ARTICLES OF RESTATEMENT
HIGHLAND COUNTY FAIR ASSOCIATION, INC.

1. The name of the corporation immediately prior to restatement is Highland County Fair Association, Inc.
2. The restatement contains an amendment to the articles of incorporation.
3. The text of the Amended and Restated Articles of Incorporation is attached hereto as "Exhibit A."
3. The restatement was adopted by the corporation on August 7, 2025.
4. The restatement was adopted at a meeting of the Board of Directors by a vote of at least two-thirds of the Directors in office. Member approval of the restatement was not required because the corporation has no members.

Executed in the name of the corporation by its president who declares that the facts stated herein are true.

DATE: October 22 2025

Highland County Fair Association, Inc.

By: Raymond Lightner

Raymond Lightner, President
SCC Entity ID No. 00727248

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF HIGHLAND COUNTY FAIR ASSOCIATION, INC.

1. The name of the corporation is Highland County Fair Association, Inc.

2. The purposes for which the corporation is formed are as follows:

   A. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code (hereinafter, "Section 501(c)(3)"); and

   B. To teach, aid, and assist the citizens of Highland County in the raising of livestock, arts, crafts, horticulture, canning, baking, gardening, weaving, sewing, agriculture, and other like and similar endeavors; and

   C. To provide a forum where such activities, skills, arts, cand crafts may be demonstrated and the products therefrom exhibited; and

   D. Any other lawful activity consistent with Section 501(c)(3).

3. The affairs of the corporation shall be managed by a board of directors, as follows:

   A. Twelve (12) directors shall be appointed, two each by the following six sponsoring civic organizations from their members in good standing: the Stonewall Ruritan Club; the Highland County Chamber of Commerce; the Monterey Lions Club; the Blue Grass Ruritan Club; the Bolar Ruritan Club; and the Mill Gap Ruritan Club.

B. In addition, the directors shall elect four (4) officers who may or may not be selected from among the appointed directors. All officers shall be *ex officio* members of the board of directors with full voting rights. In the event that an officer is selected from among the appointed directors, the appointed seat previously occupied by such officer shall be considered vacant, and the civic organization that appointed such director may fill the seat in accordance with Subsection 3(F) hereof.

C. The term of office of a director shall be one year, provided that (i) notwithstanding the expiration of their one-year term, a director or officer shall continue to serve until their successor has been appointed or elected, as applicable, and (ii) if a sponsoring civic organization ceases to exist or provides notice that it is withdrawing, the term of office of the directors appointed by such sponsoring civic organization shall end, the number of appointed directors shall be decreased by two, and the sponsoring civic organization shall no longer have any right to appoint directors of the corporation, all as of the date of such notice of withdrawal or cessation of existence.

D. Any appointed director may be removed for cause upon a two-third's vote in favor of such removal by the directors then holding office. Examples of cause shall include, but are not limited to, repeated lack of attendance, conviction of a felony or misdemeanor involving moral turpitude, and willful violation of any board policy or directive.

E. Any officer elected by the Board of Directors may be removed by the Board of Directors at any time with or without cause.

F. In the event of a vacancy of an appointed director due to death, resignation, removal, or otherwise, the sponsoring civic organization who appointed such director may appoint a replacement director who is a person other than the director that was removed, who shall serve for the remainder of the applicable term. In the event that an appointed director ceases during their term to be a member of the sponsoring civic organization which appointed them, such sponsoring civic organization shall have the option, but shall not be required, to remove and replace such appointed director.

4. It is intended that the duration of the corporation shall be unlimited. However, if the corporation shall dissolve the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or shall be distributed to the federal government or to a state or local government, for a public purpose.

5. The corporation shall be allowed to acquire such real estate and facilities as necessary to accomplish the purposes of the corporation consistent with the provisions of Section 501(c)(3).

6. This corporation shall have no capital stock and shall not engage in business for profit. This corporation shall have no members.

7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered, and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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 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) 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.).

8. To the maximum extent permissible that the Virginia Nonstock Corporation Act, as amended, permits the limitation or elimination of the liability of directors or officers, no director or officer of the corporation shall be liable to the corporation or any third party.