

Amended and Restated  
ARTICLES OF INCORPORATION OF  
NORTHERN VIRGINIA ASTRONOMY CLUB

Form SCC889  
Virginia State  
Corporation  
Commission

The undersigned, on behalf of the Northern Virginia Astronomy Club, a nonstock not-for-profit corporation organized and existing pursuant to Title 13.1 Chapter 10 of the Code of Virginia (the "Corporation"), states as follows:

1. The Corporation was originally incorporated on November 4, 1991 pursuant to the Virginia Nonstock Corporation Act. The Corporation is registered with Virginia State Corporation Commission Entity ID 03833035.
2. The name of the Corporation immediately prior to restatement is Northern Virginia Astronomy Club.
3. The restatement contains an amendment to the articles of incorporation.
4. The text of the amended and restated articles of incorporation is attached hereto.
5. The amendment and restatement was adopted by the Corporation on (date) .
6. The amendment and restatement was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present, the total number of votes cast for and against the amendment and restatement by the single eligible voting group was:

Total votes FOR \_\_\_\_\_ Total votes AGAINST \_\_\_\_\_

And the number cast for the restatement by the voting group was sufficient for approval.

Executed in the name of the Corporation by:

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(date)

\_\_\_\_\_  
(printed name)

\_\_\_\_\_  
(corporate title)

\_\_\_\_\_  
(SCC ID no.)

\_\_\_\_\_  
(telephone)

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ARTICLE ONE - NAME OF CORPORATION

A. The name of the Corporation is: Northern Virginia Astronomy Club.

ARTICLE TWO - PURPOSE OF CORPORATION

A. The purpose of the Corporation shall be to promote astronomy and related sciences and technologies by:

- fostering, in its members and the general public, knowledge of and interest in astronomy by means of public lectures, demonstrations, observing sessions, publications, and other programs related to astronomy,
- providing collaborative assistance to its members who wish to conduct research related to astronomy,
- assisting other organizations in achieving this purpose,
- undertaking other educational or scientific projects related to astronomy,
- providing opportunities and encouragement for members to individually contribute to the purpose.

B. All activities shall be limited as stated in ARTICLE THREE

ARTICLE THREE - LIMITATIONS

A. No part of the net earnings of the Corporation shall 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 Two hereof.

B. 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.

C. 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Notwithstanding any other provision of these articles, the Corporation shall be limited to those activities permitted by the Code of Virginia, Title 13.1, Chapter 10: Virginia Nonstock Corporation Act, regulating not-for-profit corporations.

#### ARTICLE FOUR - DISSOLUTION

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 and operated exclusively for such purposes.

#### ARTICLE FIVE - DATE OF ANNUAL MEETING

A. The annual members meeting shall be the last regular meeting each calendar year. This is also the election meeting.

B. The annual meeting of the Corporation shall be the first Board meeting of each year. The chairman of the Board and officers shall report on corporation status, plans and budget for the year, and other matters supervised by the Board.

#### ARTICLE SIX - BOARD OF DIRECTORS

A. The Corporation shall be governed by a Board of Directors comprised of at least five (5) directors. All directors shall be current members in-good-standing of the Corporation. The number of directors and means of election are set in the Bylaws. Directors shall serve one- or two-year terms as set forth in the Bylaws.

B. Directors shall be elected by a majority of the eligible and voting members. Qualifications for voting members are set forth in the Bylaws. Procedures for elections and for filling vacant director positions are set forth in the Bylaws.

C. The selection, powers, and responsibilities of officers of the Corporation are set forth in the Bylaws.

D. The Board of Directors shall have the authority to supervise the business and economic affairs of the Corporation, the property of the Corporation and its use, and such other matters as the membership may choose to bring before it. These may include, but are not limited to: the publications of the Corporation; the programming and public relations of the Corporation; the affairs of any facility the Corporation may operate; accepting cash and material charitable donations, and disposing of excess;

and relations between the Corporation and any affiliated organization. The Board is thus empowered to consider all general society business excepting those which are reserved to the voting members of the Corporation.

E. The Bylaws define membership classes with associated responsibilities and privileges that are consistent with the scientific and educational purpose of the Corporation. The Bylaws set forth the voting rights and the process for setting dues for each membership class. Membership dues are a major source of charitable funding for the Corporation.

F. The Board of Directors shall establish programs to advance the Corporation educational and scientific purpose. Detailed procedures and restrictions are set forth in the Bylaws.

G. Procedures for calling Board and membership meetings and requirements for a quorum are set forth in the Bylaws.

#### ARTICLE SEVEN– AMENDMENTS TO THE ARTICLES

A. These Articles may be amended at any time following ratification by the membership in a manner set forth in the Bylaws and in accordance with procedures prescribed by the State Corporation Commission of Virginia.

#### ARTICLE EIGHT - BYLAWS

A. The Corporation shall be governed by Bylaws as adopted henceforth. The Bylaws set forth membership provisions for the Corporation and cover other matters related to the operation of the Corporation and conduct of meetings.

B. The Bylaws shall not conflict with these Articles or applicable law.

C. Bylaws may be amended in a manner set forth in the Bylaws themselves.