

ARTICLES OF INCORPORATION
OF
SOUTHWEST VIRGINIA AGRARIAN COMMONS

(a nonprofit corporation)

The undersigned, acting as the incorporator of a corporation under the provisions of the of Chapter 10 of Title 13.1 of the Code of Virginia of 1940, as amended, hereby signs and verifies the following Articles of Incorporation for such corporation.

ARTICLE 1
NAME

The name of the corporation is “SOUTHWEST VIRGINIA AGRARIAN COMMONS” (hereinafter referred to as the “**Corporation**”).

ARTICLE 2
DURATION

The Corporation has perpetual existence.

ARTICLE 3
PURPOSES AND POWERS

3.1 Purpose. The Corporation is organized and shall be operated exclusively for the purpose of holding title to property, collecting income therefrom, and turning the entire amount, less expenses to the AGRARIAN LAND TRUST within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986 (the “**Code**”). Agrarian Land Trust, the parent corporation of the Corporation, is a California nonprofit public benefit corporation exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Code.

3.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation’s Articles of Incorporation or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation’s purposes.

ARTICLE 4 LIMITATIONS

4.1 Permitted Activities. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(2) of the Code or the corresponding provision of any future federal tax law.

4.2 Legislative and Political Activity. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

4.3 No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, if any, or any director, officer, or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE 5 MEMBERS

The Corporation shall have members (the “**Members**”). The qualifications, rights, and duties of Members shall be as set forth in the Corporation’s Bylaws.

ARTICLE 6 DIRECTORS

Section 6.1 Board of Directors. The management of the Corporation will be vested in a Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation shall be no less than five (5) and no more than eighteen (18) director(s). Directors shall be elected by the members of the Corporation, in the manner more specifically provided in the bylaws. The term of a director shall be three (3) years. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the Corporation; provided, however, that Agrarian Land Trust, the parent corporation of the Corporation, shall have the right to appoint at least two-thirds (2/3rds) of the Board of Directors in the manner provided in the Bylaws of the Corporation.

Section 6.2 Names and Addresses of Directors. The names and addresses of the directors who will manage the affairs of the Corporation until the first annual meeting of the Board of Directors as provided in the Bylaws, and until their successors are elected and qualified, are:

| Name | Address |
|--------------------|---|
| Elizabeth Spellman | 241 Paitzel Place, New Castle, VA 24127 |
| Adam Taylor | 241 Paitzel Place, New Castle, VA 24127 |
| Suzanne Y. Pierce | 1328 3 rd St SW, Roanoke, VA 24016 |
| Kim Kirkbride | 1730 Spruce Run Rd, Newport, VA 24128 |
| Ian McSweeney | 22 Buxton School Rd, Weare, NH 03281 |
| Cameron Terry | 1905 Wise Ave SE, Roanoke, VA 24013 |

ARTICLE 7 DIRECTOR LIABILITY LIMITATIONS

7.1 Immunity from Liability. A director of the Corporation shall have such immunity from liability as is granted under federal and Virginia state law, including without limitation, if applicable, the Federal Volunteer Protection Act.

7.2 Liability to the Corporation. No director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for (a) acts or omissions involving intentional misconduct or a knowing violation of law by the director, (b) a director's vote or assent to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 8 INDEMNIFICATION OF DIRECTORS

The provisions for indemnification of directors of the Corporation shall be as set forth in the Corporation's Bylaws.

ARTICLE 9 BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation. Subject to the voting rights of the Corporation's members, as set forth in the Bylaws, the authority to make, alter, amend or repeal

bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors; provided, however, that such Bylaws must be approved in writing by Agrarian Land Trust, the parent corporation of the Corporation, in order to become effective.

**ARTICLE 10
ADDRESS OF REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 1328 3rd St SW, Roanoke, Virginia 24016. The name of the county in which the registered office is located is the City of Roanoke, Virginia. The name of the initial registered agent of the Corporation at such address is Suzanne Y. Pierce, who is a resident of Virginia, a member of the Virginia State Bar and whose business office is 1328 3rd St SW, Roanoke, Virginia 24016.

**ARTICLE 11
DISSOLUTION**

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to Agrarian Land Trust, the parent corporation of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law.

**ARTICLE 12
INCORPORATOR**

The incorporator's name and address are:

| Name | Address |
|-------------------|---|
| Suzanne Y. Pierce | 1328 3 rd St SW, Roanoke, Virginia 240106 |

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 1st day of May, 2020.



Suzanne Y. Pierce, Incorporator