

Manassas Art Guild

ARTICLES OF INCORPORATION

Incorporated September 9, 1980

ARTICLE 1: NAME & LOCATION.

- The name of the Corporation is Manassas Art Guild, Inc. (M.A.G), hereafter known as the Guild.
- The address of the registered office of the Guild is P.O. Box 3565, Manassas, Virginia 20108.

ARTICLE 2: PURPOSE.

- The Guild is organized as a Virginia Non-Profit Corporation (501(c)(3)) exclusively for charitable and educational purposes, with the goals of promoting participation in, appreciation of and accessibility to the visual fine arts and for such other activities as set forth in the Bylaws.

ARTICLE 3: LIMITATIONS.

- No part of the net earnings of the Guild shall inure to the benefit of its members, trustees, officers, or other private persons, except for reasonable compensation for services rendered as set forth in the Bylaws of the Corporation.
- No part of the activities of the Guild shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Guild shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
- Notwithstanding any other provision of these articles, the Guild shall not engage in any activities or exercise any powers that are not in furtherance of its purposes as set forth in the Bylaws.

ARTICLE 4: MEMBERSHIP AND DIRECTORSHIP.

- The Guild is a membership based organization that collects dues for membership. Membership is open to any individual age 18 years of age or older who pays the appropriate dues as set forth in the Bylaws.
- The Guild has a voting membership, and may have classes of same, as defined in the Bylaws.
- The management and affairs of the Guild are under the direction of the Board of Directors, whose governance is defined by statute and by the Bylaws. The duties of the Board, its structure and the rules for governance and election shall be as set forth in the Bylaws.
- No member, officer or director of the Guild shall be personally liable for the debts or obligations of the Guild, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE 5: DISSOLUTION.

- Dissolution of the Guild shall be by consent of a two-thirds majority of members present at a duly called meeting, as defined in the bylaws, or if the Guild proves unable to carry out the purpose for which it was created. The Guild shall be dissolved in accordance with the law of the Commonwealth of Virginia in which it is incorporated.
- Upon the dissolution of the Guild, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Guild, dispose of all of the assets of the Guild to such organization or organizations, as the Board of Directors shall select, which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3). If the Board of Directors proves unable to agree upon the disposition of the Guild's assets, all residual assets shall be surrendered to the Circuit Court in the county in which the Guild's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under Code section 501(c)(3).

Revised September 27, 2008.

In witness whereof, we have hereunto subscribed our names this _____ day of _____ 2008.

Shane C. Williams, President, MAG

Laura Lavarney, Vice President, MAG

Michele Frantz, Secretary, MAG

Manassas Art Guild
P.O. Box 3565
Manassas, VA 20108