

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**ARTICLES OF INCORPORATION
VIRGINIA NONSTOCK CORPORATION**

OF THE

SAXIS ISLAND MUSEUM

The undersigned intends to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, 1950 as amended, and to that end sets forth the following:

1. The name of the Corporation is the SAXIS ISLAND MUSEUM.

FIRST:

The purpose or purposes for which the corporation is formed are as follows:

Non-profit, charitable and educational purposes.

SECOND:

The corporation shall not have any capital stock and the directors shall elect their successors at an annual meeting of the board of directors. The corporation may have members and the conditions of membership is as shall be provided in the organizational bylaws.

THIRD:

The corporation is also organized for purposes which are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any

other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

FOURTH:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by the circuit Court of the county in which 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 exclusively for such purposes.

2. The name of the corporation's initial registered agent is HANNAH T. GLISSON. The initial registered agent is an individual who is a resident of Virginia and who is also a director of the Corporation and whose address is:

P.O. Box 12
20037 Saxis Road
Saxis, Virginia 23427

3. The corporation's initial registered office address, including the street and number, is:

P.O. BOX 21
20101 Saxis Road
Saxis, Virginia 23427

4. The corporation's initial registered office is physically located in the County of Accomack, Virginia.

5. That the names and addresses of the directors are as follows:

<u>Name</u>	<u>Address</u>
Hannah T. Glisson,	P.O. Box 12, 20037 Saxis Road, Saxis, VA 23427
Moody K. Miles, III,	42 Meadowood Drive, Stafford, VA 22554
James C. Lewis, Jr.,	P.O. Box 57, 8519 Lee's Circle, Saxis, VA 23427
Cecil Glenn Linton,	6613 Snow Hill Road, Snow Hill, MD 21863
Donna M. Croushore,	1742 Gallagher Road, Plymouth Meeting, PA 19462
Barry W. Miles,	6641 Whitesburg Road, Snow Hill, MD 21863

6. Each person now or hereafter a director or officer shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney fees imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit or proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been an officer or director of the Corporation at the time such costs or expenses are incurred by or imposed upon him or her, except in relation to matters as to when he or she shall have been finally adjudged in such action, suit or proceeding or have been found liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer. In the event of settlement, the indemnification shall be made only if the

Corporation shall be advised, in case none of the persons involved shall be or have been a director or officer of the Corporation, by the Board of Directors of the Corporation, and, otherwise, by independent counsel to be appointed by the Board of Directors, that in its or in counsel's opinion, such director or officer was not guilty of gross negligence or willful misconduct in the performance of his or her duties, and in the event of settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel.

Such right of indemnification shall not be deemed exclusive of any rights to which he or she may be entitled under any bylaw, agreement, or otherwise.

7. The period of time for which the Corporation shall remain in existence is unlimited.

8. In addition to the purposes of the Corporation set forth above, the corporation may engage in any lawful acts or activity for which corporations with non-profit, charitable, and educational purposes may be organized under the Code of Virginia. The corporation shall have all the powers not prohibited by law or required to be stated in the Articles of Incorporation.

FITZHUGH LEE GODWIN, JR.
Incorporator
(703) 528-9800

Date

COMMONWEALTH OF VIRGINIA
COUNTY OF ARLINGTON

Subscribed and sworn to before me this _____ day of October,
2011, by FITZHUGH LEE GODWIN, JR.

NOTARY PUBLIC

MY COMMISSION EXPIRES: _____

Registration#: _____

October 27, 2011

The State Corporation Commission
P.O. Box 1197
Richmond, Virginia 23209

Re: SAXIS ISLAND MUSEUM

Dear Commissioner:

Please find enclosed the proposed Articles of Incorporation of SAXIS ISLAND MUSEUM. Also, I have enclosed our check for \$75.00 payable to the State Corporation Commission for the registration fee. It is requested that the charter be returned to my office at the above address.

If you have any questions, please contact me at my office at the number shown above.

Sincerely,

Fitzhugh Lee Godwin, Jr.
Attorney at Law

Enclosures