

**ARTICLES OF INCORPORATION
of the
MARTIN LUTHER KING, JR. MEMORIAL COMMISSION EMANCIPATION
PROCLAMATION AND FREEDOM MONUMENT SUBCOMMITTEE**

CONFIDENTIAL DRAFT: NOT FOR RELEASE

Prepared by
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Division of Legislative Services
May 21, 2014

The undersigned hereby forms a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (§ 13.1-801, et seq.), as it may be amended from time to time, and to that end sets forth the following:

ARTICLE I

The name of the corporation shall be the Martin Luther King, Jr. Memorial Commission Emancipation Proclamation and Freedom Monument Subcommittee (hereinafter referred to as the "Subcommittee").

ARTICLE II

The principal office of the Subcommittee is located in the City of Richmond, Virginia.

ARTICLE III

The Subcommittee is organized exclusively for charitable, educational, and literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. In addition, and to the extent not inconsistent with these Articles of Incorporation, the Subcommittee shall have all of the general powers granted to Virginia non-stock corporations.

ARTICLE IV

The Subcommittee shall have 13 members. The Subcommittee is not organized for profit; it shall have no capital stock, and shall not be authorized to issue capital stock.

ARTICLE V

No part of the net earnings of the Subcommittee 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 no distributions in furtherance of the Subcommittee corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except that, if the Subcommittee so elects, it may make such expenditures in conformity with section 501(h) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code), and the Subcommittee shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to an candidate for public office. Notwithstanding any other provision of these articles, the Subcommittee 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 of 1986, 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 of 1986, or the corresponding section of any future federal tax code.

ARTICLE VI

A board of directors, which may also be known as the Board of Trustees, shall manage the affairs of the Subcommittee. The Subcommittee or Corporation shall be appointed in accordance with the applicable provisions of the Bylaws of the Board of Trustees, as amended from time to time, relative to the Subcommittee.

The Board of Trustees shall have all powers not inconsistent with the laws of the Commonwealth and the United States.

The names and addresses of the persons who are the initial trustees of the Subcommittee are as follows:

The Honorable Viola Baskerville
3223 Hawthorne Avenue
Richmond, VA 23222

Mrs. Valerie Braxton-Williams
312 North Wilkinson Road
Richmond, Virginia 23222

Reverend Ricardo L. Brown
1415 West Cary Street
Richmond, VA 23220

Dr. Ronald L. Carey
5236 Fisher Crest Lane
Richmond, VA 23231

The Honorable Jean W. Cunningham
6205 Glendale Woods Drive
Richmond, VA 23231

Mr. Patrick Farris
Warren Heritage Society
101 Chester Street
Front Royal, VA 22630

Dr. Laurant Lee
Curator of African American History
Virginia Historical Society
428 North Boulevard
Richmond, VA 23220

Delegate Jennifer L. McClellan
P.O. Box 406
Richmond, VA 23218

The Honorable Frank Ruff
237 Old Rock Road
Clarksville, VA 23927

Kirk T. Schroder, J.D., Ph.D.
Schroder Fidlow and Titley, PLC
1901 East Franklin Street, Suite 107
Richmond, VA 23223

Dr. Robert C. Vaughan, III
President, Virginia Foundation for the Humanities
145 Ednam Drive
Charlottesville, VA 22903

Mr. Charles Withers
3735 Franklin Road, Suite 215
Roanoke, VA 24014

The Honorable Thomas C. Wright, Jr.
P. O. Box 1323
Victoria, VA 23974

ARTICLE VII

The Subcommittee's registered agent is _____, a resident of Virginia and a member of the Virginia State Bar. The registered office address is _____
Richmond, Virginia _____. The registered office is physically located in the City of Richmond, Virginia.

ARTICLE VIII

Upon dissolution of the Subcommittee, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute assets for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall distribute assets to the federal government, or to a state or local government, for a public purpose as the Board of Trustees shall determine.

ARTICLE IX

The Board of Trustees may by its Bylaws make other provisions or requirements consistent with applicable provisions of the Code of Virginia for the arrangement or conduct of the business of the Subcommittee, provided that the same are not inconsistent with these Articles of Incorporation or contrary to the laws of the Commonwealth and of the United States.

IN WITNESS WHEREOF, I have signed these amended Articles of Incorporation as the incorporator, and acknowledge the same to be my act this ____th day of May, 2014.

Robert C. Vaughan, III, Chairman