

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, September 27, 2013

This is to certify that the certificate of incorporation of

Virginia Farmers Market Managers Association Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: September 27, 2013



State Corporation Commission

Attest:

Joel H. Peck
Clerk of the Commission

ARTICLES OF INCORPORATION

OF

Virginia Farmers Market Managers Association Inc.

FIRST. The name of the corporation is Virginia Farmers Market Managers Association Inc.

SECOND. The corporation will have two classes of members. The members rights and privileges will be specified in the corporate bylaws.

THIRD. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The business activity for said organization is as follows: Providing educational resources and training to farmers market managers around the state of Virginia furthering access to fresh health food to low-income people in the state of Virginia through farmers markets.

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of this organization shall be the carrying on propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, 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.

Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization 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.

FOURTH. The directors of the corporation shall be elected by the members.



FIFTH. The name of the corporation's initial registered agent is United States Corporation Agents, Inc. The initial registered agent is a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in Virginia. The corporation's initial registered office address, which is the business office of the initial registered agent, is 1900 Campus Commons Drive Suite 100, Reston, VA 20191. The registered office is physically located in the county of Fairfax.

SIXTH. The initial business office of the registered agent is 1900 Campus Commons Drive, Suite 100, Reston, VA 20191.

SEVENTH. The initial directors of the corporation are:

Kathi Colen Peck
Don Willis
Karen Atkinson

EIGHTH. The Incorporator of the corporation is LegalZoom.com, Inc., 101 N. Brand Blvd., 11th Floor, Glendale, CA 91203.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: September 25, 2013

LegalZoom.com, Inc., Incorporator



By: Cheyenne Moseley, Assistant Secretary
LDA #0104 in Los Angeles County (expires 12/2013)
101 N. Brand Blvd., 11th Floor, Glendale, CA 91203
(323) 962-8600 ext 7625



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 27, 2013

The State Corporation Commission has found the accompanying articles submitted on behalf of
Virginia Farmers Market Managers Association Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective September 27, 2013.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner



Commonwealth OF Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Virginia Farmers Market Managers Association Inc. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
September 27, 2013*

Joel H. Peck

Joel H. Peck, Clerk of the Commission





SCC eFile offers a convenient way to keep your business entity's records in the Clerk's Office of the Commission up to date. For example, the name of the registered agent, the names of corporate officers and directors, and the addresses of the registered office and principal office can be updated online, in real time, at no cost, by visiting <https://sccefile.scc.virginia.gov>. Annual registration fees may also be paid through SCC eFile.

In addition, the authorized representatives of a business entity, including the registered agent, may subscribe to receive an email notification from SCC eFile when an online transaction has been submitted for the entity by another account holder. Subscribers will be automatically sent activity email notifications for the following transaction types:

Registered Agent Change/Resignation
LLC Principal Office Address Change
Annual Registration Fee Payment

Registered Office Change
Corporate Annual Report Filing
PDF Business Entity Amendment Submission

If you have questions, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia 1-866-722-2551 or by email at SCCeFile@scc.virginia.gov.