

~~DRAFT~~

ARTICLES OF INCORPORATION  
of  
WEST VIRGINIA STATE PARKS FOUNDATION, INC.

We, the undersigned, acting as incorporators of a corporation under the provisions of the West Virginia Corporation Act, Section 27, Article 1, Chapter 31 of the Code of West Virginia, 1931, as amended, desiring to associate ourselves as a nonprofit corporation exclusively for charitable purposes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the Corporation shall be "West Virginia State Parks Foundation, Inc."

**FILED**  
AUG 11 1998  
IN THE OFFICE OF  
SECRETARY OF STATE

ARTICLE II.

PERIOD OF DURATION

The period of duration of the West Virginia State Parks Foundation, Inc. shall be perpetual.

ARTICLE III.

PRIMARY PURPOSES

West Virginia State Parks Foundation, Inc., hereinafter called Foundation, is formed, organized, and now exists exclusively for charitable, informational, educational, cultural, historical, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or any corresponding provision of any future U. S. Internal Revenue Code, by lessening the burdens of state government of the State of West Virginia. The Foundation is organized as a non-stock, nonprofit corporation.

The Mission of the West Virginia State Parks Foundation is to preserve, protect and enhance West Virginia state parks by providing leadership in communication, funding and advocacy in partnership with individual Park Foundations

It shall solicit, receive and accept contributions, gifts, grants, devises and bequests of real or personal property, or both, from individuals, foundations, partnerships, associations, governmental bodies and public and private corporations, and to hold, administer, maintain, invest, use, disburse and apply the whole or any part of such property and of the income therefrom and the principal thereof for the primary purpose of supporting, contributing to and cooperating with Parks and Recreation, West Virginia Division of Natural Resources, in carrying out their existing purposes, powers, duties and activities as set forth in the Constitution of the State of West Virginia and Section 2, Article 5, Chapter 20 of the Code of West Virginia, 1931, as amended.

Prior to undertaking any effort to solicit real or personal property for a specific or designated project, or accepting or receiving any real or personal property for a specific or designated project, the Foundation shall obtain the approval of the Chief of Parks and Recreation, West Virginia Division of



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Natural Resources, to insure that the project is in conformance with its long range plans, master plans, and designs, construction, operations and use criteria.

### ARTICLE IV.

#### SPECIFIC PURPOSES

Subject to and limited by the Primary Purpose set forth in ARTICLE III hereof, the Foundation shall have the following specific purposes:

1. To be a resource for the West Virginia State Park system and the general public with respect to recreational, conservational, ecological, historical, cultural and natural resources of the West Virginia State Park system.
2. To acquire real and personal property designated for the West Virginia State Park system, or for specifically designated parks or projects, and to hold such property until public funds become available for its purchase.
3. No part of the net earnings of the Foundation may inure to the benefit of, or be distributable to any director or officer of the Foundation, or any private individual, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered to or for it, and to make payments and distributions in carrying out its purposes and powers. No director or officer of the Foundation or any private individual may be entitled to share in the distribution of the Foundation's assets if it should dissolve. The private property of the incorporators, directors and officers of the Foundation shall not be subject to debts or obligations of the Foundation to any extent whatsoever.
4. No substantial part of the Foundation's activities shall be carrying on of propaganda, lobbying or otherwise attempting to influence legislation. The Foundation shall not participate in, or intervene in any manner, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for political office.

### ARTICLE V.

#### POWERS

The Foundation shall not have or possess any power at any time the effect or purpose of which prevents the Foundation from qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as it now exists or as it may be amended hereafter, or which prevents any gift, grant, devise or bequest from qualifying as a charitable contribution for Federal Estate Tax purposes or for Federal Income Tax purposes 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. Subject to the above limitation, the Foundation shall have the following powers, any and all of which may be exclusively in furtherance of the Primary Purpose for which the Foundation exists as defined and set forth in ARTICLE III.



1. To make donations for the public welfare of any West Virginia State Park for charitable, informational, educational, cultural, historical, and scientific purposes incident to the operation of the park.

2. To indemnify any person, director, officer, employee or agent pursuant to the powers granted by the provisions of the "West Virginia Corporation Act," Article 1, Chapter 31 of the Code of West Virginia, 1931, as amended, or as it may be amended in the future.

3. To execute trust agreements and accept and administer trust funds relating to the purposes for which the Foundation has been organized and exists and not in conflict with the exempt status of the Foundation under the Internal Revenue Code and the laws and regulations governing and controlling West Virginia state parks.

4. To pay the reasonable and necessary expenses for the operation of the Foundation out of the principal or income from contributions, gifts, devises or bequests made expressly for that purpose or unrestricted as to their use by the donors, or unless expressly provided to the contrary by the agreement controlling the use of such funds, from the income received from contributions, gifts, grants, devises and bequests during the period said funds are held by the Foundation and are not required for the purposes specified by the donor, grantor or testator.

5. Unless specifically restricted by the donor, grantor or testator, the Foundation shall have and possess the following powers with reference to its investments.

a. To receive and accept in kind and to hold and administer as an investment as long as it shall deem it best, any and all property which may come to it without liability for depreciation or loss through errors of judgment or otherwise.

b. To mingle funds of different gifts for the purpose of investment and reinvestment.

c. To acquire, invest, reinvest, exchange, retain, sell or otherwise dispose of stocks, bonds, or other securities in the exercise of the judgment and care under the circumstances then prevailing which persons of prudence, discretion and intelligence generally exercise in the management of their own affairs, not in regard to speculation but in making investments of their own funds with a view to probable increase of principal as well as safety of their capital and current income. Within the limitations of this standard, the Foundation is authorized to acquire and retain every kind of property, real, personal or mixed, and every kind of investment including specifically, but without limiting the generality of the forgoing, bonds, debentures and other corporate obligations, stocks, preferred or common, and real estate mortgages and to retain any property properly acquired without limitation as to time and without regard to its suitability or original purpose. The Foundation shall not be limited or restricted to authorized investments for trustees under the laws of West Virginia or any other state as now existing or as hereafter enacted.

d. To determine whether money or other property received is principal or income, or partly one and partly the other; to change and apportion expenses and losses to principal and income as it may deem just and equitable; and to make good any "wasting investment," losses of principal or premiums paid for securities, out of income over such periods of time as it may deem advisable.



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e. To invest and reinvest expendable principal received by the Foundation for specific purposes but not presently required for the purposes specified by the donor, grantor or testator in such investments as the Board of Directors shall determine after taking into account the time when said principal funds will be required and the necessity to preserve said funds without loss of principal and to use or accumulate the net income received therefrom for reasonable expenses or operations of the Foundation, as the Board of Directors shall determine, but such expendable principal funds shall be available when required to use for the purposes specified by the donor, grantor or testator.

### ARTICLE VI.

#### PRIVATE FOUNDATION

In the event the Foundation is ever determined to be a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law, the Foundation shall distribute its income for each taxable year in a manner to avoid taxation under Section 4942 of said Code, and the Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of such Code, shall not retain any excess business holdings as defined in Section 4943(c) of said Code, or the corresponding provisions of any future United States Internal Revenue law, and shall not make any taxable expenditures as defined in Section 4945(d) of such Code, or the corresponding provisions of any future United States Internal Revenue law.

### ARTICLE VII.

#### ADDRESS OF PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Foundation is: West Virginia State Parks Foundation, Stonewall Jackson Lake State Park, Route 1 Box 0, Roanoke, WV 26423.

### ARTICLE VIII.

#### RESIDENT AGENT

The registered agent of the Foundation and to whom notice or process may be served upon is Dianne Anderson whose business address and mailing address is 205 Windsor Dr., Mineral Wells, WV 26150.

### ARTICLE IX.

#### DIRECTORS

1. The business and affairs of the Foundation shall be conducted by a Board of Directors composed of one member from each established West Virginia State Park foundation and one advisory, ex-officio, non-voting member appointed from the Parks Division by the Chief, West Virginia Parks and Recreation or his designee.

2. Hereafter qualifications of the members of the Board, and their matter of selection and the voting rights of ex officio members shall be determined by the Bylaws.



3. The real and personal property of the Foundation shall be under the complete control of the Board of Directors, which is charged with the responsibility of administering and expending said property in accordance with the purposes for which the corporation was organized and exists, and in accordance with terms and conditions placed upon the use of any contributions, gift, grant, devise or bequest received by the Foundation.

#### ARTICLE X.

##### ACTION BY DIRECTORS

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by the majority of the directors entitled to vote with respect to the subject matter thereof.

#### ARTICLE XI.

##### DISSOLUTION

Upon the Dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation to the State of West Virginia for the purposes of the state park system. In the event that the State of West Virginia refuses to accept said distribution or any part thereof, said assets shall be distributed to counties and municipalities, or both, or their respective park/recreation board/commission to be used for public park purposes within their jurisdiction which distribution shall be determined by the Board of Directors. In the event that the counties and municipalities, or their respective park/recreation board/commission refuse to accept said distribution or any part thereof, or any part thereof is left after such distribution, said assets shall then be distributed to such organization or organizations organized and operated exclusively for charitable, informational, educational, cultural, historical, and 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.

#### ARTICLE XII.

##### INCORPORATORS

We, the undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file this "Articles of Incorporation," and in witness whereof, we have accordingly hereto set our respective hands this day of 25<sup>th</sup> day of JULY, 1998.

	NAME	ADDRESS
1.	<u>James R. Michael</u>	<u>Rt. 3 Box 124 Berkeley Springs, W. Va. 25411</u>
2.	<u>Paul Doughty</u>	<u>111 Morrison Dr., Princeton, WV 24740</u>

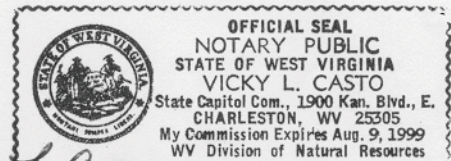


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3. Nianne Anderson 205 Windsor Dr. Mineral Wells, WV 26150  
4. Christopher S. Hamah P.O. BOX 1235 BEAVER, WV 25813

County of Kanawha, Vicky L. Casto  
STATE OF WEST VIRGINIA  
Morgan  
my commission expires  
8/9/99. Given under

COUNTY OF \_\_\_\_\_ TO-WIT my hand on  
Thomas D. Ambrose 8/10/98. Vicky L. Casto



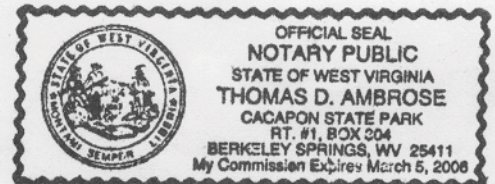
I, \_\_\_\_\_, a Notary Public in and for the county and state aforesaid,  
hereby certify that JAMES R. MICHAEL

\_\_\_\_\_ whose names are signed to the forgoing Articles of Incorporation, as shown  
in ARTICLE XII, bearing date the 23rd day of JULY, 1998, this day personally  
appeared before me in my said county and severally acknowledge their signatures to be the same.

Given under my hand this 23rd day of JULY, 1998.

Thomas D. Ambrose

Notary Public



My Commission expires March 5, 2006

Articles of Incorporation prepared by: Robert B. Hoke  
6304 Kaybro St.  
Laurel, MD 20707