

## Articles of Incorporation

Articles of Incorporation of the Southeastern Regional Association of Physical Plant Administrators, Inc.

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

1. The name of the corporation is the Southeastern Regional Association of Physical Plant Administrators, Inc..

2. The corporation is to have members as provided in the Bylaws.

3. The directors of the corporation shall be elected by majority vote of the members in accordance with the Bylaws.

4.

A. The corporation's initial registered office address, including street and number is:  
1643 Prince Street, Alexandria, VA 22314-2818

B. The registered office is located in the City of Alexandria.

5.

A. The name of the corporation's initial registered agent, whose business office is identical with the above registered office, is Wayne E. Leroy.

B. The initial registered agent is an individual who is a resident of Virginia and an initial officer of the corporation.

6.

A. 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 provision of any future United States Internal Revenue Law).

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein. 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.

C. 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

7. The names and address of the initial directors are:

Allen D. Perry  
117 Richland Drive West  
Mandeville, Louisiana  
70448

Joel A. Chatelain  
1819 Stumpf Boulevard  
Gretna, Louisiana  
70056

8. Incorporators:

Allen D. Perry  
Date

Joel A. Chatelain  
Date