

RESTATED ARTICLES OF INCORPORATION

OF

GALAX-CARROLL-GRAYSON CHAMBER OF COMMERCE, INC.
(A Virginia Nonstock Corporation)

ARTICLE I

The name of the Corporation is Galax-Carroll-Grayson Chamber of Commerce, Inc.

ARTICLE II

The purpose of the Corporation is to advance the educational, commercial, industrial, agricultural, civic, cultural, and recreational growth of the City of Galax and the Counties of Carroll and Grayson, and to conduct any lawful affairs for which corporations may be formed under Chapter 2, Section 13.1, Code of Virginia (as amended).

ARTICLE III

The Corporation shall consist of three (3) classes of members: (1) Individual; (2) Business and Professional; and (3) Honorary.

(1) Individual members shall be any person, age 18 or older, who resides or is employed within the Galax-Carroll-Grayson geographic area, and who supports the purpose of the Corporation stated in Article II.

(2) Business and Professional members shall be any professional person, corporation, firm, partnership, association, cooperative, or any other professional, commercial, agricultural, or industrial enterprise located in or doing business in the

Galax-Carroll-Grayson geographic area, and who supports the purpose of the Corporation stated in Article II.

(3) Honorary members shall be those individuals, corporations, partnerships, associations, cooperatives, firms, businesses, or similar organizations or enterprises, who by reason of significant contributions or service to the Corporation or to the Galax-Carroll-Grayson geographic area or to its citizens, merit special recognition.

Membership in the Individual and Business and Professional classes shall be by meeting the qualifications previously set forth and by application to the Board of Directors and by the payment of such dues as are from time to time determined by the Board.

Individual and Business and Professional classes of members shall have the right to vote in person or by proxy on amendments to the articles of incorporation and also to elect the Board of Directors. Voting for the Board of Directors will not be cumulative.

Honorary memberships shall be conferred under such terms and conditions as are determined by the Board of Directors and shall pay no dues, hold no office in the Corporation, nor shall they be entitled to vote in any of the affairs of the Corporation.

ARTICLE IV

The affairs of the corporation shall be conducted by the Board of Directors, who shall be elected by the Individual and

Business and Professional classes of members. The number of directors shall be fixed by the by-laws, but in no event shall there be less than three in number. The terms of the directors shall be three years. If any director, after being duly elected by the members, fails to complete his or her term, the remaining directors shall elect a replacement director to complete the unexpired term.

The immediate past President of the Corporation and the Executive Director shall be ex-officio members of the Board of Directors.

ARTICLE V

In the event of dissolution of the corporation, all funds remaining after the payment of the debts of the corporation, shall be turned over to the governing bodies of the Town of Hillsville, the Town of Fries, the Town of Independence, the City of Galax, and the Counties of Carroll and Grayson, in proportion to the number of members from the above localities in good standing at the time of the dissolution.

ARTICLE VI

No officer nor Director shall receive any compensation for his services as such officer or Director.

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, October 25, 1983

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

GALAX-CARROLL-GRAYSON CHAMBER OF COMMERCE, INC. (formerly CARROLL-GRAYSON CHAMBER OF COMMERCE, INCORPORATED)

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 AMENDMENT & RESTATEMENT

be issued, and that this order, together with the articles, be admitted to record in this 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, Carroll County .

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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