



1310040180

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

October 15, 2013

1310040180

ADELE DUROST  
CLARK & BRADSHAW PC  
92 N LIBERTY ST  
HARRISONBURG, VA 22802

RECEIPT

RE: Virginia Press Foundation

ID: 0770214 - 5

DCN: 13-10-11-1220

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

This is also your receipt for \$125.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of incorporation is October 15, 2013.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

CORPRCPT  
NEWCD  
CIS0353

M. STEVEN WEAVER  
MARK B. CALLAHAN  
TODD C. RHEA  
MATTHEW C. SUNDERLIN  
BRADLEY J. MOYERS  
DAVID C. NAHM

CLARK & BRADSHAW, P. C.  
ATTORNEYS AT LAW  
92 NORTH LIBERTY STREET  
P. O. BOX 71  
HARRISONBURG, VIRGINIA 22803-0071  
TELEPHONE (540) 433-2601  
FACSIMILE (540) 433-5528  
WWW.CLARK-BRADSHAW.COM

HENRY C. CLARK  
1924-2013  
V. STEPHEN BRADSHAW  
RETIRED  
ELLEN H. BRODERSEN, C.P.A.  
AMY L. RUSH, C.P.A.  
(NOT ATTORNEYS)

Name Availability Done In:  
Initials: \_\_\_\_\_ Conflict with ID#: \_\_\_\_\_

eFile: \_\_\_\_\_

CIS: \_\_\_\_\_

October 10, 2013

State Corporation Commission  
Clerk's Office  
P.O. Box 1197  
Richmond, VA 23218

Re: *Virginia Press Foundation*

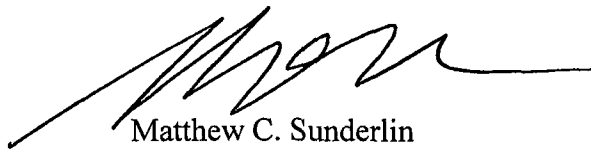
10/11 JS 131011 1220 \$200  
elc/af

Dear Sir or Madam:

Enclosed for filing please find corrected Articles of Incorporation for Virginia Press Foundation, a copy of the Application for Reservation of a Corporate Name and a copy of your letter dated October 1, 2013. We have revised the Articles of Organization as outlined in your letter and resubmit them for filing.

If you have any questions, please feel free to contact me.

Very truly yours,



Matthew C. Sunderlin  
[sunderlin@clark-bradshaw.com](mailto:sunderlin@clark-bradshaw.com)

SCC-CLERK'S OFFICE  
OPERATIONS  
2013 OCT 11 AM 10:32

MCS/abd  
Enclosure

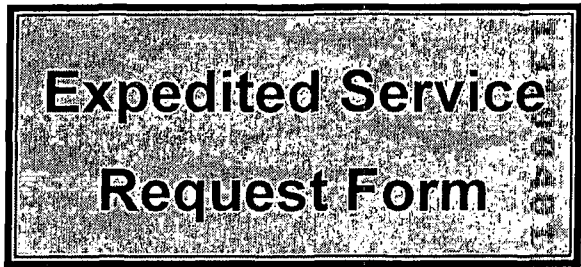
015380 10/11/13  
50  
25  
100  
25 (email)  
200



COMMONWEALTH OF VIRGINIA  
 STATE CORPORATION COMMISSION  
 OFFICE OF THE CLERK  
 1300 E MAIN ST  
 RICHMOND, VA 23219  
 (804) 371-9733  
 1-866-722-2551 Toll-free in Virginia

SCC21.2  
 (09/13)

2013 OCT 11 AM 10:32



This form **MUST** be completed and placed on top of **EACH** document submission (so it can be readily identified as a request for expedited review and processing).

<b>Entity Name:</b> Virginia Press Foundation	<b>Entity's SCC ID No. (if known):</b>
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<b>Return Evidence of Filing To:</b> (Correspondent's name and address)  Matthew C. Sunderlin Clark & Bradshaw, P.C. 92 N. Liberty St. Harrisonburg, VA 22802  Contact Person: <u>Adele Durost</u>  Phone Number: ( <u>540</u> ) <u>433</u> - <u>2601</u> ext _____  Email: <u>ep-tax@clark-bradshaw.com</u>	<b>Send Evidence of Expedited Filing By:</b> (Choose <u>one</u> )  <input type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail (Prepaid envelope required.) <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex (Completed waybill with account number required.) <input checked="" type="checkbox"/> Email <input type="checkbox"/> Fax  Fax Number: (     ) _____ - _____ (Faxed evidence will also be mailed to the Correspondent.)
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NOTE: An additional fee of \$25 is required for the return of evidence by Email or Fax. Only available for Category A, C and D submissions.

<p>~~ See Information &amp; Instructions for description of Categories. ~~</p> <p><b>Expedited Service Requested:</b> (mark service requested)</p> <p style="text-align: right;"><b>*** Expedite Fee:</b> (*** does not include filing fee(s) - see footnote)</p> <table style="width:100%"> <tr> <td><input checked="" type="checkbox"/> <b>Category A</b> Expedite Business Entity Document listed in Schedule A</td> <td></td> </tr> <tr> <td>    <input type="checkbox"/> Same Day Service (Received by Noon)</td> <td style="text-align: right;">\$ 200</td> </tr> <tr> <td>    <input checked="" type="checkbox"/> Next Day Service (Received by 4:00 p.m.)</td> <td style="text-align: right;">\$ 100</td> </tr> <tr> <td><input type="checkbox"/> <b>Category B</b> Preliminary Review of Document listed in Schedule A (2<sup>nd</sup> Business Day Service Only - Received by 4:00 p.m.)</td> <td style="text-align: right;">\$ 50</td> </tr> <tr> <td>    <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review</td> <td style="text-align: right;">(N/C)</td> </tr> <tr> <td><input type="checkbox"/> <b>Category C</b> Expedite Business Entity Document listed in Schedule C (Next Day Service Only - Received by 4:00 p.m.)</td> <td style="text-align: right;">\$ 50</td> </tr> <tr> <td><input type="checkbox"/> <b>Category D</b> Expedite Application for Reinstatement (Next Day Service Only - Received by 4:00 p.m.)</td> <td style="text-align: right;">\$ 50</td> </tr> </table>	<input checked="" type="checkbox"/> <b>Category A</b> Expedite Business Entity Document listed in Schedule A		<input type="checkbox"/> Same Day Service (Received by Noon)	\$ 200	<input checked="" type="checkbox"/> Next Day Service (Received by 4:00 p.m.)	\$ 100	<input type="checkbox"/> <b>Category B</b> Preliminary Review of Document listed in Schedule A (2 <sup>nd</sup> Business Day Service Only - Received by 4:00 p.m.)	\$ 50	<input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review	(N/C)	<input type="checkbox"/> <b>Category C</b> Expedite Business Entity Document listed in Schedule C (Next Day Service Only - Received by 4:00 p.m.)	\$ 50	<input type="checkbox"/> <b>Category D</b> Expedite Application for Reinstatement (Next Day Service Only - Received by 4:00 p.m.)	\$ 50	<p style="text-align: center;"><b>FOR OFFICE USE ONLY</b></p> <p style="font-size: 24pt; text-align: center;">131011 1220</p> <p style="font-size: 24pt; text-align: center;">3:19 10/11 - Notified client of correction</p> <p style="text-align: center;">I/O <input type="checkbox"/> <span style="border: 1px solid black; padding: 5px; font-size: 24pt;">UES</span></p>
<input checked="" type="checkbox"/> <b>Category A</b> Expedite Business Entity Document listed in Schedule A															
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<input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review	(N/C)														
<input type="checkbox"/> <b>Category C</b> Expedite Business Entity Document listed in Schedule C (Next Day Service Only - Received by 4:00 p.m.)	\$ 50														
<input type="checkbox"/> <b>Category D</b> Expedite Application for Reinstatement (Next Day Service Only - Received by 4:00 p.m.)	\$ 50														

\*\*\* Submit one payment for all applicable fees (e.g., charter/entrance, reinstatement, filing, email/fax and expedite fees)

**REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.**

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 15, 2013

The State Corporation Commission has found the accompanying articles submitted on behalf of  
Virginia Press Foundation

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

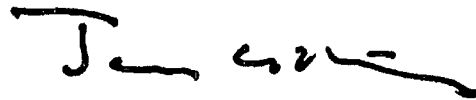
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of  
the Commission, effective October 15, 2013.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

081040180

CIS0353 CIS 10/11/13  
1 24 CISM3130 NAME RESERVATION/REGISTRATION INQUIRY 14:21:53

RESERVATION NO: R170450  
NAME: VIRGINIA PRESS FOUNDATION, INCORPORATED \_\_\_\_\_  
CORRES NAME: VIRGINIA PRESS FOUNDATION, INCORPORATED

REGISTERED NAME: EXPIRATION DATE: 01/18/14  
RESERVED NAME: X  
REQUESTOR: KEITH STICKLEY  
  
STREET: CLARK & BRADSHAW PC  
92 N LIBERTY ST  
CITY: HARRISOBURG STATE: VA ZIP: 22802-0000

COMMAND: .....  
4AÛ 08,020

**ARTICLES OF INCORPORATION  
OF  
VIRGINIA PRESS FOUNDATION**

We hereby associate to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

**Article One**

**Name:** The name of this Corporation shall be the Virginia Press Foundation (hereinafter referred to as "the Corporation").

**Article Two**

**Purposes and Powers:** (1) The Corporation is organized exclusively for charitable, educational, and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

(2) The assets of the Corporation shall be at all times dedicated to the purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association, or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Corporation and qualifying under Section 501(c)(3) of the Internal Revenue Code, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

(3) The Corporation may solicit and receive funds and property by gift, transfer, devise, or bequest, and may administer and apply such funds and property only in the furtherance of the purposes set out in Paragraph (1) above.

(4) The Corporation shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the recreational purposes set out in Paragraph (1) above. Notwithstanding any other provision of these Articles, the 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.



(5) The Corporation shall do any and all lawful things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

(6) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions which are deductible under Section 170(c)(2) of such Code and regulations, as they now exist or as they may hereafter be amended.

(7) In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then so long as the Corporation is a private foundation:

- a. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- b. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- c. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- d. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- e. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

### Article Three

**Board of Directors:** (1) The affairs of the Corporation shall be managed by the Board of Directors. (a) The initial number of directors of the Corporation shall be seven (7). The number of

directors may be increased or decreased from time to time by amendment to the By-Laws. (b) The Board shall be a self perpetuating Board whereby the directors shall be elected by the current directors at the annual meeting of the directors and the immediate past President of the Virginia Press Association shall serve as a director.

(2) The names and addresses of the persons to serve as initial directors are as follows:

None elected at this time

#### Article Four

**Members:** Virginia Press Foundation shall have no members.

#### Article Five

**Term:** The term for which the Corporation is to exist shall be perpetual.

#### Article Six

**Registered Agent:** The name of the initial registered agent is Clark & Bradshaw, P.C., a stock corporation authorized to transact business in Virginia, and the office of the initial registered ~~office~~ which is identical to the business office of the original registered agent is 92 North Liberty Street, Harrisonburg, Virginia 22802. The name of the City, in which the initial registered office is physically located is Harrisonburg, Virginia.

#### Article Seven

These Articles of Incorporation may be amended by two-thirds (2/3) vote of the Board of the then standing Board of Directors.

Dated the 7<sup>th</sup> day of OCTOBER, 2013.

Incorporator:

  
\_\_\_\_\_  
Keith Stickley