

**ARTICLES OF RESTATEMENT OF
VIRGINIA ENVIRONMENTAL HEALTH ASSOCIATION, INC.**

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is Virginia Environmental Health Association, Inc.
2. The restatement contains an amendment to the articles of incorporation.
3. The text of the amended and restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on October 4, 2013.
5. The restatement was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:
 - a. The total number of votes cast for and against the restatement by the members, all of whom constitute a single voting group, on the restatement was:

Voting group	Total votes FOR	Total votes AGAINST
Members	<u>51</u>	<u>0</u>

- b. And the number cast for the restatement by each voting group was sufficient for approval by that voting group.

Executed in the name of Virginia Environmental Health Association, Inc., State Corporation Commission ID no. 02340602, this 4th day of October, 2013, by:


Chris Gordon, President

**ARTICLES OF INCORPORATION OF
VIRGINIA ENVIRONMENTAL HEALTH ASSOCIATION, INC.**

(a non-stock corporation)

Amended and Restated as of the fourth day of October, 2013

We hereby associate to form a non-stock corporation pursuant to the provisions of Chapter 2, Title 13.1 of the 1950 Code of Virginia, as amended, and to that end set forth the following:

1. The name of this corporation shall be:

VIRGINIA ENVIRONMENTAL HEALTH ASSOCIATION, INC.

2. The corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, without limitation, the following specific purposes:

To promote a statewide association of environmental health professionals;

To provide an opportunity and stimulus for the professional growth of environmental health professionals through educational programs and professional registration;

To promote high standards of qualifications and professional ethics for environmental health professionals;

To strive for increased recognition of environmental health professionals as a professional group rendering service vital to the health and well-being of the public;

To encourage cooperation among official and non-official agencies in activities directed toward the improvement of public health and the environment;

To promote, through educational means, public awareness of environmental factors which affect the general well-being of the populace; and

To otherwise promote the objectives of the National Environmental Health Association.

The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

3. The corporation shall neither have no exercise any power, nor shall it directly or indirectly engage in any activity that would (1) prevent it from obtaining exemption from federal

income taxation as a corporation describe in § 501(c)(3) of the Internal Revenue Code of 1986, or (2) cause it to lose such exempt status.

4. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation nor shall it in any manner or to any extent participate in or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under the applicable federal, state or local laws.

5. References to provisions of the Internal Revenue Code of 1986 shall be deemed to include corresponding provisions of any statutes which succeed such provisions.

6. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any private person except the corporation shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth in Article 2 hereof.

7. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, 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 shall be disposed of by the Circuit Court of the county or city 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.

8. The corporation is organized and operated as a corporation exempt from private foundation status under § 509(a) of the Internal Revenue Code of 1986. However, for any period during which the corporation is a “private foundation” as defined by Section 509 of the Internal

Revenue Code of 1986 the corporation shall be subject to the following restrictions and prohibitions:

- a. The corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by Section 4942 of the Internal Revenue Code of 1986.
- b. The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code 986.
- c. The corporation shall not retain any excess business holdings which will subject it to tax under Section 4943 of the Internal Revenue Code of 1986.
- d. The corporation shall not make any investments in a manner such as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986.
- e. The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986.

9. This corporation shall have the right to contract, lease, rent and in any manner hold property, to perform all functions incident to its purpose and to have all other powers conferred by law on non-stock corporations and specifically, as set forth in Chapter 2, Title 13.1 of the 1950 Code of Virginia, as amended.

10. The classes of membership in the corporation which shall have voting rights are: active and student memberships; all other classes of membership shall not have voting rights.

The classes of membership in the corporation shall be as follows:

1. Active Membership – Any person who is employed in the field of Environmental Health, has had and maintains an interest in Environmental Health, has retired from service in Environmental Health, or is employed in a responsible position in an enterprise serving or directly related to environmental health.
2. Student Membership – Any student working toward a degree in Environmental Health or a related field.
3. Honorary Membership – May be conferred on any person for distinguished achievement or service in the Environmental Health Field.
4. Sustaining Membership – Any company, corporation or association of such firms with a general interest in and desire to contribute to the objectives of the corporation.

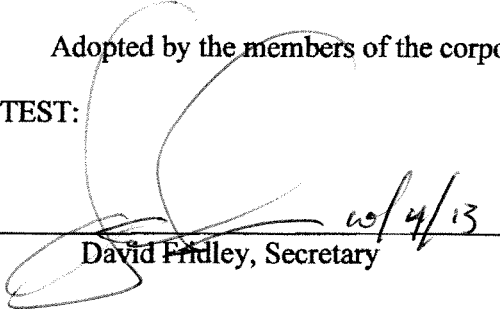
Dues for members within each membership class shall be established and amended as set forth in the Bylaws.

11. The number of Directors who are to manage the affairs of this corporation shall be at least three (3) Directors or any greater number as fixed by the by-laws. The voting members of the corporation shall elect the Board of Directors. Interim vacancies and such directorship shall be filled by the remaining Directors.

12. The period for the duration of this corporation is unlimited.

Adopted by the members of the corporation this 4th day of October, 2013.

ATTEST:



David Fridley, Secretary