

BAY AGING  
ARTICLES OF INCORPORATION  
REVISED MAY 24, 2018

ARTICLE I  
NAME

The name of the corporation is Bay Aging. The main office is located at 5306 Old Virginia Street, Urbanna, VA 23175. The main contact number is 804.758.2386.

ARTICLE II  
PURPOSE

The corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © (3) of the Internal Revenue Code and supporting the provision of 1) support services that allow citizens to live independently in their homes for as long as practicable, 2) transportation services that allow them to efficiently conduct their business and personal affairs, 3) housing and housing support services to provide decent, safe, and sanitary housing for low-income residents and 4) other services consistent with the vision, mission and strategic plan adopted by the Board of Directors.

ARTICLE III  
DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its incorporator, directors, officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in ARTICLE II herein. 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 or in opposition to any candidate for public office.

ARTICLE IV  
DIRECTORS/MEMBERS

The corporation shall have no members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. Directors' shall be appointed to terms of 5 years pursuant to procedures set out in the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

**ARTICLE V  
DISSOLUTION**

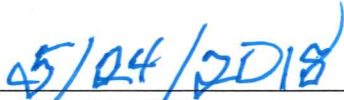
Upon the dissolution of the corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefore, all of the corporation's remaining assets shall be distributed as the Board of Directors may determine to one or more organizations that are organized and operated exclusively for charitable purposes as specified in Section 170(c)(2)(B) of the Internal Revenue Code. 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 charitable purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VI  
INTERNAL REVENUE CODE**

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Adopted at the Board of Directors Meeting on May 24, 2018

  
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Kathy E. Vesley, Chief Executive Officer

  
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May 24, 2018