

**ARTICLES OF INCORPORATION
OF
CAMP HANOVER, INC.**

A Virginia Nonstock Corporation

The Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a nonstock corporation pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, known as the Virginia Nonstock Corporation Act (§ 13.1-801 et seq.) or the "Act," do hereby set forth the following:

1. Name. The name of the corporation is CAMP HANOVER, INC. ("corporation or Camp Hanover").

2. Purpose. The exclusive purpose of the corporation, as organized, is for an educational purpose under section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or corresponding section of any future federal tax code). The corporation's educational purposes include, but are not limited to, the following:

(a) to provide a camp and retreat center for all youth in elementary, middle and high school as outdoor classroom opportunity to facilitate enrichment, service, meaningful friendships, and healthy growth through educational programs, camp facilities, environmental stewardship and outreach. By so doing, Camp Hanover, Inc. provides a place apart for renewal and growth in a natural environment for love, charity and hospitality.

Subject to the limitations set forth below, the corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be formed under the Act.

3. Activities and Powers.

(a) The corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the corporation may exercise any and all powers conferred upon nonstock corporations by §13.1-826 and § 13.1-827 of the Code of Virginia.

(b) 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 described in section 501(c)(3).

(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 or in opposition to 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 (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (iii) the corresponding section of any future federal tax code.

4. Members. The corporation shall have no members. All voting power, including without limitation the power to vote on amendments to these Articles of Incorporation pursuant to § 13.1-885 and § 13.1-888 of the Code of Virginia, shall be vested in the Board of Directors.

5. Directors. The manner by which directors, and ex officio directors if any, will be elected is consistent with § 13.1-819 and § 13.1-855 of the Code of Virginia:

(a) The number of directors of the corporation shall consist of not less than twelve (12), nor more than twenty-one (21) directors, unless otherwise provided in the By-laws. The initial directors shall be divided into three classes, each comprised of one-third (1/3) or as near as possible to one-third (1/3) of the total number of directors, as follows: (i) one third (1/3) of the initial directors shall serve a two (2) month term; (ii) one third (1/3) of the initial directors shall serve a one (1) year, two (2) month term; and (iii) one third (1/3) of the initial directors shall serve a two (2) year, two (2) month term; each dating from the first annual meeting of the corporation. Thereafter, all directors shall serve three (3) year terms, and may serve two (2) consecutive three (3) year terms, except that an initial director may serve two (2) additional three (3) year terms. One (1) class of directors shall be elected by the incumbent directors for a term of three (3) years to succeed the class of directors whose terms expire that year.

(b) Except as otherwise provided for in the By-laws, directors shall elect new directors, as needed, at the corporation's annual meeting.

(c) The class of initial directors shall include TIMOTHY BEANE; JENNIFER GWYN; & BRINT KEYES.

6. Dissolution. Upon the dissolution of this organization pursuant to § 13.1-903 of the Code of Virginia, assets shall be distributed, consistent with § 13.1-814 of the Code of Virginia 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 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 Hanover county where 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.

7. Indemnification. To the full extent allowed by the Act in force on the date of these Articles, the corporation shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because he is or was a director, or while a director, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The corporation may indemnify, and reimburse reasonable expenses of an officer, employee, or agent of the corporation who is not a director to the same extent as if he were a director.

8. Initial Registered Office and Agent. The initial registered office of the Corporation shall be 8101 Vanguard Drive, Suite 150, Mechanicsville, Virginia 23111, which is in the County of Hanover. The initial registered agent shall be Christopher K. Peace, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is 8101 Vanguard Drive, Suite 150, Mechanicsville, Virginia 23111.

9. Severability. Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

10. Incorporators. Pursuant to § 13.1-818 of the Code of Virginia, the incorporators shall be TIMOTHY BEANE and JENNIFER GWYN.

INCORPORATOR(S)

Signature

TIMOTHY BEANE

Signature

JENNIFER GWYN

Dated: ____/____/____

Prepared by:
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