



The Fox Moon Farm Project, Inc.

A Virginia Non-Profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be The Fox Moon Farm Project Inc. The business of the corporation may be conducted as The Fox Moon Farm Project, Inc. or The Fox Moon Farm Project.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

The Fox Moon Farm Project Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Fox Moon Farm Project Inc.'s purpose is to provide farm retreats for children and families in need (i.e. foster children, mothers and children coming out of domestic violence and gay/lesbian/transgender children).

Our programs include hosting children and families on our farm and providing soul nurturing

activities like animal feeding, hayrides, horseback, hiking, gardening and more.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs to have a greater impact for change.

3.02 Non-Profit

The Fox Moon Farm Project Inc. is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

The Fox Moon Farm Project Inc. 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, or corresponding section of any future federal tax code. No part of the net earnings of The Fox Moon Farm Project Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Fox Moon Farm Project Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of The Fox Moon Farm Project Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of The Fox Moon Farm Project Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose like the terminating or dissolving corporation.

The organization to receive the assets of The Fox Moon Farm Project Inc. hereunder shall be selected by the discretion of a majority of the managing body of The Fox Moon Farm Project Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Fox Moon Farm Project Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Virginia.

If the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Virginia to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

The Fox Moon Farm Project Inc. shall be governed by its board of directors. All future directors will be appointed its directors.

5.02 Number of Directors

The Fox Moon Farm Project Inc. shall have a board of directors consisting of at least 4 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

5.03 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of The Fox Moon Farm Project Inc. shall be managed under the direction of the board, except as otherwise provided by law.

5.04 Terms

- (a)** All directors shall be elected to serve a one-year term; however the term may be extended until a successor has been elected.
- (b)** Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c)** Directors may serve terms in succession.
- (d)** The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

5.05 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

5.06 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Articles of Incorporation.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

5.07 Removal of Directors

A director may be removed by two-thirds ($\frac{2}{3}$) vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

5.08 Initial Directors

The initial directors of the corporation shall be:

Cindy Freishtat
6450 Owens Mill Road
Saint Stephens Church, VA 23148

Maria Flint
6450 Owens Mill Road
Saint Stephens Church, VA 23148

ARTICLE VI **MEMBERSHIP**

6.01 Membership

The Fox Moon Farm Project Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The Fox Moon Farm Project Inc.
6450 Owens Mill Road
Saint Stephens Church, VA 23148

The mailing address of the corporation is:

The Fox Moon Farm Project Inc.
6450 Owens Mill Road
Saint Stephens Church, VA 23148

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be Cindy Freishtat, a resident of Virginia. The registered agent, Cindy Freishtat, is a director of the non-stock corporation and maintains a business office at the initial registered office address. The office is located in King and Queen county.

Cindy Freishtat
6450 Owens Mill Road
Saint Stephens Church, VA 23148

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Cindy Freishtat

6450 Owens Mill Road
Saint Stephens Church, VA 23148

Maria Flint
6450 Owens Mill Road
Saint Stephens Church, VA 23148

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of The Fox Moon Farm Project Inc. were approved by the incorporators on November 16, 2021 and constitute a complete copy of the Articles of Incorporation of The Fox Moon Farm Project Inc.

Cindy freishtat

Cindy Freishtat

Maria Flint

Maria Flint

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Cindy Freishtat, agree to be the registered agent for The Fox Moon Farm Project Inc. as appointed herein.

Cindy freishtat

Cindy Freishtat, Incorporator

Date: November 17, 2021

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, NOVEMBER 19, 2021

The State Corporation Commission has found the accompanying articles of incorporation submitted on behalf of

The Fox Moon Farm Project Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective November 19, 2021.

The corporation is granted the authority conferred on it by law in accordance with the articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink that reads "Angela Navarro". The signature is written in a cursive style with a long horizontal stroke at the end.

Angela L. Navarro
Commissioner