

"Transact business" or "business of the Corporation" shall include the conduct of affairs of this Corporation, which is not organized for profit. VCA § 13.1-803.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at the place designated in the corporate Articles of Incorporation. The Corporation may have such other offices, either within or without the Commonwealth of Virginia, as the Board of Directors may designate or as the business of the Corporation may from time to time require. The designation of the principal office in the most recent annual report filed pursuant to VCA § 13.1-936, as amended from time to time, shall be conclusive as the Principal Office of the Corporation unless otherwise amended by the Board of Directors. VCA § 13.1-803.

ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS.

All corporate powers shall be exercised by, or under the authority of, its Board of Directors. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. VCA § 13.1-853.

2. NUMBER, TENURE AND QUALIFICATIONS.

Three (3) to five (5) Directors shall be designated or appointed by the Incorporator at the organizational meeting to serve as members of the Board of Directors of this corporation. They shall be known as "Initial Directors". The Initial Directors, except for Elizabeth "Libby" Moore Cornett, shall serve a term of one (1) year, or until such later time as their successors are elected and qualified. Elizabeth "Libby" Moore Cornett shall be one of these Initial Directors and she shall also be known as the Founding Director. The Founding Director shall serve for the remainder of her life. Upon the death, resignation or removal of any one of these Initial Directors, the remaining members of the Board of Directors may elect a successor. Subsequent successors, and additional Directors, if any, shall also be elected by the remaining members of the Board of Directors. All successors and any additional Directors shall be elected for terms specified by the Board, which unless otherwise stated shall be one (1) year. The terms of these various successor Directors, if longer than one (1) year, may, or may not, be staggered, as the Board determines from time to time. Directors must be natural persons who are 18 years of age or older, but who need not be residents of the Commonwealth of Virginia. This Bylaw provision shall be considered an agreement pursuant to VCA § 13.1-852-1, shall be approved by the Initial directors, and shall be subject to amendment only by either (1) Elizabeth "Libby" Moore Cornett or (2), if Elizabeth "Libby" Moore Cornett is no longer a Director, by a two-thirds ($\frac{2}{3}$) majority of the Board. Elizabeth "Libby" Moore Cornett, as the Founding Director, may, at