

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PENINSULA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INC.**

**ARTICLE I.  
NAME**

The name of the Corporation is Peninsula Society for the Prevention of Cruelty to Animals, Inc. (hereinafter the "Corporation" or the "SPCA").

**ARTICLE II.  
PURPOSES**

The Corporation is organized to receive, maintain and administer assets in perpetuity, and to use and apply the whole or any part of the principal and income therefrom for the following purposes, either directly by the Corporation in conformity with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or by contributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, as follows:

2.1. To find loving homes for every animal in the care of the SPCA and to advocate for the humane treatment of all animals in the community; to provide shelter, care and protection of animals; and to act as a placement agency for animals in good health.

2.2. To focusing on three core areas, as established by the Strategic Plan of the SPCA: 1) Animal Sheltering and Adoption; 2) Operation of a low-cost Veterinary Clinic for the public; and 3) Humane Education, Outreach & Advocacy through programs to various schools and community organizations, including Title 1, underserved and at-risk youth, in Hampton, Newport News, York County, Poquoson and surrounding communities. These educational programs will meet National & Virginia Standards of Learning guidelines and combine humane education concepts with STEM (science, technology, engineering and mathematics) curriculum.

ARTICLE III.  
TAX-EXEMPT OPERATIONS

3.1. The Corporation shall have and may exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of Virginia. However, no part of its net earnings shall inure to the benefit of any incorporator, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of the Corporation's purposes. No incorporator, trustee, director, officer or private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution.

3.2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code or similar statutes, for organizations exempt from Federal income taxes pursuant to Section 501(c)(3) of the Code or similar statutes), and the Corporation 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.

3.3. Notwithstanding any other provisions 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

3.4. As a means of accomplishing its charitable purposes for any time during which the Internal Revenue Service does not recognize the Corporation as a public charity, the Corporation shall distribute for each taxable year sufficient income and principal at such times and in such manner as to avoid subjecting the Corporation to tax under Section 4942 of the Code. Further, for

any time during which the Internal Revenue Service does not recognize the Corporation as a public charity, neither the Corporation, nor anyone on its behalf, shall (a) engage in any act of self-dealing (as defined in Section 4941 of the Code), (b) retain any excess business holdings (as defined in Section 4943 of the Code), (c) make investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures (as defined in Section 4945 of the Code).

#### ARTICLE IV. MEMBERS

The Corporation shall have no members.

#### ARTICLE V. BOARD OF DIRECTORS

5.1. Unless otherwise specified in the By-Laws, the number of directors shall be not less than twelve (12) nor more than twenty (20) persons who reside or work in the Hampton Roads area.

5.2. The directors shall be elected by a majority vote of the directors present at any regular meeting or a Special Meeting of the Board of Directors called pursuant to the By-Laws. Each director shall hold office for a term of three (3) years but may be elected by a majority vote of the directors present for two additional three (3) year terms. No person may serve more than three consecutive three-year terms on the Board of Directors and/or a total of ten years. A person elected to a partial, unexpired term, shall be eligible to serve three full terms as a director.

#### ARTICLE VI. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall convey any remaining assets

of the Corporation to an organization or organizations chosen by the Board of Directors which is exempt from Federal income taxation under Section 501(c)(3) of the Code or to the Commonwealth of Virginia, a political subdivision thereof or any agency of either, for a public purpose.

ARTICLE VII.  
LIABILITY AND INDEMNIFICATION

7.1. To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

7.2. To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

7.3. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE VIII.  
APPROVAL

These Amended and Restated Articles of Incorporation were approved by a vote of two-thirds (2/3) of the directors in office.

Adopted this 21 day of August, 2019.

Dru Branche  
Dru Branche, President

Colleen Hall  
Colleen Hall, Secretary

17432377v2