



ARTICLES OF INCORPORATION
OF THE
FLOAT FISHERMEN OF VIRGINIA, 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, 1950, as amended, and to that end, set forth the following:

1. The name of the Corporation is Float Fisherman of Virginia, Inc.
2. The Corporation is organized for the purpose of providing educational, recreational, environmental, and other services related to boating, Fishing and other uses of rivers and streams in the State of Virginia. In addition, the Corporation shall have the power to carry on business of any character whatsoever that is not prohibited by law or required to be stated in the articles of incorporation.
3. This shall be a non-stock Corporation with two classes of membership: Active and Honorary as defined in the By-laws of the Corporation. There are no specific qualifications for membership to be considered by the Board of Directors except for the payment of required dues by active members.
4. The address of the initial registered office of the Corporation is 100 Court Street, P. O. Box 706, Appomattox, Virginia 24522. The name of the County in which the initial Registered Agent is located is Appomattox County, Virginia. The name of its Registered Agent is William S. Kerr, who is a resident of Virginia, a duly licensed attorney, a member of the Virginia State Bar.
5. The number of Directors constituting the initial Board of Directors is nine (9) and the names and addresses of persons who are to serve as initial Directors are:

Robert Leonard
937 Carrington Avenue
Roanoke, VA 24015

Steve Sherrard
330 Audubon Drive
Earlysville, VA 22936

Herbert Coleman

4576 Bob Jones Drive
Virginia Beach, VA 23462

William S. Kerr
P.O. Box 706
Appomattox VA 24522

Richard Mattox
11907 Smoketree Drive
Richmond, VA 23236

Betsy Roszell
3419 Warner Road
Richmond, VA 23225

Peter vanDeman
P.O. Box 335
Marshall, VA 22115

Thomas Miller
3809 Teno Lane
Chester, VA 23831

Tom Evans
3001 Jefferson Davis Highway
Richmond, VA 23234

Directors shall be elected annually-for terms as set out in the By-Laws of the Corporation. Election shall be by majority of those active members present and voting at a duly called meeting of the membership.

6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 distribution in furtherance of the purposes set forth in Paragraph Two 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision to these articles, the Corporation shall not carry on any other activities not permitted to be carried on 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).

7. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the 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 such assets not so disposed of shall be disposed of by the Circuit Court of Appomattox County to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

8. Every individual, and his estate, heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitral or investigative, and whether or not by or in the right of the Corporation, by reason of his being or having been a director or officer of the Corporation or, at

its request, of any other corporation, or by reason of his serving or having served at the request of the Corporation and in connection with a partnership, joint venture, committee, trust, employee benefit plan or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, awards, costs, amounts paid in settlement and liabilities of all kinds, actually incurred by him in connection with or resulting from such action, suit or proceeding to the fullest extent permitted under the Virginia Stock Corporation Act, without limitation upon any other right to indemnification to which such individual may otherwise be entitled, and the Corporation may, but shall not be required to, purchase on behalf of such individual insurance against liability asserted against or incurred by him in his capacity as a director or officer of the Corporation would have power to indemnify him against the same liability under the provisions of the Virginia Stock Corporation Act.

9. In any proceeding brought by or in the right of the corporation or brought by or on behalf of shareholders of the Corporation, a director or officer of the Corporation shall not be liable in any monetary amount for damages arising out of or resulting from a single transaction, occurrence or course of conduct. The liability of a director or officer shall not be eliminated in accordance with the provisions of Paragraph 8 of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law, including without limitation, any claim of unlawful insider trading or manipulation of the market for any security.

DATE: _____

William S. Kerr, Incorporator