Newport News, Virginia and selected sister cities, through educational, cultural, economic, technical, medical, charitable and sports-related exchanges and programs;
 - e. To participate as an organization in promoting, fostering and publicizing state and national programs of international municipal cooperation, and thereby to

- encourage other organizations and residents of American communities to engage and participate in such programs
- f. To foster and promote friendly relations and mutual understanding between the people of Newport News and people of friendly nations outside of the United States of America and to act as a coordinating body among those organizations, groups or individuals desiring to and engaging in the activities of such international municipal cooperation; and
- g. To do any other act or thing incidental to or connected with the foregoing purposes or connected to any other lawful purpose, or in advancement thereof, but not for pecuniary profit or financial gain of the members or the officers, directors or employees of the corporation, except as permitted by law.
5. The corporation's initial registered office address shall be: 11350 Jefferson Avenue, Suite 360, Newport News, Virginia 23602.
6. A. The name of the corporation's initial registered agent, whose business office is identical with the above registered office, is: Patrick R. Pettitt, Esq.
- B. The initial registered agent is an individual who is a resident of Virginia and member of the Virginia State Bar.
7. The director(s) of the corporation shall be elected by the members in the manner set forth in the bylaws of the corporation. The corporation shall initially have sixteen (16) directors, but the number of directors may be increased or decreased from time to time in the manner set forth in the bylaws.
8. Upon the dissolution of this corporation any assets available for distribution, after provisions for all obligations of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or a public purpose. No director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

9. INCORPORATOR:


Patrick R. Pettitt, Esq.

10/28/99
(Date)