

ARTICLES OF RESTATEMENT  
FOR  
VIRGINIA ASSOCIATION FOR HEALTH,  
PHYSICAL EDUCATION, RECREATION AND DANCE, INC.

The undersigned, desiring to amend and restate the Articles of Incorporation of a Virginia nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended (the "Code"), hereby sets forth the following:

1. The name of the corporation is Virginia Association for Health, Physical Education, Recreation and Dance, Inc. (the "Corporation").
2. The restatement contains an amendment and restatement of the Articles of Incorporation.
3. The text of the Amended and Restated Articles of Incorporation is attached hereto.
4. This restatement was adopted by at least two-thirds (2/3) of the Board of Directors of the Corporation on November 10, 2011, as required by Sections 13.1-888 and 13.1-889 of the Code.
5. The Corporation has no members with voting rights concerning amendments to the Articles of Incorporation; therefore, member action was not required.

Executed in the name of the Corporation by:

\_\_\_\_\_  
Charlotte Kelso, President

\_\_\_\_\_, 2011  
Date

SCC ID No. 0379446-8

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
VIRGINIA ASSOCIATION FOR HEALTH,  
PHYSICAL EDUCATION, RECREATION AND DANCE, INC.

A. Name. The name of the Corporation is Virginia Association for Health, Physical Education, Recreation and Dance, Inc.

B. Purposes and Powers. The Corporation is formed exclusively for charitable and educational purposes, including the following:

1. To promote quality programs in health, physical education, recreation, dance, and sport.

2. To facilitate the professional growth and development of its members through meaningful membership services, current research, best educational practices, and other efforts that will have a positive impact on society as a whole.

3. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law)(the "Code"). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above. 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 any candidate for public office. 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 Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

C. Members. The Corporation shall have such classes of members with such rights as set forth in the Bylaws of the Corporation. Members shall have such voting rights as set forth in the Bylaws.

D. Directors. The management and control of the Corporation shall be vested in its Board of Directors. The number of Directors shall be set by the Bylaws. Directors shall be elected in accordance with procedures set forth in the Bylaws.

E. Registered Office and Registered Agent. The address of the Corporation's registered office is 5601 Ironbridge Pkwy., Suite 102, Chester, Virginia 23831. The registered office is located in the County of Chesterfield, Virginia. The name of the initial registered agent is Christopher J. Habenicht, Esq., who is a resident of the Commonwealth of Virginia, a member of the Virginia State Bar, and whose business office is identical with the registered office of the Corporation.

F. Indemnification. Any person who is or was a director or officer of the Corporation and who is made a party to a proceeding because he or she is or was serving the Corporation in that capacity shall be indemnified by the Corporation against liability incurred in the proceeding as provided in the Corporation's Bylaws. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability.

G. Elimination of Liability. In any proceeding brought by or on behalf of the Corporation, no damages shall be assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct unless the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

H. Action Without a Meeting. Any action required or permitted by Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, to be adopted or taken at a membership meeting may be adopted or taken without a meeting, and without prior notice, if consents in writing setting forth the action so adopted or taken are signed by members having not less than the minimum number of votes that would be required to adopt or take the action at a meeting at which all members entitled to vote on the action were present and voted.

DATED: \_\_\_\_\_, 2011

Signature: \_\_\_\_\_  
Name: Charlotte Kelso  
Title: President