

ARTICLES OF INCORPORATION  
OF  
THE TIDEWATER CHAPTER OF THE VIRGINIA SOCIETY  
OF CERTIFIED PUBLIC ACCOUNTANTS, INC.

FIRST: The name of the Corporation is the Tidewater Chapter of the Virginia Society of Certified Public Accountants, Inc.

SECOND: The purposes of the corporation are to advance the profession of accountancy among its members and throughout the Commonwealth of Virginia; to further generally the interest and practices of public accountancy; to unite in one organization Certified Public Accountants, members of their respective professional staffs engaged in the practice of public accounting, and professors of accounting; and to maintain standards of practice and conduct which are in the best interests of the public and the profession.

The Corporation shall have those powers conferred upon a non-stock corporation by the laws of the Commonwealth of Virginia, provided such powers may be exercised only to the extent they are consistent with these Articles of Incorporation.

THIRD: The Corporation shall not issue stock, nor shall it declare or distribute dividends. It is organized and shall be operated exclusively for non-profit purposes heretofore set forth, and no part of its net income shall inure to the benefit of any officer, director, member or private person.

FOURTH: The Corporation shall have three classes of members; Fellows, Associates, and Honorary. Persons seeking membership as Fellows must hold a valid unrevoked and unsuspended

licenses to practice as Certified Public Accountants in the Commonwealth of Virginia and must be Fellows in good standing of the Virginia Society of Certified Public Accountants (VSCPA) who reside or work in the Tidewater area. Persons seeking membership as Associates must be Associate members in good standing of the VSCPA who reside or work in the Tidewater area. Honorary membership may be conferred on persons who by their standing of celebrity in the community at large may be considered as entitled to receive such an honor. Every Fellow shall be entitled to one vote on any question, provided such Fellow's dues are not delinquent and provided that such Fellow is otherwise in good standing. Associate and Honorary members shall not have the power to vote on any question.

FIFTH: The Board of Directors shall consist of fifteen Fellows including the elected officers of the Chapter, the Immediate Past President of the Chapter, and such additional number of Fellows as is required to fill the remaining positions on the Board. All officers of the Corporation shall be Fellows of the Virginia Society of Certified Public Accountants, Inc.

The names and addresses of the persons who are to serve as initial officers are:

<u>NAME</u>	<u>ADDRESS</u>
C. Edward Greene, President	1614 First Virginia Bank Tower Norfolk, VA 23510
Jesse C. Wasserman, Vice-President	5520 Greenwich Road Suite 205 Virginia Beach, VA 23462

Jerry D. Crain,  
Secretary

1400 Sovran Center  
Norfolk, VA 23510

William A. Prince  
Treasurer

Town Point Center  
150 Boush Street, Ste.901  
Norfolk, VA 23510

SIXTH: In the event of dissolution, all assets of the Corporation remaining after the payment of liabilities and obligations, or the net proceeds from the sale thereof, shall be distributed under the direction of the directors of the Corporation to the Virginia Society of Certified Public Accountants, Inc.

SEVENTH: The post office address of the registered office is:

900 Sovran Bank Building  
One Columbus Center  
Virginia Beach, VA 23462,

which registered office is located in the City of Virginia Beach. The name of the initial registered agent is Jo Ann Blair, who is a resident of the State of Virginia, whose business office is identical with the registered business office of the Corporation, and who is a member of the Virginia State Bar.

EIGHTH: The Corporation shall indemnify each director and officer against liabilities (including judgments and fines and reasonable attorney's fees, amounts paid in settlement, costs and expenses) incurred by him in connection with any actual or threatened action, suit or proceedings, whether civil, criminal, administrative, arbitratative or investigative (any of which is hereinafter referred to as a "proceeding") to which he may be

made a party by reason of his being or having been a director or officer of the Corporation, except in relation to any proceeding in which he has been adjudged liable because of willful misconduct in the conduct of his office or, in relation to any criminal proceeding, in which he knowingly violated the criminal law (any of which behavior is hereinafter referred to as "misfeasance"), provided, however, that even if he is guilty of misfeasance he shall be entitled to such indemnification as shall be finally ordered by a court. In the event of the disposition of any proceeding in which no determination of misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director or officer acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding; (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable or, even if obtainable, if a majority of disinterested directors so directs; or (iii) by the members who are Fellows. Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any director or officer.

Expenses incurred in defending any proceeding may be paid by the Corporation in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of an undertaking by or on

behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to indemnification.

Every reference herein to director or officer shall include every director or officer or former director or officer of the Corporation and every person who may have served at the request of the Corporation as a director or officer or in a similar capacity of another corporation, partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such officer or director.

The Corporation may further indemnify each officer and director in any other manner permitted by law.

GIVEN under my hand this 29<sup>th</sup> day of June, 1989.

C. Edward Greene  
C. Edward Greene, Incorporator

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