

# ARTICLES OF INCORPORATION

of

## COMING TO THE TABLE - RVA

### ARTICLE I

#### NAME

The name of the corporation is Coming To The Table - RVA.

### ARTICLE II

#### PURPOSES

Section 1. Purposes. The corporation shall be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, without limitation, providing leadership, resources, and a supportive environment for all who wish to acknowledge and heal wounds from racism that is rooted in the United States' history of slavery. It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

Section 2. The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes and benefits may be conferred that are in conformity with said purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code or by an organization contributions to which are deductible under Sections 170(a), 170(c)(2), 2055(a)(2) or (3) and 2522(a)(2) or (3), or corresponding section of any future federal tax code.

Section 4. Dissolution. Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation in such manner as the board of directors may determine or to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code as the board of directors shall determine. Any such assets not so disposed of shall be distributed pursuant to the order of any court of record with general equity jurisdiction in the city or county of the Commonwealth of Virginia where the registered office of the corporation is then located or to such organization or organizations organized or operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and exempt from taxation under Section 501(a) of the Code as that court may determine.

### **ARTICLE III**

#### **MEMBERS**

The corporation shall have no members.

### **ARTICLE IV**

#### **DIRECTORS**

Section 1. Number. The board of directors shall consist of a minimum of three and a maximum of twenty-four individuals. The number of directors at the time of the filing of the Articles of Incorporation shall be three. The number of directors may be fixed or changed from time to time, within the minimum and the maximum, by the board of directors.

Section 2. Election. Directors, other than directors elected to fill vacancies in the board of directors, shall be elected at the annual meeting of the directors by the affirmative vote of a majority of the directors then in office.

Section 3. Term. The terms of directors shall be staggered. The directors shall be divided into three groups designated as “Group I,” “Group II” and “Group III” with each group containing one-third of the number of directors, as near as may be. The terms of the directors in Group I appointed by the sole incorporator on the date of the filing of the Articles of Incorporation (the “Effective Date”) shall expire on June 30 following the first annual meeting of the directors after the Effective Date, and the terms of the directors in Group II appointed by the sole incorporator on the Effective Date shall expire on June 30 following the second annual meeting of the directors after the Effective Date and the terms of the directors in Group III appointed by the sole incorporator on the Effective Date shall expire on June 30 following the third annual meeting of the directors after the Effective Date. The directors succeeding those in each group whose terms expire shall be designated as members of the same group as those they succeed. The terms of directors succeeding those in each group whose terms expire shall begin on July 1 following the annual meeting of the directors at which they are elected and shall expire on June 30 following the second annual meeting of the directors at which they are elected. Directors elected to fill vacancies in the board of directors shall be designated as members of the group in which the vacancies existed. The terms of directors elected to fill vacancies in the board of directors shall begin on the date of the meeting of the directors at which they are elected and shall expire on the date on which expire the terms of the directors in which the vacancies existed. If the number of directors is changed, the increase or decrease in the number of directors shall be appointed among the groups of directors so that each group shall contain one-third of the number of directors, as near as may be, provided, however, that no decrease in the number of directors shall shorten the term of any director serving as such at the time that the decrease in the number of directors is effective. No individual shall be named or elected as a director without his or her prior consent.

Section 4. Resignation. Directors may resign at any time by written notice delivered to the board of directors, the Chairman of the Board or the Secretary. Notice of resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 5. Removal. Directors may be removed, with or without cause, at any meeting of the directors by the affirmative vote of a majority of the directors then in office.

Section 6. Vacancies. Vacancies in the board of directors resulting from the resignation, removal or death of directors or an increase in the number of directors may be filled at any meeting of the directors by the affirmative vote of a majority of the directors then in office.

## ARTICLE V

### INDEMNIFICATION AND ELIMINATION OR LIMITATION OF LIABILITY

Section 1. Indemnification of Directors and Officers. Except as provided in Section 2 of this Article, the corporation shall indemnify every individual made a party to a proceeding because such individual is or was a director or officer against liability incurred in the proceeding if: (i) such individual conducted oneself in good faith; and (ii) such individual believed, in the case of conduct in such individual's official capacity with the corporation, that such individual's conduct was in its best interests, and, in all other cases, that such individual's conduct was at least not opposed to its best interests; and (iii) such individual had no reasonable cause to believe, in the case of any criminal proceeding, that such individual's conduct was unlawful.

Section 2. Indemnification Not Permitted. The corporation shall not indemnify any individual against such individual's willful misconduct or a knowing violation of the criminal law or against any liability incurred by such individual in any proceeding charging improper personal benefit to such individual, whether or not by or in the right of the corporation or involving action in such individual's official capacity, in which such individual was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by such individual.

Section 3. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 1 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 4. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) such individual met the standard of conduct set forth in Section 1 of this Article and, with respect to a proceeding by or in the right of the corporation in which such individual was adjudged liable to the corporation, such individual is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though such individual was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (iii) by special legal counsel selected by the board of directors or its committee in the manner heretofore provided or, if such a quorum of the board of directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the board of directors (in which selection directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 5. Advance for Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) such individual furnishes the corporation a written statement of such individual's good faith belief that such individual has met the standard of conduct described in Section 1 of this Article and a written undertaking, executed personally or on such individual's behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the corporation in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the corporation without reference to financial ability to make repayment.

Section 6. Indemnification of Employees and Agents. The corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the corporation to the same extent as provided in this Article with respect to directors and officers.

Section 7. Elimination or Limitation of Liability of Directors and Officers. Except as provided in Section 8 of this Article, in any proceeding brought by or in the right of the corporation, the damages assessed against a director or officer arising out of a single transaction, occurrence or course of conduct shall be limited as follows:

- (1) A director or officer who does not receive compensation for such individual's services as such shall have no liability for damages if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was exempt from federal taxation under Section 501(a) of the Code.
- (2) The liability of a director or officer who does not receive compensation from the corporation for such individual's services as such shall not exceed the amount of \$100.00 if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was not exempt from federal taxation under Section 501(a) of the Code.
- (3) The liability of a director or officer who receives compensation from the corporation for such individual's services as such shall not exceed the amount of \$100.00.

Section 8. Liability of Directors and Officers Not Eliminated or Limited.

The liability of a director or officer shall not be eliminated or limited in accordance with the provisions of Section 7 of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

Section 9. Definitions. In this Article:

"Director" and "officer" mean an individual who is or was a director or officer of the corporation, as the case may be, or who, while a director or officer of the corporation is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if such individual's duties to the corporation also impose duties on, or otherwise involve services by, such individual to the plan or to participants in or beneficiaries of the plan.

"Corporation" means the corporation and any domestic or foreign predecessor entity of the corporation in a merger or other transaction in which the predecessor's existence ceased upon the consummation of the transaction.

"Expenses" includes but is not limited to counsel fees.

"Individual" includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Official capacity” means: (i) when used with respect to a director, the office of director in the corporation; (ii) when used with respect to an officer, the office in the corporation held by such individual; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by such individual on behalf of the corporation. “Official capacity” does not include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

“Party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal and whether or not by or in the right of the corporation.

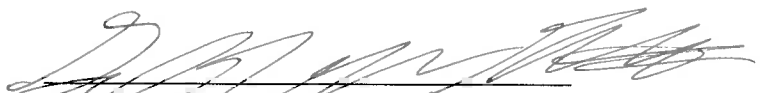
Section 10. Provisions Not Exclusive. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The post office address of the initial registered office is 1001 Haxall Point, 15<sup>th</sup> Floor, Post Office Box 1122, Richmond, Virginia 23218. The City in which the initial registered office is located is Richmond. The initial registered agent is David Michael Carter, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is identical to the initial registered office.

Date: March 28, 2019

  
Geoffrey Garrett  
Incorporator