

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

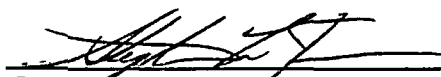
1. The name of the corporation is Samuels Library, Incorporated.
2. The corporation shall have no members.
3. The corporation shall be governed by elected directors, designated Trustees, whose number shall be set by the corporation's bylaws. The Trustees shall elect their successors. Trustees shall be 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 Mary McGuire Lynch 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 all of the liabilities of the Library, distribute of all Library assets exclusively for library purposes to the County of Warren, Virginia or, if such distribution is not then possible under United States Internal Revenue or other applicable laws or if the said County shall not desire said assets for said purpose, then to such organizations organized and operated exclusively for charitable, and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of Warren County, Virginia, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

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 a 13 to 0 vote of the Members, a quorum being present, of Samuels Library, Incorporated, at a meeting held at the Library at 5:30PM on Tuesday, March 11, 2013.*

  
\_\_\_\_\_  
Stephen Jerome, Secretary