

**ARTICLES OF INCORPORATION**  
**of**  
**VIRGINIA FEDERATION OF GARDEN CLUBS, INCORPORATED**

Charter Granted: June 8, 1966

Amended: May 12, 1982

Amended: May 4, 1994

This is to certify that we do hereby associate ourselves to establish a non-stock corporation under and by virtue of the laws of the State of Virginia for the purpose and under the corporate name hereinafter mentioned, and to that end we do this, our Articles of Incorporation, set forth as follows:

**ARTICLE I**

The name of the corporation shall be Virginia Federation of Garden Clubs, Incorporated.

**ARTICLE II**

The object for which the said corporation is organized shall be:

To operate on a nonprofit basis for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Specifically, the purposes of the corporation are as follows:

1. To aid in the protection and conservation of natural resources, to promote civic beautification and to encourage the improvement of roadsides and parks;
2. To encourage and assist in establishing and maintaining botanical gardens and horticultural centers;
3. To advance the education of members and the public in the fine art of gardening, floral and landscape design, horticulture and environmental education, and to promote ecological education for youth;
4. To cooperate with other organizations in furthering the foregoing purposes and in such activities as may be approved by the Board of Directors;
5. To further higher education in horticulture, conservation and landscape design through scholarships;
6. To acquire real and personal property and interest therein, by purchase, gift, or any other legal means, as may be necessary and proper for carrying on its legitimate affairs;
7. To restrict the activities of the corporation so that it shall not be used or operated for private profit and no assets of the corporation shall inure to the private profit of any member, officer of the corporation, or any private individual or be used for any purpose other than those enumerated in the object for which said corporation is organized; and
8. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted by a corporation:
  - (a) exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Law; or
  - (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1995, or the corresponding provision of any future United States Internal Revenue Law.

### **ARTICLE III**

Voting members of the corporation shall be in accordance with the rules and regulations of the bylaws.

### **ARTICLE IV**

The initial registered office of the corporation shall be located at 1410 Ford Avenue, Windy Hill, Mechanicsville, Virginia, in the city of Mechanicsville, and the initial registered agent shall be Mrs. Ann T. Benjamin, who is a resident of Virginia and whose business address is 1410 Ford Avenue, Mechanicsville.

### **ARTICLE V**

**Section 1.** The affairs of the corporation shall be conducted and administered between annual conventions by its Board of Directors formerly known as the Board of Managers.

**Section 2.** The officers of the corporation shall be: President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer and such other elected officers as may be provided in the bylaws. Officers shall be elected at the annual convention in the odd numbered years.

**Section 3.** There shall be a Board of Directors consisting of the elected and appointed officers, the Advisory Committee, District Presidents, District Directors, Chairmen of Standing and Special Committees and such others as may be provided in the bylaws.

### **ARTICLE VI**

**Section 1.** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities, distribute all of the assets exclusively to charitable, educational, or scientific organization(s) as shall at the time qualify under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine, and no member, officer, or any private individual shall be entitled to share in the distribution of such assets.

**Section 2.** Any such assets not distributed shall be disposed of by a Court of Competent jurisdiction of the county in which the principal office of the corporation is then located, which are organized and operated exclusively for such purposes or to such organization(s) as said Court shall determine.

**Section 3.** No part of the net earnings of the corporation shall inure to the benefit of any member, officer, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more charitable purposes.

### **ARTICLE VII**

These Articles of Incorporation may be amended at any annual convention by a two-thirds (2/3) vote of the delegates present and voting providing that:

1. The proposed amendment(s) shall have been included in the President's call to the Board of Directors for approval; and
2. A copy of the approved amendment(s) shall have been sent to each member club at least sixty (60) days prior to convention.