

ARTICLES OF AMENDMENT  
OF  
DPC COMMUNITY FOUNDATION

DPC Community Foundation, a Virginia nonstock corporation (the "Corporation"), pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia (1950), as amended, hereby executes the following articles of amendment and sets forth:

ARTICLE I  
Name of the Corporation

The name of the Corporation is:

DPC COMMUNITY FOUNDATION

ARTICLE II  
First Amendment

The name of the Corporation is hereby changed to:

THE COMMUNITY FOUNDATION OF THE DAN RIVER REGION

ARTICLE III  
Second Amendment

Paragraph 1 of the Articles of Incorporation of the Corporation is hereby revoked in its entirety and replaced in its place and stead with the following new Paragraph 1:

1. NAME. The name of the corporation is The Community Foundation of the Dan River Region. Throughout these Articles of Incorporation, the corporation shall be referred to as the "Foundation".

ARTICLE IV  
Adoption of Amendment

The foregoing amendment was adopted on March 22, 2004.


ARTICLE V  
Method of Adoption

The amendment was adopted at a meeting of the board of directors by a vote of at least two-thirds (2/3) of the directors

in office. Member approval of the amendment was not required because the Corporation has no members with voting rights.

The undersigned chairman of the board of directors of the Corporation declares that the facts herein stated are true as of 4/13/2004, 2004.

DPC COMMUNITY FOUNDATION, a  
Virginia nonstock corporation

By:   
Ben J. Davenport, Jr.  
Chairman  
Board of Directors

ARTICLES OF INCORPORATION  
OF THE  
DPC COMMUNITY FOUNDATION

The undersigned associate to form a non-profit, non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

1. NAME. The name of the corporation is the DPC Community Foundation. Throughout these Articles of Incorporation, the corporation shall be referred to as the "Foundation".

2. PURPOSE.

(a) The Foundation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). References to any provisions of the Code shall include the corresponding provision of any future United States Internal Revenue Law. In furtherance of such objectives, the Foundation shall function as a non-profit, charitable corporation whose purposes are to seek and receive gifts and bequests from a wide range of potential and actual donors and testators in the community (as herein defined). Such gifts and bequests will be sought through banks, trust companies, attorneys,

accountants or in other appropriate ways which call attention to the Foundation as a potential recipient of gifts and bequests made for the benefit of the community.

(b) The net income and/or principal of the Foundation shall be applied to, or expended for, such exclusively charitable purposes as herein defined. The Board of Directors of the Foundation (the "Board of Directors"), or any committee that it duly authorizes, may, in their absolute discretion, direct the payment of the whole or any part of the net income and/or principal of the Foundation to any one or more charitable organizations as herein defined for use in meeting its or their ordinary operating requirements or in acquiring, erecting or improving structures, equipment and other facilities deemed necessary or advisable.

(c) For the purposes of these Articles of Incorporation, references to the "community" shall mean the area or territory encompassed by the City of Danville and Pittsylvania County, both of which are located in the State of Virginia, and Caswell County, North Carolina, as well as other counties and localities regarded as lying within the greater Danville area.

(d) For the purposes of these Articles of Incorporation, references to "charitable organizations" or

"charitable organization" shall mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, where they are under the laws of the United States, any State or Territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable, religious, scientific, literary, and educational purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is intended that the organization(s) described in this paragraph shall be entitled to exemption from Federal Income Tax under §501(c)(3) of the Code.

(e) The Foundation shall not engage in any act with any person (other than a Foundation manager acting only in such capacity) which would constitute self-dealing (within the meaning of § 4941 of the Code) if the Foundation were a private foundation; nor shall the Foundation have holdings which would constitute excess business holdings (within the

meaning of § 4943 of the Code) if the Foundation were a private foundation, and the Foundation shall exercise expenditure responsibility (within the meaning of § 4945(h) of the Code) through either the Board of Directors, its duly authorized committees, or their agents or custodians, with respect to any grant which would otherwise constitute a taxable expenditure (under § 4945(d)(4) of the Code) if the Foundation were a private foundation. The net income and/or principal of the Foundation shall in no event be paid or used outside of the United States of America, and (except as otherwise specifically directed by a donor or testator) shall be used primarily for the benefit of the people of the community as herein defined, and such surrounding area as the Board of Directors may from time to time determine.

(f) The aims of the Foundation are to be carried out through any and all lawful activities, including others not specifically stated above but incidental to the stated aims and purposes; provided, that any such activity shall conform to any applicable restrictions or limitations set forth in these Articles of Incorporation or to any restriction which is imposed on corporations described in § 501(c)(3) of the Code or on any corporation described in § 170(c)(2) of the Code. The Foundation is to be organized as and operate as a

"community trust" under § 1.170A-9(e)(10) and §1.170A-9(e)(11) of the regulations established under the Code.

(g) No part of the net earnings or income of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other 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 above in this Paragraph 2. The Foundation shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise and shall not directly or indirectly 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.

3. MEMBERS. The Foundation shall have one or more classes of members. The by-laws of the Foundation shall set forth (i) the designations of the class or classes of members, (ii) the qualifications and rights of the members of each class, and (iii) the voting rights conferred, limited or denied to the member of each class. The by-laws may set forth provisions denying voting rights to all members.

4. DISSOLUTION. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all the assets of the Foundation, exclusively for ~~the purposes of the Foundation in such manner or to such~~ organization or organizations organized and operated exclusively for the religious, scientific, literary and/or educational purposes or which shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the City of Danville, Virginia, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

5. BOARD OF DIRECTORS.

(a) All corporate powers shall be exercised by or under the authority of, and the business of the Foundation managed under the direction of, the Board of Directors, subject to the limitations set forth in these Articles.

(b) The number of directors of the corporation may vary from a minimum of thirteen (13), to a maximum of twenty-three (23). Within such minimum and maximum, the number of directors may be fixed or changed from time to



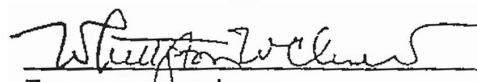
time by the Board of Directors. Such minimum and/or maximum numbers of directors may be increased or decreased from time to time by amendment to the by-laws.

(c) The initial Board of Directors shall consist of twenty-one (21) directors to be elected by the Incorporator. The initial Board of Directors shall complete the organization of the Foundation and shall serve until the first annual election of directors, the date of which election shall be set in accordance with the by-laws. Thereafter, the directors shall be elected for three year terms, which terms shall be staggered in three groups in accordance with § 13.1-858 of the Code of Virginia of 1950, as amended. New directors shall be elected by the then existing Board of Directors, including those directors whose terms are expiring. Existing directors may succeed themselves in office. New directors shall be nominated by a Nominating Committee composed of both members and directors as described in the by-laws.

6. REGISTERED AGENT. The address of the initial registered office shall be P.O. Box 8200, 549 Main Street, Danville, Virginia, 24543-8200. The name of the city in which the initial registered office is located is the City of Danville, Virginia. The name of the initial registered agent is Whittington W. Clement, who is a resident of

Virginia, a member of the Virginia State Bar, and whose business address is the same as the registered office of the Foundation.

Dated: September 4, 1996

  
\_\_\_\_\_  
Incorporator .

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

Richmond, September 6, 1996

*This is to Certify that the certificate of incorporation of*

*DPC Community Foundation*

*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:*

September 6, 1996



*State Corporation Commission*

*William J. Bridge*  
Clerk of the Commission

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

June 22, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of

THE COMMUNITY FOUNDATION OF THE DAN RIVER REGION (formerly DPC Community Foundation )

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective June 22, 2004.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

LAW OFFICES

# CLEMENT & WHEATLEY

*A Professional Corporation*

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Ellen C. Reynolds  
Darren W. Bentley  
Trevor A. Moe  
\*Also licensed in NC

Rutledge C. Clement  
(1906-1979)

C. Stuart Wheatley  
(1905-1982)

Joseph M. Winston, Jr.  
*Retired*

June 28, 2004

Mrs. Debra L. Dodson  
The Community Foundation of the Dan River Region  
P.O. Box 1039  
Danville, VA 24543

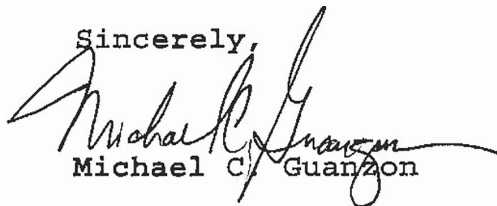
Re: Change of Corporate Name

Dear Debra:

Please find enclosed the original Certificate of Amendment and receipt that we received from the State Corporation Commission today officially changing the name of DPC Community Foundation to The Community Foundation of the Dan River Region.

If you have any questions, please let us know. Thank you.

Sincerely,



Michael C. Guanzon

Enclosures

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