

**ARTICLES OF INCORPORATION  
OF  
LEE-MOUNT VERNON SPORTS CLUB , INC.**

*(A Nonstock, Not-For-Profit Corporation of the Commonwealth of Virginia)*

**PREAMBLE**

Pursuant to the Virginia Nonstock Corporation Act, Code of the Commonwealth of Virginia, Title 13.1, Chapter 10, the undersigned natural person, (the “Incorporator”), having full and lawful capacity to contract in accordance with the law of the Commonwealth of Virginia, hereby adopts the following Articles of Incorporation, for the purpose of formation of the hereafter stated corporation. For these purposes, the Incorporator swears, avers, and certifies as follows.

**ARTICLE I:**

Lula Elizabeth Bauer, the Incorporator herein, whose address is 5918 Chevell Court, Alexandria, Virginia, 22310, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the law of the Commonwealth of Virginia.

**ARTICLE II:**

The name of the corporation shall be “Lee-Mount Vernon Sport Club, Inc.” (hereafter referred to as the “Corporation”). To the extent necessary by the laws of any state in which the Corporation shall register to do business, the Corporation shall be empowered to additionally register the name, “LMVSC, Inc.” as a name by which the Corporation shall conduct its affairs.

**ARTICLE III:**

**A.** The Corporation is organized as a nonstock, not-for-profit corporation pursuant to the laws and regulations of the Commonwealth of Virginia. The Corporation will conduct itself and the activities it supports, in a nonprofit, nondiscriminatory, nonpartisan manner.

**B.** The purpose of the Corporation shall be to support, promote, and maintain the sport of soccer and basketball, and, in doing so, to provide, where possible, the resources necessary to support the conduct of a successful youth sports program in the Lee and Mount Vernon magisterial districts of Fairfax County, Virginia, and in such other locations as the Board of Directors of the Corporation may determine to be appropriate.

**C.** In addition to the purposes of the Corporation stated in Article III, Sections A and B, of these Articles of Incorporation, the purpose of the Corporation shall be to engage in any and all lawful activities permitted, and to exercise any and all lawful powers granted, regardless of whether enumerated or implied, by the laws and regulations of the Commonwealth of Virginia, together with all acts and powers necessary, incidental, or appropriate thereto for the performance thereof, in regard to which a nonstock corporate body organized not-for-profit may be organized

and conduct its affairs under the laws of the Commonwealth of Virginia and applicable provisions of the Code of the Commonwealth of Virginia.

**D.** The statement of corporate purposes as set forth in Article III, Section A, B, or C of these Articles of Incorporation, is stated by way of illustration and not by way of limitation, and such statement is intended to specifically include the fullest permissible breadth, without limitation, of purposes and powers for the transaction of any or all lawful actions not required to be specifically stated in these Articles of Incorporation in accordance with the Code of the Commonwealth of Virginia, Title 13.1, Chapter 10, the Virginia Nonstock Corporation Act.

**ARTICLE IV:**

The street and post office addresses of the Principal Office of the Corporation, located in Fairfax County in the Commonwealth of Virginia, is as follows:

Street Address:

Lee-Mount Vernon Sport Club, Inc.  
5918 Chevell Court  
Alexandria, [Fairfax County], Virginia 22310

Post Office Address:

Lee-Mount Vernon Sports Club, Inc.  
P.O. Box 10202  
Alexandria, [Fairfax County], Virginia 22310

**ARTICLE V:**

The name and post office address of the Registered Agent of the Corporation in the Commonwealth of Virginia, being an individual who is a citizen of the Commonwealth of Virginia, actually resides in the Commonwealth of Virginia, and is a Executive Director of the Corporation, is as follows:

Lula Bauer  
5918 Chevell Court  
Alexandria, VA 22301

**ARTICLE VI:**

The Corporation shall not issue shares of stock of any kind and shall not pay any dividends.

**ARTICLE VII:**

**A.** The Corporation shall have two classes of members – General and Associate Members – the qualifications, rights, and voting rights of which shall be stated in the Corporation’s

By-Laws.

**B.** The affairs of the Corporation shall be managed by a Board of Directors that shall include an Association Director.

- (1) The Association Director, shall be a voting member of the Board of Directors, and an *ex officio* member of all standing committees of the Corporation.
- (2) In addition to the Association Director, the Board of Directors of the Corporation shall be comprised of all persons holding appointed or elected office in the Corporation, as those offices shall be defined from time to time by the By-Laws of the Corporation or action by the Board of Directors.
- (3) The qualifications, terms of office, powers, and authority of the Association Director, the Board of Directors, and the Officers of the Corporation shall be stated in the Corporation's By-Laws.

**C.** An Initial Board of Directors shall be formed for the purpose of managing the affairs of the Corporation from the instance of incorporation through the first organizational meeting of the Corporation.

- (1) The Initial Board of Directors shall consist of those persons who, at the time of incorporation of the Corporation, comprise the Executive Board of the not-for-profit, non-corporate, volunteer organization known as the Lee-Mount Vernon Sports Club.
- (3) At the organizational meeting of the Corporation the Initial Board of Directors shall, by majority vote, name and appoint the Board of Directors, at which time the authority of the Initial Board of Directors to act on behalf of the Corporation shall terminate and all authority to manage and conduct the affairs of the Corporation shall be vested in the Board of Directors.
- (4) In the discretion of the Initial Board of Directors, any or all of the persons comprising the Executive Board of the not-for-profit, non-corporate volunteer organization known as the Lee-Mount Vernon Sports Club may, by majority vote of the Initial Board of Directors, be named as the Board of Directors of the Corporation.
- (5) The Board of Directors, once named and appointed, shall take such action as it thereafter deems appropriate to conduct and manage the affairs of the Corporation; provided however, that the Board of Directors shall immediately take such action as may be deemed necessary and appropriate to obtain from the Internal Revenue Service of the Government of the United States of America recognition of the Corporation as an entity approved and granted status under Internal Revenue Service Code Section 501(C)(3).

**D.** The Board of Directors, once named and appointed by the Initial Board of Directors, is expressly authorized to adopt the By-Laws of the Corporation; provided however, that any matter that is required to be included by the laws, regulations, or tax code of the Commonwealth of Virginia or the laws, regulations, or tax code of the United States of America as to a non-stock, not-for-profit Section 501(C)(3) corporation but is omitted or excluded by the initial Board of Directors in adopting the By-Laws, or any matter that is required to be excluded by the laws, regulations, or tax code of the Commonwealth of Virginia or the laws, regulations, or tax code of the United States of America as to a non-stock, not-for-profit Section 501(C)(3) corporation but is included by the initial Board of Directors in adopting the By-Laws shall be construed to have been omitted, excluded, or included as may be desirable or required in accordance with the laws, regulations, or tax code of the Commonwealth of Virginia or the United States of America for a non-stock, not-for-profit Section 501(C)(3) corporation.

#### **ARTICLE VIII:**

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating management of the Corporation by the t Board of Directors.

**A.** The management of the business and affairs of the Corporation shall be vested in the Board of Directors of the Corporation, as may hereafter be provided by the By-Laws of the Corporation, all without necessity of specific meetings of the Board of Directors, Officers, or Members, except as may be required for purposes specifically set forth by these Articles of Incorporation, the By-Laws of the Corporation, or the laws, regulations, or tax code of the Commonwealth of Virginia, or the United States of America.

**B.** Dissolution of the Corporation, if desired, shall be only as provided by the Code of the Commonwealth of Virginia and the By-Laws of the Corporation.

#### **ARTICLE IX:**

The duration of the Corporation shall be perpetual unless otherwise dissolved as provided herein.

#### **ARTICLE X:**

**A.** The Corporation, by its By-Laws, may make other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws, regulations, or tax code of the Commonwealth of Virginia or the United States of America in regard to the conduct of the affairs of a non-stock, not-for-profit, Section 501(C)(3) corporation.

**B.** In the event that any provision of the Corporation's By-Laws shall be found by a court, administrative, or regulatory body of competent jurisdiction to be inconsistent with these Articles of Incorporation, these Articles of Incorporation shall be controlling.

**C.** In the event that any provision of these Articles or of the Corporation's By-Laws shall be found by a court, administrative, or regulatory body of competent jurisdiction to be contrary to the laws, regulations, or tax code of the Commonwealth of Virginia or the United States of America in regard to a non-stock, not-for-profit Section 501(C)(3) corporation, such provision of

these Article or of the Corporation's By-Laws shall be void.

**D.** All provisions of the Corporation's Articles or By-Laws not found to be contrary to the laws, regulations, or tax code of the Commonwealth of Virginia or the laws of the United States of America as to a non-stock, not-for-profit, Section 501(C)(3) corporation, shall be severable and shall remain in full force and effect.

**ARTICLE XI:**

No Director or Officer, of the Corporation shall be liable to the Corporation, its Directors or Officers, or to any Director or Officer for money damages except (1) to the extent that it is proved that such liable Director or Officer actually received an illegal benefit or profit in money, property, or services, (in which event liability shall not exceed the amount of the benefit or profit in money, property, or services actually received), or (2) to the extent that a judgment or other final adjudication adverse to such liable Director, Officer, or Member is entered in a proceeding before a court of competent jurisdiction based on a finding in the proceeding that such liable Director's or , Officer's actions or omissions were (a) the result of active and deliberate dishonesty or (b) intentionally wrongful, willful, and malicious and, in each such proceeding, material to the cause of action adjudicated in the proceeding.

**ARTICLE XII:**

Nothing in these Articles of Incorporation shall be construed to prevent the Corporation from indemnifying and paying litigation costs under such circumstances as may be provided by the By-Laws of the Corporation in regard to any liability incurred by any Director or Officer, of the Corporation in any claim, civil litigation, or administrative hearing, regardless of whether resolved by a judicial finding, administrative finding, or negotiated settlement.

**ARTICLE XIII:**

The Corporation shall hold at least one (1) annual meeting of the Board of Directors and Officers of the Corporation. Such meeting shall be at such date and time, and at such place (in or out of the Commonwealth of Virginia) as the By-Laws of the Corporation shall provide.

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IN WITNESS WHEREOF, these Articles of Incorporation have been subscribed and acknowledged by the Incorporator, by her hand and seal as hereafter given, on this \_\_\_\_\_ day

of the month of \_\_\_\_\_ in the year 2014.

(SEAL)

\_\_\_\_\_  
**Lula Elizabeth Bauer**  
**Incorporator**