

ARTICLES OF INCORPORATION

BLACKSBURG VIRGINIA CHAPTER #2613 OF AMERICAN
ASSOCIATION OF RETIRED PERSONS, INC.
(A NON-STOCK CORPORATION)

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:

FIRST: The name of the Corporation shall be

BLACKSBURG VIRGINIA CHAPTER #2613 OF AMERICAN
ASSOCIATION OF RETIRED PERSONS, INC.

SECOND: The purposes for which the Corporation is organized shall be:

1. To understand aging as a modern social achievement measurable in terms of longer life and a shift from a work-centered society to one that is leisure-centered.
2. To offer the individual senior citizen opportunities for self-appraisal and for planning a way of life designed to attain the maximum amount of self-realization and enrichment in the years ahead.
3. To help foster equality of opportunity for the aging population by (i) promoting its continued growth and development, its self-respect, its self-confidence and its usefulness, (ii) encouraging its participation in the stream of contemporary life and (iii) stimulating a dynamic public interest in all segments of the aging population and recognition of their potential.

4. To study and to discuss the meaning of a longer life for retired persons in a society which offers more and more free time; and to present statistical data for gerontological purposes.

5. To identify through educational procedures, experiences which will further growth and development of personality for retired persons and lead to new, useful and creative roles which in turn will provide a sense of life-fulfillment in our changing society.

6. To devote the energies of the Corporation to furthering its educational, scientific and philanthropic objectives of prolonging and improving the mental and physical well-being of retired persons.

7. Generally, to aid retired persons in their social, physical, economic and intellectual needs by acting as a local chapter of the AMERICAN ASSOCIATION OF RETIRED PERSONS, a District of Columbia Non-Profit Corporation (hereinafter referred to as "AARP") in accordance with and in furtherance of its purposes, objectives and ideals.

THIRD: The Corporation is to have members. The designation of the class or classes of members of the Corporation and the qualifications and rights, including voting rights, of the members of each such class, shall be as follows:

1. The Corporation shall have two classes of members; national organization and individual. AARP shall be the national organization member of the Corporation. All persons who are members in good standing of AARP and who pay, in advance, to the

Corporation the annual dues which may be prescribed from time to time in the By-Laws of the Corporation shall be individual members.

2. Except as otherwise provided in Paragraph 3 of this Articles THIRD, all voting rights shall be vested in the individual members and each individual member shall be entitled to one vote with respect to any question or matter which may come before a meeting of the members of the Corporation.

3. The national organization member shall have voting rights only on matters relating to (i) the amendment of the Articles of Incorporation or By-Laws of the Corporation; (ii) a liquidation, dissolution, merger or consolidation, involving the Corporation and (iii) the sale, exchange, mortgage, pledge or other disposition of all or substantially all of the assets and property of the Corporation, in which event the affirmative vote of the national organization member with respect to any such matter shall be necessary in addition to the affirmative vote of more than two-thirds of the individual members to approve such matter. In addition, in the event that recognition of the Corporation as a local chapter of the AMERICAN ASSOCIATION OF RETIRED PERSONS is withdrawn or suspended, then, notwithstanding any other provision of these Articles of Incorporation to the contrary, all voting rights shall thereafter be vested solely in the national organization member and the voting rights which would otherwise be vested in the individual members shall thereupon cease.

FOURTH: The directors of the Corporation shall be elected by the vote of a majority of the individual members

present in person and entitled to vote at the annual meeting of the members.

FIFTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and its directors:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, member or other private individual, 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 hereof. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
2. In the event the existence of the Corporation should for any reason be terminated, all funds of the Corporation shall, after the payment of its liabilities, be distributed exclusively for charitable purposes.
3. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction which is a prohibited transaction as defined in §503(c) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States Revenue Laws.
4. Neither the Corporation nor any officer or individual member of the Corporation shall have the authority to represent, contract for or otherwise act in an official capacity for AARP. No officer or individual member shall use the Corporation to further his own personal interests.

5. The purposes and objects of the Corporation shall in all respects conform to the purposes of AARP insofar as they are not in conflict with the laws of Virginia. The Corporation shall not engage in or permit or suffer any activity detrimental to or which detracts from the best interests of AARP or its members.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The post office address of the initial registered office is 610 Alleghany Street, S.E., Blacksburg, Virginia, 24060. The name of the County in which the initial registered office is located is Montgomery. The name of the initial registered agent is Denver D. Bragg, who is a resident of Virginia and a Director of the Corporation.

EIGHTH: The number of Directors, not less than three (3) shall be fixed by the By-Laws. The names and addresses of the persons who are to serve as the seven (7) initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Denver D. Bragg	610 Alleghany Street, S.E. Blacksburg, Va. 24060
John O. Rowell	P.O. Box 844 1800 Prices Fork Road Blacksburg, Va. 24060
Margaret C. Blair	903 South Main Street Blacksburg, Va. 24060
Esther A. Critchfield	2713 Chelsea Court Blacksburg, Va. 24060
Vernon L. Baldwin	411 Dunton Drive Blacksburg, Va. 24060
Seth Pope	206 Wilson Avenue Blacksburg, Va. 24060
Georgia G. Pfeiffer	700 Kentwood Drive Blacksburg, Va. 24060

IN WITNESS WHEREOF, we, the undersigned, do subscribe
and acknowledge these Articles of Incorporation and accordingly
have hereunto set our hands this 15 day of June , 1976.

Denver D. Bragg

Denver D. Bragg

John O. Rowell

John O. Rowell

Margaret C. Blair

Margaret C. Blair

Esther A. Critchfield

Esther A. Critchfield

Vernon L. Baldwin

Vernon L. Baldwin

Seth Pope

Seth Pope

Georgia G. Pfeiffer

Georgia G. Pfeiffer

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSIONAT RICHMOND,
June 29, 1976

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

Blacksburg Virginia Chapter #2613 of American
Association of Retired Persons, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required 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 Commission; and
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 in the
office of the clerk of the Circuit Court Montgomery County

STATE CORPORATION COMMISSION

By

Thomas P. Hemmell
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court Montgomery County

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

Clerk

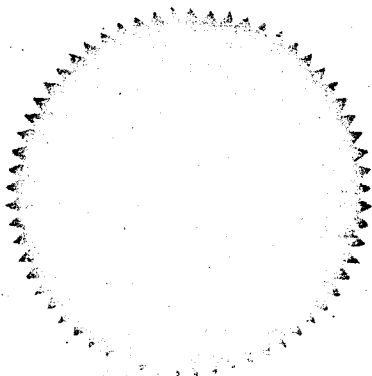
Commonwealth of Virginia



State Corporation Commission

I, William C. Young, Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of all documents constituting as of this date the charter of Blacksburg Virginia Chapter #2613 of American Association of Retired Persons, Inc. _____

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 30th day of June A. D. 19 76



William C. Young
Clerk of the Commission