

STATE CORPORATION COMMISSION


Richmond. June 11, 1981

This is to Certify that the certificate of incorporation of

The Charles City-New Kent Heritage 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 the laws of the State applicable to
the corporation and its business.*

State Corporation Commission


Clerk of the Commission

**THE CHARLES CITY-NEW KENT HERITAGE FOUNDATION
UNANIMOUS CONSENT OF MEMBERS**

The undersigned, being all of the members appointed by the Board of Directors of The Charles City-New Kent Heritage Foundation, consent to the adoption of the following resolutions:

RESOLVED, that the following amendments to the Articles of Incorporation dated June 5, 1981 are adopted:

1. Paragraph 1 of the Articles is hereby deleted in its entirety and the following is substituted in lieu thereof:

1. Name. The name of the corporation shall be Heritage Public Library, Inc.

2. Paragraph 3 of the Articles is amended by deleting the first paragraph and substituting in lieu thereof the following:

The purpose or purposes for which this corporation is organized are: To operate and serve as a public library for the citizens of Charles City County and New Kent County. This corporation shall operate exclusively for charitable and educational purposes, within the meaning of Section 501 (c) (3).

3. Paragraph 8 of the Articles is hereby deleted in its entirety and the following is substituted in lieu thereof:

8. Board of Trustees. The Board of Trustees shall consist of up to eleven members. Five of the members are to be appointed by the Board of Supervisors of New Kent County. Three of the members are to be appointed by the Board of Supervisors of Charles City County. Three of the members are to be at large members who are appointed by the Board of Trustees.

[Signature]
Member

Date: 10/23/03

[Signature]
Member

Date: 10/23/03

[Signature]
Member

Date: 10/23/03

Mayette Holden
Member

Date: 10.23.03

May C. Stotreyer
Member

Date: 10-23-03

Frances J. Chiochi 10/23/03
Chairman

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
THE CHARLES CITY-NEW KENT HERITAGE FOUNDATION**

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following articles of amendment and sets forth:

ONE

The current name of the corporation is The Charles City-New Kent Heritage Foundation.

TWO

The following amendments to the Articles of Incorporation dated June 5, 1981, were proposed by the Board of Directors of the aforesaid corporation:

1. Paragraph 1 of the Articles is hereby deleted in its entirety and the following is substituted in lieu thereof:

1. Name. The name of the corporation shall be Heritage Public Library, Inc.

2. Paragraph 3 of the Articles is amended by deleting the first paragraph and substituting in lieu thereof the following:

The purpose or purposes for which this corporation is organized are: To operate and serve as a public library for the citizens of Charles City County and New Kent County. This corporation shall operate exclusively for charitable and educational purposes, within the meaning of Section 501 (c) (3).

3. Paragraph 8 of the Articles is hereby deleted in its entirety and the following is substituted in lieu thereof:

8. Board of Trustees. The Board of Trustees shall consist of up to eleven members. Five of the members are to be appointed by the Board of Supervisors of New Kent County. Three of the members are to be appointed by the Board of Supervisors of Charles City County. Three of the members are to be at large members who are appointed by the Board of Trustees.

THREE

The foregoing amendments were adopted on September 25, 2003.

FOUR

The amendments were approved by the unanimous consent of the members.

The undersigned Chairman of the Board of Directors, authorized to act on behalf of the corporation, hereby declares that the facts herein stated are true as of September 25, 2003.

October 23, 2003

The Charles City-New Kent Heritage Foundation

By: Frances G. Christie

Name and Title: Frances G. Christie, Chairman

ARTICLES OF INCORPORATION
OF
THE CHARLES CITY-NEW KENT HERITAGE FOUNDATION

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

1. NAME: The name of this corporation shall be The Charles City-New Kent Heritage Foundation.
2. POWERS: This corporation shall have all granted by the laws of the Commonwealth of Virginia to corporations, and not specifically restricted by these Articles.
3. PURPOSES: The purpose or purposes for which this corporation is organized are: To operate exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and more specifically: to establish, maintain and develop a tri-cultural center and/or other necessary facilities representing the three counties and all three cultures; including a museum, library, archive, activity center, research sites and memorials.

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 any candidate for public office.

Notwithstanding any other provisions 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 of 1954 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of Virginia (or the corresponding provision of any future United State Internal Revenue Code).

4. DISTRIBUTION OF EARNINGS: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officer 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 3 hereof.

5. DISTRIBUTION OF ASSETS ON DISSOLUTION: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of the liabilities of the corporation, dispose 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 and educational 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 Trustees shall determine.

6. MEMBERS: Membership shall be open to all persons, regardless of race, creed, or national origin, who have an interest in and demonstrate a willingness to donate materials, time or funds to The Charles City-New Kent Heritage Foundation. In addition, the members must: (a) be over the age of 18 years and (b) agree to abide by the by-laws of the corporation. The Board of Trustees shall select members and shall authorize issuance of membership credentials.

Each member shall have the right to vote at regular or called meetings and full use of the facilities of the corporation.

7. NO VESTED INTEREST: No member, solely by virtue of his membership shall acquire any vested interest in any property or assets of this corporation.

8. BOARD OF TRUSTEES: The Board of Trustees of the corporation are to be elected by a two-thirds vote of the membership present at a

regular or called meeting of the corporation.

The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve the initial directors are:

Robert R. Heath
Rt. 1, Box 348
Lanexa, Virginia 23089

Arthur L. Adkins
Rt. 1, Box 299
Providence Forge, Virginia 23140

Jacqueline C. Pomeroy
P.O. Box 14
Providence Forge, Virginia 23140

9. REGISTERED OFFICE AND REGISTERED AGENT: The post office address of the initial registered office is P.O. Box 102, Providence Forge, Virginia, which is located in New Kent County, Virginia. The name of its registered agent is C. Linwood Gregory, who is a resident of Virginia and who is a member of the Virginia State Bar, and whose business address is the same as the registered office of the corporation.

Given under our hand and seals this 5th day of June, 1988.

Robert R. Heath

June 5, 1988
Date

Arthur L. Adkins

June 5, 1988
Date

Jacqueline C. Pomeroy

June 5, 1988
Date

SCC 9

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

June 11, 1981

The accompanying articles having been delivered to the State Corporation Commission on behalf of

The Charles City-New Kent Heritage Foundation

and the Commission having found that the articles comply with the requirements of law and that the fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Clerk of the Circuit Court, New Kent County, Virginia, so that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation to the office of the clerk of the Circuit Court, New Kent County

By  STATE CORPORATION COMMISSION
Commissioner

VIRGINIA:

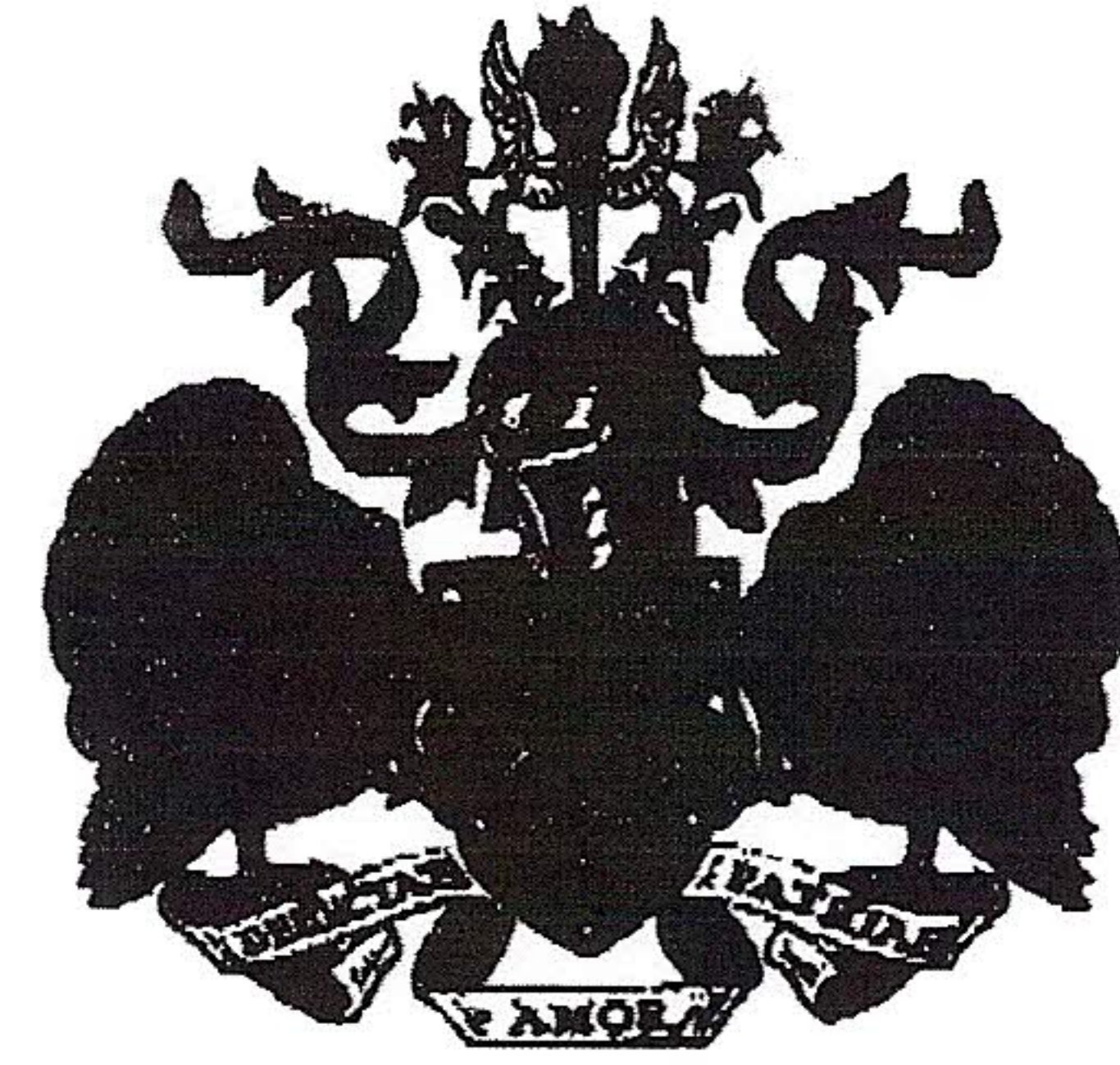
In the Clerk's Office of the Circuit Court, New Kent County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 12th day of June, 1981 and is now returned to the State Corporation Commission by certified mail.

Richard L. Anderson

a copy,
-2076 Richard L. Anderson
Shirley

COMMONWEALTH OF VIRGINIA
COUNTY of CHARLES CITY



BOARD OF SUPERVISORS

Richard M. Bowman
C. Hill Carter, Jr.
Henry O. Hollimon, Jr.

COUNTY ADMINISTRATOR

Lloyd O. Jones

VIRGINIA:

At the regular meeting of the Board of Supervisors of Charles City County, Virginia held at the Courthouse thereof on Tuesday, May 28, 1985 at 9:00 a.m., in the 209th year of the Commonwealth, and in the 351st year of the County.

PRESENT: Henry O. Hollimon, Jr., Chairman
C. Hill Carter, Jr.
Richard M. Bowman

RE: CHARLES CITY-NEW KENT HERITAGE LIBRARY FOUNDATION, INC.

On motion duly made by C. Hill Carter, Jr., seconded by Richard M. Bowman and unanimously carried,

WHEREAS, the Counties of New Kent and Charles City have negotiated a contract with the Charles City-New Kent Heritage Foundation, Inc. trading as the Heritage Library and located at Providence Forge, Virginia to provide free public library service within the two Counties; and,

WHEREAS, the two Counties wish to confirm the Heritage Library as the sole official free public library of the two Counties; and,

WHEREAS, the Board of Supervisors wishes to approve the contract previously negotiated between the parties and to appoint a member or members of the Board of Trustees of the library as set forth in the aforementioned contract;

NOW, THEREFORE, BE IT RESOLVED, that this Board hereby approves the contract between Charles City County, New Kent County, and the Charles City-New Kent Heritage Foundation, Inc. with all terms contained therein;

BE IT FURTHER RESOLVED, that the Board of Supervisors of Charles City County does confirm the Heritage Library as the sole official free public library serving the County of Charles City.

A COPY TESTE:

Henry O. Hollimon, Jr. Chairman
Board of Supervisors

P. O. Box 128

Charles City, Virginia 23030

(804) 829-2401

The Library of Virginia • Library Development & Networking Division and
Information Technology Services Division
800 East Broad Street • Richmond, Virginia 23219-8000
Fax: (804) 692-3771 • <http://www.lva.virginia.gov>

FACSIMILE TRANSMISSION COVER SHEET

Date:

1/14/10

To:

Barbara Winters - Heritage Public Library

Fax:

From:

☒ Kim Armentrout
kim.armentrout@lva.virginia.gov
Direct: (804) 692-3601

☐ Enid Costley
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Direct: (804) 692-3760

☐ Paranita Carpenter
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Direct: (804) 692-3993

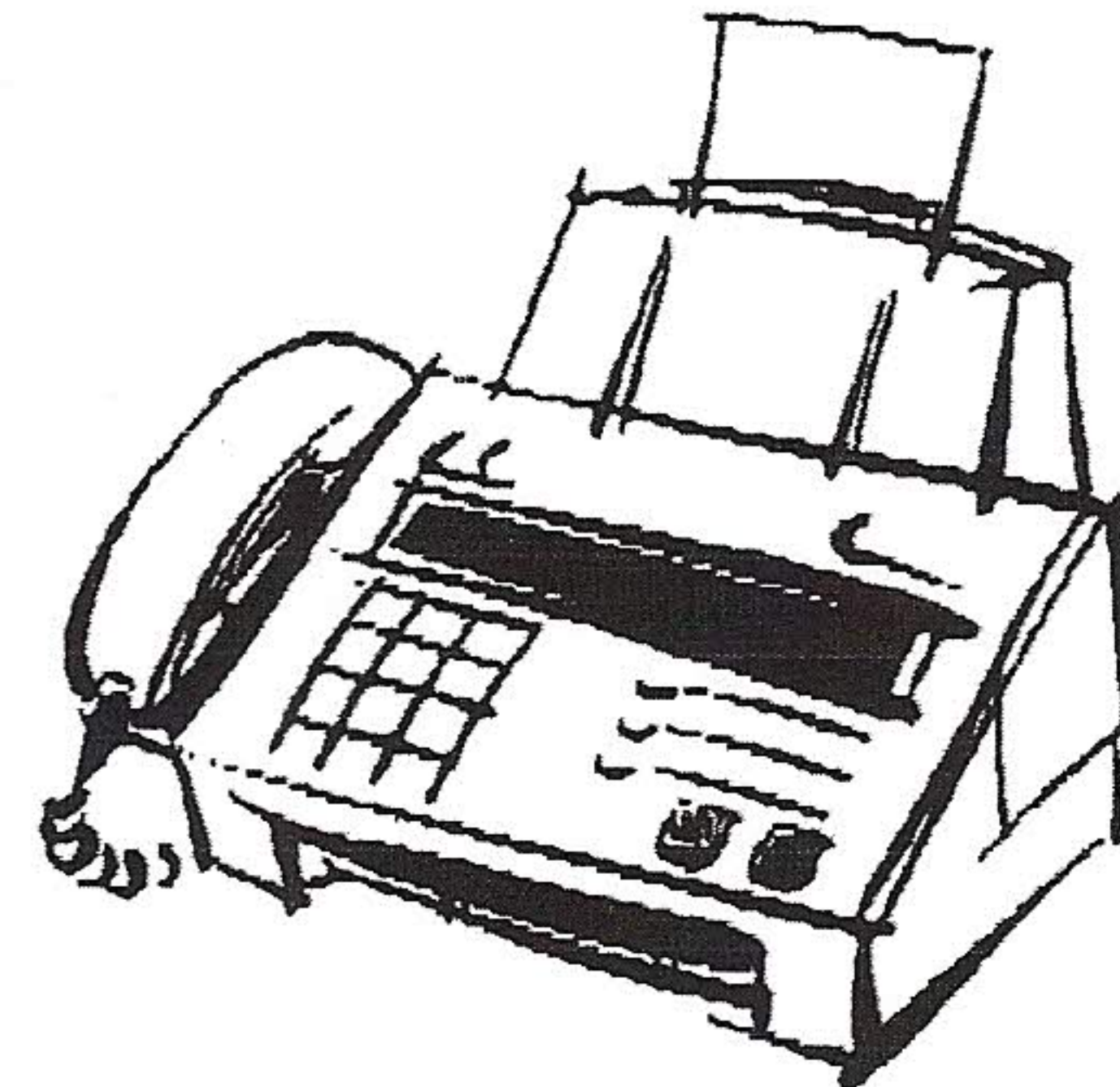
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☐ Rose Schooff
rose.schooff@lva.virginia.gov
Direct: (804) 692-3772

**INSTRUCTIONS**

- ☒ Urgent. Please route to the above immediately.
- ☐ Immediate response requested.
- ☐ Per your request.
- ☐ For your comment/recommendation.
- ☐ For your files.
- ☐ For your information only.
- ☐ Draft for your approval.
- ☐ Return after your approval and execution of same.

Comments:

TOTAL PAGES, INCLUDING THIS COVER SHEET: 11