



SCC819  
(06/14)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

ARTICLES OF INCORPORATION  
OF A VIRGINIA NONSTOCK CORPORATION

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is **DIXON HISTORICAL CEMETERY ASSOCIATION, INC.**
2. The corporation is organized exclusively for charitable, religious, and educational purposes, and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future U.S. Federal tax code.
3. The primary purpose of the corporation is to perpetually own, preserve and maintain the real property formerly known and designated as the "Historic Dixon Cemetery," and also known as the "Dixon Burying Ground" and "African Burying Ground," situated near the community of Concord in Campbell County, Virginia. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
4. The names and addresses of the nine persons who are to serve as the initial directors (trustees) of the corporation are:

<b>Aubrey W. Booth -</b>	201 Lafayette Pl., Forest, VA. 24511
<b>William R. Cardwell -</b>	714 Trents Ferry Rd., Lynchburg, VA. 24503
<b>Revely B. Carwile, Jr. -</b>	3283 Walnut Hollow Rd., Lynchburg, VA. 24503
<b>Amelia T. Driskill -</b>	2135 Old Forest Rd., Lynchburg, VA. 24501
<b>James E. Henderson -</b>	1411 Club Dr., Lynchburg, VA. 24503
<b>William G. Henderson -</b>	2419 Plum Branch Rd., Concord, VA. 24538
<b>Austin T. Quick -</b>	1351 Toll Gate Rd., Concord, VA. 24538
<b>Robert B. Ware, Jr. -</b>	303 Mill Lane Rd., Lynchburg, VA. 24503
<b>Sally B. Ware -</b>	303 Mill Lane Rd., Lynchburg VA. 24503
5. The corporation shall have no stockholders and there shall be one class of members. The initial directors (trustees) shall be the initial members and a majority thereof shall decide who shall thereafter become a member and a director (trustee). In that selection process, each member shall be entitled to one vote and the members shall elect directors (trustees) and officers of the corporation at the annual meeting of the corporation which meeting shall be held in September of each year in accordance with procedures established by the corporation's bylaws.
6. The initial registered agent of the Corporation shall be John Randolph Nelson, a resident of Virginia, a licensed member of the Virginia State Bar, and whose office address is 716 Court Street, Lynchburg, Virginia 24504.
7. The initial registered office of the corporation shall be: 716 Court Street, Lynchburg, Virginia 24504, which is also the office of the corporation's initial registered agent.
8. The address of the initial registered office in Virginia is: 716 Court Street (Post Office Box 1343), Lynchburg, Virginia 24505, and is located in the City of Lynchburg, Virginia.

9. The address of the principal office where the records of the corporation shall be kept is: 201 Lafayette Place, Forest (Bedford County), Virginia 24511.

10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 "3" hereof. No substantial part of the activities of the corporation shall be the carrying on of 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

11. The term of the corporation shall be perpetual.

12. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the city or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this 15th day of May, 2017.

Signature:

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John Randolph Nelson, Incorporator  
P. O. Box 1343  
716 Court Street  
Lynchburg, Virginia 24505

May 15, 2017