

ARTICLES OF INCORPORATION
OF THE GHENT DOG PARK ASSOCIATION

We the undersigned, desiring to form a non-stock corporation under the Virginia Non-Stock Corporation Act, do hereby certify:

FIRST: The name of the Corporation shall be The Ghent Dog Park Association (GDPA).

Deleted:

SECOND: The Corporation is organized exclusively for non-profit purposes. The mission of the association is to provide a safe, clean, beautiful, and accessible environment for people and dogs to exercise and socialize together at the City of Norfolk designated dog park at the 1300 block of Stockley Gardens in Ghent. Additionally, the association will solicit, receive, invest and use funds to facilitate the health, safety, and improvement of the park for people and dogs and provide volunteer support toward those ends. The association will also support off-leash privileges, advocate responsible dog ownership and education and will cultivate community spirit and neighborhood relationships through outreach efforts and programs.

THIRD: The Corporation shall have, and may exercise in the furtherance of the foregoing purposes, the power to solicit and receive gifts, grants, contributions, and bequests, and to engage in fund-raising activities; the powers specified in Virginia Code section 13.1-826 (and any successor statute thereto) and the power to be a partner in any enterprise which the Corporation would have the power to conduct by itself, provided that no such power shall be exercised in a manner inconsistent with the Virginia Non-Stock Corporation Act at Chapter 10 of Article 8.1 of the Virginia Code or any other chapter of the Virginia Code. The Corporation shall not engage in any activities that would (a) prevent it from obtaining exemption from federal income taxation as a Corporation described in §501(c)(3) of the federal Internal Revenue Code of 1986 (or any corresponding provisions of any statutes which succeed such section), or (b) cause it to lose such exempt status. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

FOURTH: The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors of the Corporation shall consist of not less than seven Directors plus those Emeritus and Ex-officio Directors, described below in this FOURTH Article. The Board of Directors will serve a one-year term and will be elected by voting members of the GDPA at the annual meeting as set forth in the Bylaws of the corporation.

FIFTH: The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

SIXTH: The voting members of the corporation shall have the power to make, amend or repeal the Bylaws.

SEVENTH: Each person at any time a director, officer, employee or agent of the Corporation and any person who serves at its request as a director, officer, employee or other agent of another organization in which the Corporation directly or indirectly has an interest (including any person who is no longer a director, officer, employee, or agent of the Corporation or of said other organization) shall, to the extent permitted by law and only to the extent that the status of the Corporation as an organization exempt under Section 501 (c)(3) of the Internal Revenue Code is not affected thereby and without prejudice to any other rights he or she might have, be entitled to be reimbursed by the Corporation for, and indemnified by the Corporation against, all costs and expenses reasonably incurred by him or her in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him or her or in which he or she may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by him or her as such director, officer, employee or agent, whether or not he or she

directors of the Corporation for the terms noted below or until their successors have been elected and qualified:

Name and Address

Term

IN WITNESS WHEREOF the undersigned incorporator has subscribed his name this _____ day of _____, 2006.

Incorporator