

# ARTICLES OF INCORPORATION

## A Virginia Stock Corporation

In compliance with the requirements of A Virginia Stock Corporation, and for the purposes of forming a for-profit business corporation in Virginia, the undersigned desire to form a corporation according to the following Articles of Incorporation.

### Corporate Name

1. The name of the corporation is Not Far From Orion (the "Corporation").

### Purpose

2. Arts and Humanities.

### Duration

3. The number of years the Corporation is to continue is 15 years.

### Registered Office and Registered Agent

4. The registered agent is an individual who is a resident of Virginia and also an initial director of the Corporation. The street address of the initial registered office is 320 Front Street Apt #2, Abingdon, Virginia, 24210. The name of the initial Registered Agent at this Registered Office is Jonathan Moore.

The registered office is physically located in the city of Abingdon.

### Initial Director

5. The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors"). The name and address of the person who will serve as Director until the first annual meeting of shareholders or until successors are elected and qualified is set out below:

Name	Address	City	State	Zip Code
Jonathan Moore.	320 Fron Street Apt #2	Abingdon	Virginia	24202

**Authorized Capital**

6. The aggregate total number of all shares that the Corporation is authorized to issue is 1,000.

**Class A Shares**

7. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 1,000 Class A par value shares and the par value of each of the authorized Class A shares is \$0.0100 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

**Restrictions on Transfer**

8. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

**Preemptive Rights**

9. The Corporation elects to remove from shareholders the right to preemptively subscribe to any or all future issues of shares in the Corporation.

**Amend or Repeal Bylaws**

10. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

**Cumulative Voting**

11. In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

**Fiscal Year End**

12. The fiscal year end of the Corporation is January 1st.

**Indemnification of Officers, Directors, Employees and Agents**

13. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

**Limitation of Liability**

14. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

**Incorporator**

15. The name and address of the incorporator of Not Far From Orion are set out below.

Name	Address	City	State	Zip Code
Jonathan Moore	_____	_____	Virginia	_____

**Execution**

16. I, the undersigned, for the purpose of forming a corporation under the Virginia Stock Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this \_\_\_\_\_ day of \_\_\_\_\_, A.D. 20\_\_\_\_\_.

BY:

\_\_\_\_\_  
Jonathan Moore (Incorporator)

**Filer Contact Information**

17. In case of filing difficulties, please contact:  
Name of Filer: Jonathan Moore  
Phone number: (276) 696-1163  
Address: 320 Front Street Apt #2, Abingdon, Virginia, 24202  
E-mail Address: jdm7dv@uvawise.edu