

VIRGINIA NURSERYMEN'S ASSOCIATION HORTICULTURE RESEARCH FOUNDATION, INC.

Articles of Incorporation

Article 1

Name

The name of the foundation is the Virginia Nurserymen's Association Horticulture Research Foundation, hereinafter referred to as "Foundation".

3.2 Initial Directors. The initial directors of the Board shall be:

Carter Winn
Winn Nursery of Virginia
6926 Grandby Street
Norfolk, Virginia 23505-4496

Jim Bruce
Hanover Farms Nursery
Route 1, Box 1120
Rockville, Virginia 23146

Article 2

Purpose

The Foundation is organized as a non-stock, nonprofit corporation for the purpose of operating exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1966, as amended, including, without limiting or expanding the foregoing, providing grants to individuals and research organizations and to support institutions providing education in horticulture through financial assistance for research, education, and information expenses.

John Tankard
Tankard Nurseries
Box 649
Exmore, Virginia 23350-0649

Jeffrey B. Miller
Executive Director of VNA
383 Coal Hollow Road
Christiansburg, Virginia 24073-6721

Robert Papetti
Bobtown Nursery
Box 337
Onancock, Virginia 23417-0337

Article 3

Directors

3.1 Composition of the Board. The number of directors of the Foundation shall be fixed in the Bylaws. Existing Directors of the Foundation shall elect future Directors as specified in the Bylaws. Each Director shall be elected for a term of one year.

John L. Machen
Mobjack Nurseries
Route 660, Box 155
Mobjack, Virginia 23118-0155

Butch Gaddy
Coleville Nursery, Inc.
Box 208
Ashland, Virginia 23005-0208

Article 4

Registered Office and Registered Agent

The address of the initial registered office of the Foundation is 383 Coal Hollow Road, Christiansburg, Virginia 24073-9211 and is located in the County of Montgomery, Virginia. The initial registered agent of the Foundation is Jeffrey B. Miller, a Director of the Foundation, whose business offices is identical with the registered office and who is a resident of Virginia.

Article 5

Members

Memberships. The Foundation shall have Members with such qualifications and rights as stated in the Bylaws.

Article 6

Eligibility

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, officers, members or private individuals, except that the Foundation 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 Article Two hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation 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 Foundation shall not carry on any other activities not permitted to

be carried on

(a) by an association exempt from Federal income tax under Section 501 (a) as an organization described in 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 an association, 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).

Article 7

Limits on Liability and Indemnification

7.1 Limit on Liability. In every instance in which the Virginia Non-stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of this Foundation shall not be liable to the Foundation.

7.2 Mandatory Indemnification. The Foundation shall indemnify any person made, or threatened to be made, a party to any action or proceeding whether civil, criminal, investigative or administrative by reason of the fact that the individual, is or was a Member of the Board of Directors, officer, or employee of the Foundation, against all expenses and liabilities, including judgment, fines, amounts paid in settlement, and reasonable expenses, including reasonable attorneys' fees actually and necessarily incurred as a result of such action or proceeding or appeal therein, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law.

Notwithstanding the above, in the event of a settlement the indemnification herein shall apply only when the Board of Directors of the Foundation approves such settlement and reimbursement as being for the best interest of the Foundation. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Foundation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this Section.

The rights of each person entitled to indemnification under this Article shall insure to the benefit of such person's heirs, executors, and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation, and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent he/she is indemnified by another, including an insurer.

Notwithstanding the foregoing provisions of this Article, during any period that the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act self-dealing as defined in Section 4941 (d) of the Internal Revenue Code or a taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code.

Article 8

Dissolution

In the event of the dissolution of the Foundation, and after all liabilities and obligations of the Foundation have been paid, satisfied, and discharged or adequate provisions made therefore, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Article 9

Amendments

Amendments of the Articles of Incorporation may be made as provided for in the Bylaws.

Article 10

Internal Revenue Service

Each reference in these Article of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal law.

Dated: _____

By _____
Jeffrey B. Miller, Incorporator

(articles)