

# **ARTICLES OF INCORPORATION VIRGINIA NONSTOCK CORPORATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

## **ARTICLE 1. NAME.**

The name of the corporation is: **National Center for Career Exploration**, referred to hereafter as the “Corporation”.

## **ARTICLE 2. MEMBERS.**

The Corporation shall have such class or classes of Members as shall be designated in the Bylaws of the Corporation as amended from time to time, which shall designate the class or classes of Members, state the qualifications and rights of the Members of each class, and confer, limit, or deny the right to vote.

## **ARTICLE 3. DIRECTORS.**

### **3.1 Directors of the Corporation.**

The Directors of the Corporation shall be elected or appointed as follows:

Initial Directors as set forth in Article 9 hereof, are appointed. Additional Directors may be elected at any time by a majority vote of the serving Directors. All other matters pertaining to Directors, including number, qualifications, terms, groups, eligibility and elections shall be prescribed by the Bylaws of the Corporation.

### **3.2 Bylaws.**

The Board of Directors shall adopt the initial Bylaws of the Corporation and the Board of Directors shall have the power to alter, amend or repeal the same or adopt new Bylaws.

### **3.3 Management of Business and Affairs of the Corporation.**

The management of the business and the conduct of the affairs of the Corporation are vested in its Board of Directors. Except as otherwise provided in these Articles of Incorporation, each Director of the Corporation is entitled to one vote per Director on all matters voted or acted upon by the Board of Directors.

## **ARTICLE 4. REGISTERED OFFICE AND AGENT.**

The name of the City in which the initial registered office is located is Virginia Beach, Virginia; the address of the original registered office is 2121 Wake Forest Street, Virginia Beach, Virginia 23451. The name of the initial registered agent is Robert D. Hilliard, an individual who is a resident of Virginia and an initial Director of the Corporation, and whose business office is the same as the registered office of the Corporation.

## **ARTICLE 5. PURPOSE AND POWERS.**

### 5.1 General.

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", with each reference to a section of the Code to include the corresponding provisions of any future federal internal revenue laws), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. By way of example, and not limitation, the Corporation's purposes include to:

- A. Provide national leadership for the advancement of career literacy through the development and administration of career education programs and activities for youth.
- B. Advocate the value of career literacy for youth as a fundamentally important component contributing to a best-informed career-path decision.
- C. Develop career literacy in youth through a program of regularly scheduled forums that introduce youth to knowledgeable people working in a broad spectrum of career vocations.
- D. Develop career literacy in youth through a program of web-based courses spanning kindergarten through senior high school that promote and support family-interactive career exploration activities.
- E. Conduct research to identify those factors that most strongly influence the selection of career paths in youth, the period of time in which they occur, and their relationship to personal values and behavioral characteristics.
- F. Stimulate and promote interest in the activities and programs of the Corporation by publishing a periodic newsletter to (i) recognize participant achievements, (ii) present news of expanding services and (iii) disseminate results of research programs.
- G. Work closely with area school superintendents, school principals, and career guidance counselors, education and youth development associations, and private school and home schooling associations to promote advocacy of the Corporation's mission..
- H. Conduct annual assessments (i) to ensure that the Corporation career literacy programs continue to meet the highest levels of quality and effectiveness and (ii) to evaluate the impact of these programs on youth career choice decisions.
- I. Maintain a Board of Advisors to provide counsel in support of any matters consistent with the vision and mission of the Corporation. The Board of Advisors will be comprised of individuals of noted achievement representing a diverse field of vocations, including, but not limited to, academic, education, corporate, government, military, religious, medical and entrepreneurial affiliations.

## 5.2 Restrictions.

Despite anything to the contrary in these Articles of Incorporation:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 5.1 hereof.

B. 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 or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE 6. DISPOSAL OF ASSETS.**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the city or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 7. INDEMNIFICATION AND LIMITATION OF LIABILITY.**

### 7.1 Indemnification.

The Corporation will indemnify and hold harmless each of its Directors, Officers, employees and agents (and his or her executor, personal representative and heirs), whether or not then in office, who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation) by reason of the fact that the person is or was a Director, Officer, employee or agent of the Corporation, against expenses (including all attorneys' fees), judgments, fines and amounts paid in settlement incurred by the person in connection with such action, suit or proceeding, unless there is a final adjudication by a Court of Competent Jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. All attorneys' fees and costs will be reimbursed immediately by the Corporation as they are incurred by such person, and promptly will be repaid to the Corporation only upon a final adjudication by a Court of Competent Jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. The right to indemnification is set forth in this Section 7.1 is in addition to and not exclusive of, all other rights to

which such Director, Officer, employee or agent may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by the Corporation.

7.2 Limitation of Liability.

In any proceeding against an Officer or Director who receives compensation from the Corporation for serving as such, the damages assessed against the Officer or Director arising out of a single transaction, occurrence or course of conduct may not exceed the amount of compensation received by the Officer or Director during the twelve-month period immediately preceding the act or omission for which liability was imposed unless there is a final adjudication by a Court of Competent Jurisdiction that such person was engaged in willful misconduct or a knowing violation of criminal law. An Officer or Director who serves as such without compensation for rendering services, will not be liable for damages in any such proceeding. The limitation on liability provided in this Section 7.2 will not be deemed to supersede or to prevent any limitation on liability more beneficial to the Offices and Directors as may be afforded by Virginia law from time to time.

**ARTICLE 8. AMENDMENTS.**

These Articles of Incorporation may be amended under the provision of Chapter 10 of Title 13.1 of the Code of Virginia, except that no amendment may authorize the Corporation’s Directors to conduct the Corporation’s affairs in any manner or for any purpose contrary to the provisions of Code section 501(c).

**ARTICLE 9. INITIAL DIRECTORS.**

The initial Directors are:

<b>NAME</b>	<b>ADDRESS</b>
Robert D. Hilliard	2121 Wake Forest Street; Virginia Beach, VA 23451
Dorothy A. Hilliard	2121 Wake Forest Street; Virginia Beach, VA 23451
James A. Brown	102 Cove Crescent; Yorktown, VA 23692
Sherilyn A. Brown	102 Cove Crescent; Yorktown, VA 23692

**ARTICLE 10. INCORPORATORS.**

Signed on this 6<sup>th</sup> day of July, 2004 by:

_____	Robert D. Hilliard
_____	Dorothy A. Hilliard
_____	James A. Brown
_____	Sherilyn A. Brown
<b>SIGNATURES</b>	<b>PRINTED NAMES</b>