

Amended and Restated Articles of Incorporation
of
Samuels Library, Incorporated
(A Virginia Nonstock Corporation)

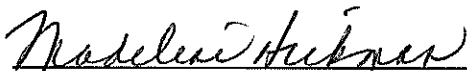
1. The name of the corporation is Samuels Library, Incorporated.
2. The corporation shall have no members.
3. The corporation shall be governed by elected directors, designated Trustees, whose number shall be set by the corporation's bylaws. The Trustees shall elect their successors. Trustees shall be elected at an Annual Meeting to a term of three (3) years, expiring at the Annual Meeting three (3) years after election. Vacancies caused by the death, incapacity, removal, or resignation of an elected Trustee may be filled for the unexpired term at any regular meeting of the Board. Additionally, the County of Warren and the Town of Front Royal may each appoint a Trustee under conditions provided in the bylaws.
4. The corporation's registered office address, which is identical to the business office of the registered agent, is 330 E. Criser Road, Front Royal, Warren County, Virginia 22630.
5. The registered agent is Erin Rooney who is a resident of Virginia and Director of the Library.
6. The purpose of the corporation is to operate a public library, and to engage in all activities and have all powers permitted for not-for-profit nonstock corporations under the laws of the Commonwealth of Virginia.
7. The duration of the corporation shall be perpetual.
8. The corporation is organized exclusively for charitable and educational 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, or the corresponding section of any future federal tax code.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions in furtherance of the purposes set forth in article 6 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal

Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, 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.

10. The Library may be dissolved at any time by the two thirds vote of the Board. Upon the dissolution of the Library, the Board shall, after paying or making provision for the payment of the liabilities of the Library, distribute all remaining Library assets to such organizations as determined by the Board provided such organizations (a) are located in Warren County, Virginia; (b) are organized and operated for charitable and educational purposes; and (c) qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws). In the event that the foregoing procedure does not result in the distribution of all of the Library's remaining assets, the Board shall distribute all remaining Library assets to such organizations as determined by the Board provided such organizations (a) are located in the Commonwealth of Virginia; (b) are organized and operated for charitable and educational purposes; and (c) qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws). If any assets remain after following the foregoing procedures, said assets shall be disposed of by the Circuit Court of Warren County, Virginia to such organization or organizations as said Court shall determine.

11. These Articles may be amended in accordance with Article 10 of Chapter 10 of Title 13.1 of the 1950 Code of Virginia, or the corresponding sections of any future Virginia law.

The foregoing Amended and Restated Articles of Incorporation were adopted by an 11-0 vote of the members of the Trustees, a quorum being present, of Samuels Library, Incorporated, at a meeting held at the Library at 5:00 pm on Monday, March 17, 2025.



Madeline Hickman, Secretary

Samuels Library Board of Trustees