

ARTICLES OF INCORPORATION
OF
SMITHFIELD LITTLE THEATER, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

(a) The name of the corporation is Smithfield Little Theater, Inc.

(b) The purpose or purposes for which the corporation is organized are: To produce and perform plays and music productions.

(c) Membership is limited to persons eighteen years or older whose applications therefore have been approved by the Board of Directors and who have paid all fees. Any member in good standing is entitled to vote in the election of the Directors at the annual meeting held during the month of May of each year.

(d) The directors of the corporation are to be selected in the following manner:
By election of the general membership at the annual meeting in May.

(e) The post-office address of the initial registered office is

304 Professional Building, Suffolk, Virginia, 23434

The name of the City in which the initial registered office is located is City of Suffolk. The name of its initial registered agent is Frank R. Watkins, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation.

(f) The number of directors constituting the initial board of directors is nine (9)

and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Albert F. Bell	211 North Mason St., Smithfield, Va.
Ruth E. Bogard	P.O. Box 83, Smithfield, Va.
Lewis L. Chapman, Jr.	Rt. 1 Box 240, Smithfield, Va.
Harry G. Dashiell, Jr.	Apt. 655-B Westover Hills, Richmond, Va.
B. F. Edwards, Jr.	Rt. 2, Box AA, Smithfield, Va.
Joe H. Johnson, Jr.	107 Lumar Road, Smithfield, Va.
Francis D. Reynolds	211 Lumar Road, Smithfield, Va.
Alvin C. Rogers	938 South Church St., Smithfield, Va.
Carolyn C. Swindell	1207 Wilson Road, Smithfield, Va.

Dated March 24, 1967

(Signature, Albert F. Bell)

(Signature, Joe H. Johnson, Jr.)

(Signature, Alvin C. Rogers)

STATE OF VIRGINIA,
CITY OF SUFFOLK, to-wit:

I, Walter _____, a notary public in and for the City and State aforesaid, do certify that Albert F. Bell, Joe H. Johnson, Jr. and Alvin C. Rogers, whose names are signed to the foregoing articles of incorporation, bearing date on the 24 day of March, 1967, have acknowledged the same before me in my City and State aforesaid.

My term of office expires on the 26 day of March 1968.

Given under my hand this 24 day of March 1967.

Walter _____

Notary Public

CERTIFICATE FOR AMENDMENT TO THE
ARTICLES OF INCORPORATION,
SMITHFIELD LITTLE THEATER, INCORPORATED

WHEREAS, Smithfield Little Theatre, Incorporated, a non-stock corporation created under and by virtue of the laws of the Commonwealth of Virginia, desires to have its Articles of Incorporation amended as hereinafter set out; now, therefore, to that end, I, Shirley P. Rogers, President of said corporation, under the seal of the corporation attested by the Secretary thereof, do hereby certify as follows:

First: That on the 5th day of June, 1972, after due notice to all of the directors of the corporation, there was held at Smithfield, Virginia a meeting of the board of directors of the aforesaid corporation at which meeting at least a majority of the directors of the aforesaid corporation were present and passed the following Resolution declaring that such amendment to the Articles of Incorporation is advisable:

RESOLVED: That Paragraph (b) of the Articles of Incorporation be amended to read:
(b) The purpose or purposes for which the corporation is organized are: To produce and perform plays and musical productions for the purpose of public education and entertainment; and,

That Paragraph (g) be added to the said Articles of Incorporation, as follows:

(g) Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the said corporation in such manner, or to such organization or organizations in Isle of Wight County, Virginia as may be organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at this time qualify as an exempt organization or organizations under Section 501-(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Isle of Wight County, Virginia, exclusively for such purposes or to such organizations as the said Court shall determine, which are organized and operated exclusively for such purposes.

And the said board of directors thereupon passed a further resolution ordering a meeting of the members to be called for the 29th day of June, 1972, according to law, to take action upon the foregoing resolution proposing to amend the articles of incorporation of the corporation.

Second: That on the 29th day of June, 1972, there was held at Smithfield, Virginia, a meeting of the members after ten days' notice to all the members, either served in person or by mailing the same as required by law, such notice stating the time and place and general object of the meeting. That at said meeting there was represented in person and by proxy thirteen (13) members, out of a total of sixteen (16) members having voting rights. That the foregoing resolution, adopted by the board of directors proposing to amend the articles of incorporation of this corporation in the manner hereinbefore set out was in terms laid before the members' meeting and adopted by a vote of thirteen (13) members, being at least two thirds of the members of this corporation having voting rights.

Third: That the proceedings of said meeting were duly entered on the minutes of the proceedings of the members.

Therefore, this certificate is now signed by Shirley P. Rogers, President of Smithfield Little Theatre, Incorporated aforesaid, with its corporate seal thereto affixed by its secretary, this 20 day of September, 1972.

Shirley P. Rogers, President of
SMITHFIELD LITTLE THEATRE,
INCORPORATED

Attest: Patricia J. Hall, Secretary

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION,
SMITHFIELD LITTLE THEATER, INC.

WHEREAS, Smithfield Little Theater, Inc., a non-stock corporation created under and by virtue of the laws of the Commonwealth of Virginia, desires to have its Articles of Incorporation amended as hereinafter set out; now, therefore, to that end, I, Shirley P. Rogers, President of said corporation, under the seal of the corporation attested by the Secretary thereof, do hereby certify as follows:

First: That on the 11th day of December, 1972, after due notice to all of the directors of the corporation, there was held at Smithfield, Virginia a meeting of the board of directors of the aforesaid corporation at which meeting at least a majority of the directors of the aforesaid corporation were present and passed the following Resolution declaring that such amendment to the Articles of Incorporation is advisable:

RESOLVED: That Paragraph (b) of the Articles of Incorporation be amended to read:

(b) The purpose or purposes for which the corporation is organized are: To produce and perform plays and musical productions for the purpose of public education and entertainment, which said acts shall be exclusively for literary and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.

That Paragraph (h) be added to the Articles of Incorporation, as follows:

(h) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 in Paragraph (b) hereof. No substantial part of the activities of the corporation shall be the carrying on or 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

And the said board of directors thereupon passed a further resolution ordering that the foregoing resolution, together with a waiver of notice and requirement for a regular meeting be submitted to each of the members of the said corporation having voting rights.

Second: That the records of the corporation have been carefully examined and it has been determined that the corporation has, at present, sixteen (16) members having voting rights, that the foregoing resolution and waiver of notice has been presented to each of the said voting members, and that each has signed waiving a formal meeting of members, and agreeing to amendment of the Articles of Incorporation adopted by resolution of the board of directors.

Third: That a copy of the waiver of notice and adoption of the resolution by members having voting rights was duly entered upon the minute books of the said corporation.

Therefore, this certificate is now signed by Shirley P. Rogers, president of Smithfield Little Theater, Incorporated aforesaid, with its corporate seal thereto affixed by its secretary, this the 4th day of January, 1973.