

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, November 29, 2001

This is to Certify that the certificate of incorporation of

Friends of Bennett Creek

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: November 29, 2001



State Corporation Commission

Attest:

Joel H. Beck

Clerk of the Commission

10/26/2001

Friends of Bennett's Creek

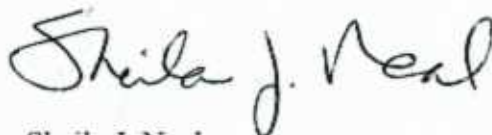
State Corporation Commission
Office of the Clerk
P.O. Box 1197
Richmond, VA 23218-1197

Re: Application for Incorporation

Attached are the Articles of Incorporation for Friends of Bennett's Creek, signed by the three initial directors / incorporators. Please register Friends of Bennett's Creek as a non-profit, non-stock corporation in the State of Virginia.

I have enclosed a check in the amount of \$75.00 for the charter and filing fees. Please contact me if you have any questions regarding this application.

Sincerely,



Sheila J. Neal
Registered Agent /
Director, Friends of Bennett's Creek

Friends of Bennett's Creek

Write to 2920 Old Wharf Road, Suffolk, Va 23435; phone: (757) 483-4855; or visit our website at www.FOBC.com

Articles of Incorporation
of
Friends of Bennett's Creek
(a Non-Profit Corporation)

We, the undersigned residents of the State of Virginia, have voluntarily associated ourselves together, for the purpose of forming a non-stock, non-profit corporation under the laws of the State of Virginia, and particularly under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and

WE DO HEREBY CERTIFY:

I

that the name of this corporation shall be

Friends of Bennett's Creek.

II

That said corporation is organized exclusively for the furtherance of the common good of the Bennett Creek community, with purposes of:

- a) The maintenance of the navigability of Bennett Creek
- b) The enhancement of the recreational and commercial uses of Bennett Creek
- c) The representation of the interests of Bennett Creek before local and federal officials
- d) Any other activity promoting the welfare of residents and visitors of Bennett Creek.

III

That this corporation, contemplating no profit to the members thereof, has no capital stock.

IV

That 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 distributions in furtherance of the purposes set forth in Article Second thereof. 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 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 by a corporation exempt from federal income tax under section 501 (c) (4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

V

That the principal office for the transaction of business of this corporation shall be located in the city of Suffolk, State of Virginia.

VI

That the authorized number and qualifications of its members, the different classes of membership, if any, and the property, voting and other rights and privileges of each class of membership shall be set forth in the By-Laws of the corporation.

VII

That the names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors, by majority membership vote, are as follows:

Neil E. Wilson, 100 Windy Point Road, Suffolk, Virginia

Sheila J. Neal, 2920 Old Wharf Road, Suffolk, Virginia

Gary L. Neal, 2920 Old Wharf Road, Suffolk, Virginia.

VIII

That the initial registered agent shall be Sheila J. Neal, an initial director of the corporation, the registered office address of whom is 2920 Old Wharf Road, Suffolk, Virginia 23435-1421.

IX

IN WITNESS WHEREOF we have hereunto subscribed our names this 26th day of October, 2001.


Neil E. Wilson


Sheila J. Neal


Gary L. Neal