

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

VIRGINIA BEACH TRAVEL AND TOURISM FOUNDATION

A Virginia Nonstock Corporation

ARTICLE I

NAME

The name of the corporation is Virginia Beach Travel and Tourism Foundation.

ARTICLE II

PURPOSES

Section 1. Purposes. The corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, without limitation, to promote tourism in Virginia Beach, Virginia by raising funds, accepting gifts, providing scholarships and providing other resources to enhance existing programs and services that are, in each case, consistent with the exemptions of Section 501(c)(3) of the Code. The corporation shall have the power to conduct all lawful affairs for which corporations may be incorporated under the Virginia Nonstock Corporation Act, which do not violate the corporation’s status as a tax exempt entity under Section 501(c)(3) of the Code, and which are not required to be specifically stated in these Articles of Incorporation.

Section 2. No Private Inurement. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes and benefits may be conferred that are in conformity with said purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code or by an organization

contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or (3) and 2522(a)(2) or (3) of the Code.

Section 4. Dissolution. Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner as the board of directors may determine or to an organization or organizations organized and operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code as the board of directors shall determine. Any such assets not so disposed of shall be disposed of pursuant to the order of any court of record with general equity jurisdiction in the city or county of the Commonwealth of Virginia where the registered office of the corporation is then located, exclusively for such charitable or educational purposes or to such organization or organizations which are organized or operated exclusively for such charitable or educational purposes as that court shall determine.

ARTICLE III

MEMBERS

The corporation shall have members, who shall be organized into one or more classes as set forth in the corporation's bylaws, and each with such qualifications and rights (including voting rights or lack thereof) as provided therein.

ARTICLE IV

DIRECTORS

Section 1. The management of the property, affairs, and business of the corporation shall be vested in its board of directors. The board of directors shall be comprised of no fewer than eleven (11) nor more than twenty-one (21) directors, and shall be divided into the following two (2) classes: Appointed Directors and Ex Officio Directors. The qualifications, rights and duties of the respective classes of directors shall be as set forth in the corporation's bylaws.

Section 2. The board of directors shall be self-perpetuating, and, except for ex officio directors and the other initial directors (who shall have been appointed by the Incorporator), directors shall be elected or appointed as provided in the corporation's bylaws.

ARTICLE V

LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability. Provided that a director or officer shall not have engaged in (i) any breach of his or her duty of loyalty to the corporation, (ii) acts or omissions not in good faith or which involve willful misconduct or a knowing violation of law, or (iii) any transactions from which the director or officer derived an improper or personal benefit, the liability of an officer or director of the corporation in any proceeding brought by or in the right of the corporation shall be limited or eliminated to the fullest extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers of the corporation.

Section 2. Indemnification.

(a) To the fullest extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the corporation shall indemnify, against all liability incurred in a proceeding (and advance reasonable expenses to), any director or officer of the corporation, who is, was or is threatened to be made a party to any such threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, arbitrative, or investigative), including an action by or in the right of the corporation, by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The board of directors is empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

(b) The board of directors is empowered, by majority vote of a quorum of disinterested directors, to cause the corporation to indemnify, or contract in advance to indemnify, (and advance reasonable expenses to) any person not specified in Section 2(a), who was or is a party to any proceeding by reason of the fact that he or she is or was an employee or agent of the corporation or is or was serving at the request of the corporation as a directors, officer, employee, or agent of another corporation, partnership, joint venture, or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in paragraph 2(a) hereof.

(c) The corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability of it assumed by it in accordance with this Article and may also procure insurance, in such amounts as the board of directors may determine, on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, trust, or other enterprise against any liability asserted against or incurred by such person in any such capacity or arising from his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability under the provisions of this Article.

Section 3. Applicability. The provisions of this Article V shall be applicable to all other actions, claims, suits, or proceedings commenced after the proper adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article shall diminish the rights or protection provided hereby with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal. Reference herein to directors, officers, employees, or agents, shall include former directors, officers, employees, and agents, and their respective heirs, executors, and administrators.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The post office address of the registered office is 222 Central Park Avenue, Suite 2000, Virginia Beach, Virginia 23462. The City in which the registered office is located is Virginia Beach, Virginia. The registered agent is Eric A. Gallo, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is identical to the initial registered office.

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION**

of

VIRGINIA BEACH TRAVEL AND TOURISM FOUNDATION

A Virginia Nonstock Corporation

Pursuant to the provision of Section 13.1-889 of the Code of Virginia, 1950, as amended, Virginia Beach Travel and Tourism Foundation (the "Corporation"), by its President, and approved by the Board of Directors, sets forth as follows:

1. The name of the Corporation is Virginia Beach Travel and Tourism Foundation.
2. The Corporation hereby files the text of its Amended and Restated Articles of Incorporation, which text is attached to this Certificate (the "Restatement").
3. The Board of Directors of the Corporation has found that the above Restatement was in the best interests of the Corporation and has adopted the Restatement by unanimous vote on November __, 2011.
4. Member approval of the Restatement was not required pursuant to the bylaws of the Corporation.

The undersigned President of the Corporation declares that the facts herein stated are true as of the ____ day of November 2011.

**VIRGINIA BEACH TRAVEL AND
TOURISM FOUNDATION**

Name:
Title: President