

ARTICLES OF INCORPORATION
OF
Virginia Peninsula Chapter,
National Association of Residential Property Managers, Inc.

I, the undersigned incorporator, hereby undertake to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, 1950, as amended, and to that end, set forth the following:

ARTICLE I
CORPORATE NAME

The name of this corporation shall be: Virginia Peninsula Chapter, National Association of Residential Property Managers, Inc.

ARTICLE II
CORPORATE PURPOSE

A. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

B. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its trustees, directors, 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 its §501(c)(3) purposes stated herein.

C. 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 any candidate for public office.

D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

E. In furtherance of its purposes and at all times consistent with such purposes, this corporation is organized to establish a permanent association in the residential property management industry in the Virginia Peninsula geographical area (primarily encompassing Hampton, Newport News, York County, Williamsburg and James City County), to promote

a standard of business ethics, professionalism and fair practices among its members, to establish and promote education of its members and the community and to provide and promote an exchange of ideas regarding residential property management. The further purpose of this corporation is the transaction of any and every kind of lawful business not required to be specifically stated in these Articles. The power of this corporation includes, but is not limited to, such activities and powers enumerated in §13.1-826 et seq. of the Code of Virginia, 1950, as amended. Nevertheless, the corporation shall neither have nor exercise any power nor shall it directly or indirectly engage in any activity which would, 1) prevent it from obtaining exemption from Federal income taxation as a corporation as described in §501(c)(3) of the Internal Revenue Code of 1954, or 2: cause it to lose such exempt status once obtained.

ARTICLE III MEMBERS

The corporation shall have members in such classes as are from time to time set forth and described in the corporate by-laws.

ARTICLE IV DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization under §501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of by the Circuit Court of the City or County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V REGISTERED AGENT AND REGISTERED OFFICE

The initial registered office of the corporation is located in the City of Virginia Beach, Virginia, and its post office address is 101 N. Lynnhaven Road, Virginia Beach, VA 23452. The name of its initial registered agent is Carrollyn C. Cox, who is a resident of Virginia, a member of the Virginia State Bar, and whose business address is the same as that of the initial registered office of the corporation.

ARTICLE V BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors who shall also

constitute the Executive Committee. Directors of the corporation shall first be elected by the initial Board of Directors and thereafter any vacancies on the Board shall be filled by majority vote of the voting members assembled at a meeting called expressly for that purpose, which may be the Annual Meeting. At the expiration of his term, any Director may be reelected for succeeding terms. The initial number of directors shall be four. Subsequently, the number of directors shall be as set forth from time to time in the by-laws of the corporation.

The initial Board of Directors shall be four in number and the following: Frank McKinney, who shall also serve as President; Renee Quinn, serving as Vice President; Traci Lewis, serving as Secretary; Ann Rowe, serving as Treasurer.

Given under my hand this 14th day of October, 2005, in the City of Virginia Beach, Virginia.



Traci Lewis, Incorporator