

Amended and Restated Articles of Incorporation
of the
Virginia Border Collie Association, Inc.

On this, the 28th day of April, 2026, the undersigned, being the Treasurer and a Director of the organization, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia for the purposes of amending and restating the Articles of Incorporation of a Virginia non-stock, nonprofit corporation, states as follows.

1. **Name:** The name of the Corporation shall be the Virginia Border Collie Association, Inc.
2. **Purpose:** The Corporation is organized exclusively for charitable, educational, and scientific 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, or the corresponding section of any future federal tax code.
3. **Membership Classes:**
 - **Members:** Natural humans above the age of eighteen years who meet the requirements of the Bylaws of the Corporation to be a member in good standing.
 - **Junior Members:** Natural humans under the age of eighteen years who meet the requirements of the Bylaws of the Corporation to be a member in good standing. Voting rights do not accrue to junior members.
4. **Directors:** Elected by a majority vote of participating members for two-year terms, as limited by the requirements of the Bylaws of the Corporation. Directors must be Members in good standing. Directors shall serve until their successors are elected and qualified under the terms of the Bylaws of the Corporation.
5. **Officers:** Shall be Directors of the Corporation, shall be elected directly to their officer positions, and shall have duties and responsibilities as named, assigned, and limited by the Bylaws of the Corporation.
6. **Registered Agent:** Charles E. Sanders, III, a resident of Virginia and a Director, or as selected and determined by the Board of Directors.
7. **Registered Office:** 14495 Uzzell Church Rd., Smithfield, Virginia, 23430, which is located within Isle of Wight County, or as selected and determined by the Board of Directors.
8. **Organization Type:** A non-stock, non-profit corporation.
9. **Principal Goal:** To educate Corporation members and the public regarding the use, ownership, breeding, care, and enjoyment of the Border Collie breed, in care and ownership of livestock worked by Border Collies, to promote the knowledge and skills necessary to successfully participate in herding competitions with working dogs, and to support and promote scientific research regarding the breeding, care, and health of the Border Collie.
10. **Limitations:** No part of the net earnings of the corporation shall inure to the benefit of, or

be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 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.

11. **Dissolution:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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 and operated exclusively for such purposes.

Adopted: Recommended for membership approval April 28, 2026 by an 7-0 electronic vote of the Board of Directors, a quorum being present. Adopted by a ___ - ___ vote of the membership concluded on _____, 2026, during a meeting of the membership held electronically for the purpose of voting on the amendment in accordance with § 13.1-844.2 of the Code of Virginia, a 28-day period of notice and discussion having been provided.

Filing Officer:

Charles E. Sanders, III



Treasurer and Director
Registered Agent
Virginia Border Collie Association, Inc.