

ARTICLES OF INCORPORATION

OF

THE VIRGINIA MASTER GARDENER ASSOCIATION, INC.

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

I.

The name of the corporation shall be THE VIRGINIA MASTER GARDENER ASSOCIATION, INC..

II.

This is a non-profit organization organized exclusively for educational, scientific, and charitable purposes, and no part of the income or principal assets of the corporation shall inure to the benefit of any private individual, except that the corporation may be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of an organization qualified as exempt under Section 501 (c)(3) of the Internal Revenue Code.

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 above.

The corporation shall do any and all lawful acts and 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, or contract for the purchase and sale of, and to mortgage, or otherwise encumber, real or personal property.

No substantial part of the activities of the corporation shall be the carrying on of political 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 for public office.

III.

The corporation may have one or more classes of members as shall be more fully set forth in the corporation's bylaws.

IV.

The directors of the corporation shall be elected by the members as set forth in the corporation's bylaws. The corporation's immediate past president shall serve as a director, but shall vote only in the case of a tie among the other directors. The Extension advisor, as described in the bylaws, shall serve as an ex officio director of the corporation.

The corporation shall have 12 Initial Directors, and thereafter as many as are set forth in the bylaws. The names and addresses of the Initial Directors of the corporation are:

Aileen Bartlett
105 Brookwood Drive
Williamsburg, VA 23185

Mayer Littman
1011 Avery Ct., SW
Vienna, VA 22180

James B. Crute
P.O. Box 29322
Richmond, VA. 23229

David Lowry
Rt. 4, Box 287-H
Lynchburg, VA 24503

Hank Haines
2001 Pheasant Lane
Charlottesville, Va 22901

Diane Morris
2416 Mohawk Trail
Virginia Beach, VA 23454

Beryl Lemmond
7313 Birchett Drive
Prince George, VA 23875

Reggie Vaughan
Rt. 1, Box 376
Doswell, VA 23069

Cen Waters
9700 Pasture Hill Rd.
Midlothian, Va 23113

Rita Voke
7411 Cohoon Road
Norfolk, Va 23505

David McKissack
407 Saunders
Horticulture Department
Virginia Tech
P.O. Box 850
Blacksburg, VA 24061

Elizabeth Montgomery
855 Edison Street
Arlington, VA 22205

V.

The post office address of the initial Registered Office is 407 Saunders; Horticulture Department; Virginia Tech; P.O. Box 850; Blacksburg, Virginia 24061. The name of the County in which the original Registered Office is located is Montgomery County, Virginia. The name of its Registered Agent is David McKissack, who is a resident of Virginia and a director of the corporation, and whose address is the corporation's Registered Office.

VI.

Upon dissolution of the corporation, any remaining assets shall be distributed to the Office of Consumer Horticulture of Virginia Polytechnic Institute and State University, which is an organization with exempt status as described in Section 501 (c) (3) of the Internal Revenue Code. In the event that the Office of Consumer Horticulture no longer exists at the time of the corporation's dissolution, then the remaining assets shall be distributed to another organization which has established appropriate exempt status as an organization which is described in Section 501 (c) (3) of the Internal Revenue Code, contributions to which are deductible, or to a State or local government exclusively for public purposes.

IV.

The period for the duration of the corporation shall be unlimited.

IN WITNESS WHEREOF, we, the incorporators, have set our hands this 6th day of MARCH, 1990.

Incorporators:

John Reginald Vaughan
John Reginald Vaughan
Rt. 1, Box 376
Doswell, VA 23047
(804)-833-5360

Diane T. Morris
Diane T. Morris
2416 Mohawk Trail
Virginia Beach, VA 23454
(804)-340-7259

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

March 26, 1990

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

THE VIRGINIA MASTER GARDENER ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

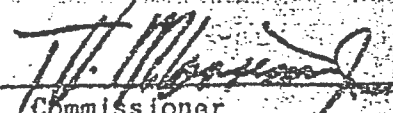
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of
incorporation in the Office of the Clerk of the Commission,
effective March 26, 1990.

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


Commissioner

CORPACT
CIS20422
90-03-23-0074