

ARTICLES OF INCORPORATION
OF
CENTRAL VIRGINIA AGRARIAN COMMONS

The undersigned hereby forms a non-stock, non-profit corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end sets forth the following:

ARTICLE I

A. The name of the Corporation is Central Virginia Agrarian Commons, hereinafter referred to as the "Corporation."

B. The existence of the Corporation will be perpetual.

C. The post office address of the initial registered office is 311 S. Arthur Ashe Blvd, Fl. 2, Richmond, VA 23220. The name of the city in which the initial registered office is located is Richmond.

D. The name of the initial registered agent of the Corporation is Lawrence H. Pearson, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and whose post office address is the same as the registered office.

ARTICLE II

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, as amended (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.

ARTICLE III

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.

Commonwealth of Virginia
State Corporation Commission
Office of the Clerk
Entity ID: 11110398
Filing Number: 2009171073379
Filing Date/Time: 09/17/2020 02:36 PM
Effective Date/Time: 09/17/2020 02:36 PM

ARTICLE IV

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

ARTICLE V

A. The Corporation shall be managed by a Board of Directors (the “Board”) consisting of at least six (6) but no more than eighteen (18) Directors.

B. One-third of the Directors shall be elected by the incumbent Directors of the Corporation. The remaining two-thirds of the Directors shall be appointed by the Agrarian Land Trust, the parent corporation of the Corporation. Directors shall be elected or appointed at the annual meeting. The Directors shall be divided into two classes (Class I and Class II) as nearly equal in number as possible. The initial term of Directors in Class I shall expire at the Corporation’s 2024 annual meeting. The initial term of Directors in Class II shall expire at the Corporation’s 2025 annual meeting. At the subsequent annual meetings, each newly elected or appointed Director or re-elected or re-appointed Director, as applicable, shall serve a term of three years, or until his or her respective successor is elected or appointed.

C. No person shall serve as a Director for more than three consecutive terms. After a year’s absence from the Board, however, such person may return to the Board and, if reelected, may serve up to three consecutive terms. Directors elected between annual meetings shall serve for the unexpired term of the director whom he or she is replacing.

D. If a vacancy occurs on the Board between annual meetings, including a vacancy resulting from an increase in the number of Directors, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Board.

ARTICLE VI

A. 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.

B. 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.

C. 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 VII

A. Pursuant to Section 13.1-870.1 of the Code of Virginia, as it may be amended from time to time, there shall be no liability for the acts or omissions of any Officer or Director of the Corporation in any proceeding brought by or in the right of the Corporation or brought by or on behalf of the members (or member) of the Corporation, if any, unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct.

B. The Corporation shall indemnify, to the fullest extent permitted and required by the Virginia Non-Stock Corporation Act, as such Act exists now or may hereafter be amended, its Directors and Officers who are made a party to any proceeding by reasons of their office for acts or omissions performed in their official capacity.

ARTICLE VIII

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. 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 IX

No member, director or officer shall be entitled to share in the distribution of any of the assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, all of 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 exclusively for such purposes.

ARTICLE X

The incorporator's name and address are:

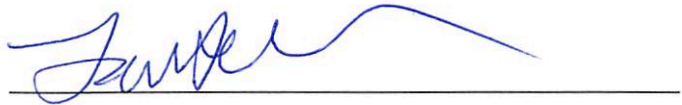
Name

Lawrence H. Pearson, Jr.

Address

311 S. Arthur Ashe Blvd, Fl. 2
Richmond, Virginia 23220

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 15th day of September, 2020.



Lawrence H. Pearson, Jr.,
Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, SEPTEMBER 17, 2020

The State Corporation Commission has found the accompanying articles of incorporation submitted on behalf of

Central Virginia Agrarian Commons

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 17, 2020.

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

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Jehmal T. Hudson", with a long horizontal flourish extending to the right.

Jehmal T. Hudson
Commissioner