

ARTICLES OF INCORPORATION
OF
THE BERKELEY COUNTY ROUNDHOUSE FOUNDATION

THE UNDERSIGNED, acting as incorporators pursuant to Section 201, Article 2, Chapter 31E of the Code of West Virginia, hereby adopts the following articles of incorporation pursuant to Section 202, Article 2, Chapter 31E of the Code of West Virginia:

I. The name of the West Virginia Corporation (hereinafter, the "Foundation") shall be:

The Berkeley County Roundhouse Foundation

II. The Foundation is nonprofit and may not have or issue shares of stock or make distributions.

III. The mailing address of the Foundation's principal office is:

100 East Liberty Street
P.O. Box 3084
Martinsburg, Berkeley County, WV 25402

IV. The mailing address of the Foundation's registered office and the name of the Foundation's initial registered agent at that office is:

David A. DeJarnett, Esquire
Bowles Rice LLP
101 South Queen Street
Martinsburg, WV 25401

V. The Foundation shall have one class of members. The manner of election or appointment of members of the class and the qualifications and rights of the members of the class shall be set forth in the Bylaws of the Corporation pursuant to the provisions of W.Va. Code § 31E-6-601, as amended.

VI. The purpose or purposes for which this Foundation is formed are as follows:

To operate exclusively for charitable, religious, educational, and/or scientific purposes, 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 of 1986, as amended.

To engage in and act as a supporting organization of the Berkeley County Roundhouse Authority, a non-profit public corporation created by the County Council of Berkeley County, West Virginia and the City Council of Martinsburg, West Virginia pursuant to H. B. 2742 enacted effective June 10, 1999.

To encourage and assist in the renovation, rehabilitation, revitalization, redevelopment, and programmatic use of historic buildings located in Martinsburg, West Virginia and owned by the Berkeley County Roundhouse Authority.

To engage in any lawful act or activity which corporations organized under the laws of the State of West Virginia as a non-profit corporation may be engaged, to the extent that, and only to such extent, such act or activity is solely in furtherance of the exclusive purpose of the Foundation stated herein.

To solicit, collect, and otherwise raise money and to expend, disburse, and dispose of the same all for the purpose of accomplishing the aforementioned exclusive purpose.

To do any and all things necessary or incident to the aforementioned exclusive purpose.

VII. The Foundation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

VIII. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Foundation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of said Code and its regulations as they now exist or as they may hereafter be amended.

IX. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any director, member, officer or agent of the Foundation, or any private individual, except that the Foundation may pay reasonable compensation for services rendered and may make payments in furtherance of the purposes set forth in Article VI hereof.

This Foundation is not organized for a pecuniary profit. The balance, if any, of all money received by the Foundation from its operations, after the payment in full of all debts and obligations of the Foundation of whatever kind or nature, shall be used and distributed exclusively in furtherance of the purposes set forth in Article VI hereof.

No member, director or officer of the Foundation, or any private individual, shall be entitled to share in the distribution of any of the Foundation assets or their proceeds, upon dissolution of the Foundation. Upon the dissolution or other termination of the Foundation in accordance with applicable state law, all corporate assets and proceeds shall be distributed as directed by the Board of Directors of the Foundation among one or more corporations, community chests, funds or foundations, organized and operated exclusively for religious, charitable, scientific, educational, or other purposes which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the federal government, or to a state or local government, for a public purpose.

No member or director of the Foundation shall receive any compensation, gain or profit from the Foundation.

X. The powers, rights and privileges provided in these Articles of Incorporation are not to be deemed to be in limitation of similar, other, or additional powers, rights and privileges granted or permitted to this Foundation by the Code of West Virginia, as now existing or hereafter amended, under which the corporation by virtue hereof becomes deemed to be incorporated. It being intended that this Foundation shall be authorized to have, and shall have, all the powers, rights and privileges granted or permitted to a corporation of this nature by statute.

XI. If the Foundation should be classified as a private foundation for federal tax purposes, the following provisions shall apply:

The Foundation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income as imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Foundation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Foundation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Foundation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

XII. The name and address of each incorporator is:

Stedman D. Howard
838 Colston Drive
Falling Waters, WV 25419

Christopher Amores
1015 West King Street
Martinsburg, WV 25403

Laura Gassler
126 E. Race Street
Martinsburg, WV 25401

Milo Rodriguez
492 Nimitz Lane
Hedgesville, WV 25427

William Taylor
108 N. Red Hill Road
Martinsburg, WV 25401

Elaine C. Mauck
1000 No. High Street
Martinsburg, WV 25402

XIII. The board of directors of the Foundation shall consist of three (3) or more but no more than nine (9) individuals, the number thereof to be determined by the Berkeley County Roundhouse Authority. At least a majority of the board of directors of the Foundation serving at any given time shall be appointed by the Berkeley County Roundhouse Authority, and the remaining directors, if any, shall be elected by the members. If the number of directors at any time is nine (9), the directors shall divide themselves into three groups of equal size.

XIV. The names addresses of the individuals who are to serve as the initial board of directors of the Foundation until the first annual meeting of the members or until their successors are elected and shall qualify pursuant to the provisions hereof and the by-laws of the Foundation have been appointed by the Berkeley County Roundhouse Authority and are:

Stedman D. Howard
838 Colston Drive
Falling Waters, WV 25419

Christopher Amores
1015 West King Street
Martinsburg, WV 25403

Laura Gassler
126 E. Race Street
Martinsburg, WV 25401

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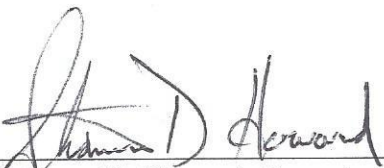
XV. The Foundation will be managed and regulated by the board of directors in accordance with the by-laws of the Foundation.

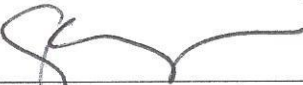
XVI. A member of the Board of Directors shall not be personally liable to the Foundation or its members for monetary damages for any action taken, as director or member, except liability for (1) The amount of a financial benefit received by a director or member to which he or she is not entitled; (2) an intentional infliction of harm on the corporation or the members; (3) a violations of section eight hundred thirty-three, article eight of Chapter 31E of the West Virginia Code regarding unlawful distributions; or (4) an intentional violation of criminal law.

XVII. A member of the Board of Directors shall be indemnified from "liability," as such term is defined in section eight hundred fifty, article eight of Chapter 31E of the West Virginia Code, with respect to any action taken, or failure to take any action, as a director, except for liability for: (1) The amount of a financial benefit received by a director or member to which he or she is not entitled; (2) an intentional infliction of harm on the Foundation or the members; (3) a violations of section eight hundred thirty-three, article eight of Chapter 31E of the West Virginia Code regarding unlawful distributions; or (4) an intentional violation of criminal law.

XVIII. The effective date of incorporation shall be the date of filing hereof.

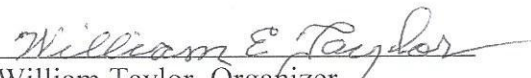
We, the undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file these ARTICLES OF INCORPORATION, and we do accordingly hereunto set our hands this ____ day of _____, 2016.


Stedman D. Howard, Organizer


Christopher J. Amores, Organizer


Laura Gassler, Organizer


Milo Rodriguez, Organizer


William Taylor, Organizer


Elaine C. Mauck, Organizer

This instrument prepared by: David A. DeJarnett, BOWLES RICE LLP, 101 South Queen Street, Martinsburg, WV 25401