

ARTICLES OF INCORPORATION  
METRO RICHMOND POLICE EMERALD SOCIETY, INC.

STATE CORPORATION COMMISSION  
RECEIVED  
JAN 20 2012  
Clerk's Office

ARTICLE I  
NAME

The name of the corporation is Metro Richmond Police Emerald Society, Inc. (the "Corporation").

ARTICLE II  
PURPOSES

The purpose or purposes for which the Corporation is organized are:

1. To foster camaraderie and cooperation between the law enforcement agencies in the Metro Richmond Area of the Commonwealth of Virginia to better serve the general public.
2. To honor sworn Law Enforcement Officers in varied Law Enforcement agencies, their accomplishments, their contributions, and their service to the Metro Richmond Area of the Commonwealth of Virginia.
3. To diligently and tirelessly continue the furtherance, support, and recognition of all Law Enforcement Officers who serve the Citizens of the Metro Richmond Area in perpetuity.
4. To provide assistance (both financial and otherwise) for the families of any Law Enforcement Officer who is killed in the line of duty in the Metro Richmond Area of the Commonwealth of Virginia.
5. To provide assistance for any Law Enforcement Officer who is seriously injured in the line of duty in the Metro Richmond Area of the Commonwealth of Virginia.
6. To be an exclusively charitable, benevolent, Non-stock Corporation and to conduct its business consistent with the Internal Revenue laws governing tax-exempt organizations.
7. To use or operate all its property, whether real or personal, exclusively for general and community purposes.
8. No part of the net earnings of the Corporation or net assets upon voluntary or involuntary dissolution of the Corporation shall inure to the benefit of any director, employee, officer, member of the Corporation nor to any other individual, and no substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding

any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE III  
MEMBERSHIP

The Corporation shall consist of members whose qualifications are set forth herein and in the Corporation's Bylaws.

Any person may become a member of the Corporation by applying for membership in such form as may be prescribed by the Board of Directors, and by paying such annual dues as may be fixed from time to time by the Board of Directors with the consent of the membership. Each member shall be entitled to any and all privileges of membership, to include the right to vote, as set forth in the Corporation's By-laws.

ARTICLE IV  
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) persons and shall be elected by the members of the Corporation in accordance with the Bylaws.

Vacancies which occur upon the Board of Directors shall be filled by the remaining members of the Board of Directors for the unexpired term.

ARTICLE V  
REGISTERED AGENT AND OFFICE

The address of the registered agent is 200 West Grace Street, Richmond VA 23220. The name of the initial registered agent is Marshall M. Young who is a resident of the Commonwealth of Virginia and an initial director of the corporation, and whose business address is the same as the registered office of the Corporation.

ARTICLE VI  
INITIAL DIRECTORS

Richard Shannon	137 Lee Ave, Richmond VA 23075
Bernard Adams	706 N 27th St. Richmond VA 23223
Marshall M. Young	1007 K North Hamilton St, Richmond VA 23221
Christopher Wulff	4719 Shepherds Mill Rd Chesterfield VA 23832
Bobby Clark	300 Biltmore Dr, Colonial Heights, VA 23834
James Livingstone	7822 Balineen Ct Henrico VA 23228
Michael McCann	15380 Prince George Dr Disputanta VA 23842

ARTICLE VII

## LIMITS OF LIABILITY; INDEMNIFICATION

In every instance permitted by the Virginia Non-stock Corporation Act, as amended, no liability shall be incurred by a director or officer of the Corporation or its members arising out of a single transaction, occurrence or course of conduct.

Each director or officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgment, settlements, costs, and expenses, including attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceedings or claim to which he is or may be made a party by reason of his being or having been a director or officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall have been finally adjudged in such suit, action or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. In the event of any other judgment against such director or officer or in the event of a 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, 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 his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duties, and in the event of settlement, that such settlement was or is in the best interest of the Corporation. If indemnification is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel. Such right of indemnification shall be deemed exclusive of any other rights to which he may be entitled under any by-laws, agreement or otherwise.

## ARTICLE VIII

### DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed pursuant to an order of a court of competent jurisdiction of the county or city in which the Corporation's principal office is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

By: Marshall M. Young



Its: Secretary