

Commonwealth of Virginia State
Corporation Commission

Articles of Restatement of a Virginia Nonstock Corporation
of
The Friends of Samuels Public Library, Inc.

- 1) The name of the corporation immediately before the restatement is The Friends of Samuels Public Library, Inc. (FOSL)
- 2) The restatement contains an amendment to the articles of incorporation.
- 3) The text of the amended and restated articles is attached hereto.
- 4) The restatement was adopted by the Corporation on 8/27/2015.
- 5) The restatement was proposed by the Board of Directors and submitted to the members in accordance with Chapter 10 of Title 13.1 of the Code of Virginia, and the number cast for the restatement by each voting group was sufficient for approval by that voting group.

Detail of Vote

33 in favor 0 opposed

Meeting held on 8/27, 2015 at the Samuels Public Library, Front Royal, VA 22630.

Joan Richardson, President, Board of Directors
The Friends of Samuels Library, Inc.

Date

SCC ID# 04229332

The name and mailing address of the individual who caused this document to be delivered for filing and to whom the Commonwealth may deliver notices is Jeffrey Hotek, Treasurer, Friends of Samuels Public Library, 330 E. Criser Road, Front Royal, VA 22630 at the direction of the Corporation's Board of Directors.

Restatement of Articles of Incorporation
of
The Friends of Samuels Public Library Inc.
(A Virginia Nonstock Corporation)
Approved by the Virginia Corporation Commission on November 9, 2015

ARTICLE 1

Name. The name of the Corporation is "The Friends of Samuels Public Library, Inc." a nonstock corporation, hereafter referred to as ~~(FOSL)~~.

ARTICLE 2

Duration. The duration of FOSL shall be perpetual.

ARTICLE 3

Purpose. FOSL is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the Code). FOSL, as a Code section 509(a)(3) supporting organization, shall limit activities solely to the charitable and educational purposes of Samuels Library, Incorporated (Library), a public charity exempt under Code section 501(c)(3), its supported organization. All of FOSL's activities shall be operated in connection with the Library.

ARTICLE 4

Activities. No substantial part of the activities of FOSL shall consist of carrying on propaganda or otherwise attempting to influence legislation, and FOSL shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

FOSL may engage in all activities allowed by the laws of Virginia, but shall not engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code.

ARTICLE 5

Board of Directors. The management of the affairs of FOSL and of the disposition of its funds and property shall be vested in a Board of Directors (Board) consisting of not less than 5 (five) nor more than 15 (fifteen) Directors. The FOSL Board of Directors shall appoint or elect subsequent directors. Further, the FOSL Board shall include at least 1 (one) representative of the Library and/or the Library's Board of Trustees.

ARTICLE 6

Compensation. No part of the earnings of FOSL shall inure to the benefit of, or be distributed to its directors, officers or other private persons, except that FOSL shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

ARTICLE 7

Members. FOSL shall have no voting members but may have non-voting members. Membership shall be based upon dues and classifications as set forth in FOSL Bylaws.

ARTICLE 8

Dissolution. In the event FOSL shall cease to engage in carrying out the purposes set forth in these Articles, the Board of Trustees of Samuels Library, Inc. shall have the power to dissolve FOSL. Alternatively, a quorum of the FOSL Board of Directors, shall have the power to vote for the dissolution of the organization.

Upon the dissolution or winding up of FOSL, or, all of the business properties, assets and income of FOSL remaining after paying or provision for payment of all debts or liabilities of FOSL, shall be distributed to the Library, an organization exempt under section 501(c)(3) of the Code, for library purposes or, if said Library is not then so qualified or such distribution is not then possible or if the Library shall not desire said assets for said purpose, then the assets shall be distributed to the County of Warren, Virginia exclusively for library purposes or if such distribution is impossible, then to such organizations organized and operated exclusively for charitable and educational purposes that shall at the time qualify as an exempt organization under section 501(c)(3) of the Code.

ARTICLE 9

Fiscal Year. FOSL's fiscal year shall begin on July 1 and end on June 30.

ARTICLE 10

Bylaws. The Bylaws of FOSL are adopted by the Board. The Board shall have the power to alter, amend or repeal the Bylaws. Such Bylaws may contain any provisions for the regulation or management of the affairs of FOSL which are not inconsistent with the law or these Articles, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any Director or officer of FOSL any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE 11

Amendment. These Articles may be amended by the affirmative vote of two-thirds (see 13.1-885) of the Board in accordance with Chapter 10 of Title 13.1-884 of the 1950 Code of Virginia. Notwithstanding the foregoing, if the Board of Trustees of Samuels Library, Incorporated determines that FOSL is not carrying out the purposes expressed in Article 3, said Library Board shall have the power to amend these Articles as it determines. FOSL may not amend these Articles to modify the foregoing right of the Library Trustees.

Approved by the Friends of Samuels Library Board of Directors on October 2,
2015