

ARTICLES OF INCORPORATION  
OF  
VIPERS SOFTBALL CLUB FOR VETERANS  
(A TAX –EXEMPT NONSTOCK CORPORATION)

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the Commonwealth of Virginia Nonstock Corporation Act:

**Article I. Name**

The name of the Corporation is Vipers Softball Club for Veterans (hereinafter the “Corporation”)

**Article II. Duration**

The period of duration of the Corporation is perpetual.

**Article III. Purposes.**

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable and educational activities as enable it to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, Section 26 of the United States Code (26 U.S.C.) (hereinafter referred to as the “Code”). In furtherance of the above purposes, the Corporation shall have the power to exercise all power and authority granted to it under the Commonwealth of Virginia Nonstock Corporation Act, or otherwise, including but not limited to, the power to (i) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with intended purposes.

The Corporation is organized and operated as a qualified amateur sports organization within the meaning of Internal Revenue Code section 501(c)(3) and section 501(j). The Corporation is organized and operated exclusively to foster national and/or international amateur softball team competitions, primarily for Veterans of the United States Armed Forces.

**Article IV. Members**

The corporation shall have no members.

**Article V. Directors**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the corporation and may perform all acts in furtherance thereof as are not forbidden to the directors by law, these Articles of Incorporation, or the Bylaws.

The manner of election or appointment of the Board of Directors shall be as provided in the Bylaws of the Corporation. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than three (3) directors. The initial directors of the board of directors, and the initial chairman of the Board of Directors shall be as follows:

Carl S. Ey, Chairman of the Board of Directors  
David Obstgarten, Director  
David Hixson, Director  
John Kulifay, Director  
Marty Chavers, Director  
Jimmy Sneed, Director

## **Article VI. Bylaws**

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The initial bylaws shall be adopted by the Board of Directors as named above. The power to amend or repeal the Bylaws shall be provided for in the Bylaws.

## **Article VII. Limitation on Personal Liability**

The personal liability of the directors of the Corporation is hereby limited to the fullest extent permitted by the Commonwealth of Virginia Nonstock Corporation Act, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal. The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

## **Article VIII. Indemnification**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Commonwealth of Virginia Nonstock Corporation Act, as the same exists or may hereafter be amended, except as prohibited under Chapter 42 of the Code.

## **Article IX. Limitation on Activity**

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, and notwithstanding any other provision of these Articles:

- (a) The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and

170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

- (b) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational or scientific within the meaning of Code 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 except to the extent permitted by Code Section 501(c)(3) and (h), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. To the extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempt to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501, as amended;
- (d) Pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the corporation shall ever inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in Article III above, and
- (e) Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Code Section 509, then during such time or times:
  - (i) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941
  - (ii) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942
  - (iii) The Corporation shall not retain any excess business holdings as defined in Code Section 4943
  - (iv) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944
  - (v) The Corporation shall not make any taxable expenditures as defined in Code Section 4945.

## **Article X. Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall:

- (a) Pay or make provision for the payment of all of the Corporation’s liabilities
- (b) Return, transfer, or convey (or make provision thereof) all assets held by the Corporation under conditions requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and
- (c) Dispose of the Corporation’s remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for charitable, educational, scientific, religious or literary purposes as shall, at that time, qualify for exemption under Code Section 501(c)(3), as the directors shall determine, provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit. Any such assets 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, to be used exclusively for purposes that are charitable, educational, scientific, religious, or literary within the meaning of Code Section 501(c)(3), or to an organization or organizations organized and operated exclusively for charitable purposes.

**Article XI. Definitions**

As used in these Articles, the term “Internal Revenue Code” means the Internal Revenue Code of 1986, Title 26 of the United States Code (26 U.S.C.) as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue law.

**Article XII. Registered Office and Registered Agent**

The name and address of the Corporation’s initial registered agent is Carl S. Ey, residing at 6501 Byron Avenue, Springfield, VA 22150..

**Article XIII. Incorporators**

The names and addresses of the incorporators are as follows:

- Nancy Ortmeyer Kuhn – Jackson and Campbell, P.C.  
1120 20<sup>th</sup> Street, NW  
Suite 300 South  
Washington, D.C. 20036
- Jedediah R. Bodger – Jackson and Campbell, P.C.  
1120 20<sup>th</sup> Street, NW  
Suite 300 South  
Washington, D.C. 20036
- Carl S. Ey - 6501 Byron Avenue,  
Springfield, VA 22150

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act this \_\_\_\_ day of \_\_\_\_\_, 2010.

Signature of Incorporators

\_\_\_\_\_  
Nancy Ortmeyer Kuhn

\_\_\_\_\_  
Clifton M. Mount

\_\_\_\_\_  
Carl S. Ey

I hereby consent to my designation in this document as resident agent for this Corporation.

\_\_\_\_\_  
Carl S. Ey

Return Filing to:  
Nancy Ortmeyer Kuhn, Esq.  
Jackson & Campbell, PC  
1120 Twentieth Street, NW  
South Tower  
Washington, DC 20036