

Boys & Girls Clubs of Metro Richmond

Articles of Restatement

The undersigned, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia of 1950, as amended, states as follows:

1. Name. The name of the Corporation is Boys & Girls Clubs of Metro Richmond (the “*Organization*”), and the Identification Number assigned to the Organization by the Virginia State Corporation Commission (“SCC”) is 0170023 – 6.
2. New Articles of Incorporation. The Articles of Incorporation of the Organization are deleted in their entirety and amended, restated and replaced by the Amended and Restated Articles of Incorporation of the Organization (“Amended Articles”) attached hereto as Exhibit A.
3. Action by the Board of Directors. The Organization does not have Members. The Amended Articles were authorized and approved by the Board of Directors of the Organization on June 22, 2023.

Dated: June 22 2023

BOYS & GIRLS CLUBS OF METRO RICHMOND

By: 
William Krusen

Its: Chairman of the Board of Directors

Amended and Restated Articles of Incorporation

Boys & Girls Clubs of Metro Richmond

A. Corporate Name. The name of the corporation is Boys & Girls Clubs of Metro Richmond (the “**Organization**”).

B. Purposes. The Organization is a nonstock corporation for exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (along with the corresponding provisions of any successor federal tax legislation, the “**Code**”), and more specifically to empower young people, especially those from historically marginalized communities, to succeed in life. In aid of such purposes, the Organization is empowered and authorized to undertake any and all lawful activity permitted of nonstock corporations under the laws of Virginia, and will have all powers granted it under Va. Code Ann. § 13.1-826 and any other applicable statute. For the avoidance of doubt, the Organization will not be operated for the primary purpose of carrying on a trade or business for profit.

C. Prohibited Activity. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation (these “**Articles**”), the Organization shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from U.S. federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the code. No part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization 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. No Private Inurement. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to any director or officer of the Organization or any other person who is a “private shareholder or individual” within the meaning of Section 501(c)(3) of the Code, except that reasonable compensation may be paid for services rendered to or for the Organization affecting one or more of its purposes set forth in Paragraph B.

E. Dissolution. No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Organization. Upon dissolution of the Organization, all funds, property, and other assets of the Organization not necessary to discharge its legal debts and obligations shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

F. Members. The Organization shall have no members. All voting power, including without limitation, the power to vote on amendments to these Articles, shall be vested in the Board of Directors of the Organization (the “**Board of Directors**”).

G. Directors. All corporate powers shall be exclusively exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction of the Board of Directors. Subject to these Articles, the number of the directors shall be as set forth in the Amended and Restated Bylaws of the Organization (the “*Bylaws*”). The Organization’s directors shall be elected at the annual meeting of the Board of Directors as set forth in the Bylaws. As described in the Bylaws, directors will serve staggered terms, such that as is reasonably possible one third of the directors will be elected each year at the annual meeting of the Board of Directors. The officers of the Organization, as provided by the Bylaws, shall be elected in the manner set out therein and shall serve until their successors have been elected.

H. Limitation on Liability. In any proceeding brought by or on behalf of the Organization, the damages assessed against an officer or director of the Organization arising out of a single transaction, occurrence, or course of conduct shall not exceed one dollar (\$1.00), unless the officer or director engaged in willful misconduct or a knowing violation of the criminal law. Under no circumstances shall the damages assessed against an officer or director in any proceeding exceed the limit specified in the Virginia Nonstock Corporation Act.

I. Indemnification of Directors, Officers and Others.

1. **Indemnification.** The Organization shall indemnify an individual who , was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Organization) because such individual is or was a director of the Organization against liability incurred in the proceeding and against expenses incurred by such individual in connection therewith except such liabilities and expenses incurred because of such person’s willful misconduct or knowing violation of the criminal law.

2. **Advance for Expenses.** The Organization shall pay for or reimburse the reasonable expenses incurred by a director of the Organization who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) the director furnishes the Organization a written statement of such person’s good faith belief that such person has met the standard of conduct described in Paragraph I, Section 1;

(b) the director furnishes the Organization a written undertaking, executed personally or on such person’s behalf, to repay the advance if it is ultimately determined that such person did not meet the standard of conduct (which undertaking shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and

(c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Article 9 of the Virginia Nonstock Corporation Act or Paragraph I, Section 1.

3. **Determination and Authorization of Indemnification.** The Organization shall not indemnify a director of the Organization under Paragraph I, Section 1 unless authorized in the specific case after a determination has been made that indemnification of the director is

permissible in the circumstances because such person has met the standard of conduct set forth in Paragraph I, Section 1. The determination shall be made:

(a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(b) if such a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate in such designation), consisting solely of two or more directors not at the time parties to the proceeding; or

(c) by legal counsel:

(i) selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) above; or

(ii) if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the full Board of Directors, in which directors who are parties may participate in such selection.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Paragraph I, Section 3 to select counsel.

4. **Indemnification of Officers, Employees, Agents and Others.** Each officer and employee of the Company shall be entitled to indemnification and advance expenses to the same extent as a director. The Organization may, to a lesser extent or to the same extent that the Organization is required to provide indemnification and make advances for expenses to its directors, provide indemnification and make advances and reimbursements for expenses to agents or any person serving any other legal entity in any capacity at the request of the Organization, and may contract in advance to do so. The determination that indemnification under this paragraph is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law.

5. **Insurance.** The Organization may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Organization, or who, while a director, officer, employee or agent of the Organization, is or was serving at the request of the Organization as a director, manager, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by such individual in that capacity or arising from such individual's status as a director, manager, officer, employee or agent, whether or not the Organization would have power to indemnify such individual against the same liability under Paragraph I, Section 1.

6. **Application.** Indemnity hereunder shall continue as to a person who has ceased to have the capacity referred to above and shall inure to the benefit of the heirs, executors and administrators of such a person.

J. Amendments. These Articles may be amended at any time by a two-thirds majority of the then serving members of the Organization's Board of Directors at a regular meeting or a special meeting called for such purpose; provided, that in no event shall any change be made resulting in a change of its not-for-profit character whereby the profit of the Company would inure to the benefit of any individual or group.