ARTICLES OF INCORPORATION
OF
THE NEXT MOVE PROGRAM

The undersigned, desiring to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, hereby sets forth the following:

A. Corporate Name. The name of the corporation is The Next Move Program, a Virginia corporation (the “Corporation”).

B. Purposes and Powers. The Corporation is formed exclusively for charitable and educational purposes, including the following:

1. To provide work and related educational experiences, through transition internship programs with structured instruction, in an inclusive business setting to students and young adults with developmental disabilities to prepare them for meaningful and competitive employment.

2. To accept, acquire, and receive, for any of its objects and purposes, any property of whatever kind, nature, or description and wherever situated, and subject to the restrictions and limitations hereinafter set forth, to hold, use, and apply the whole or any part of the income therefrom and the principal thereof, either directly or by contributions to organizations that are described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision of law (the "Code"), exclusively for the purposes set forth in Section 170(c)(2)(B) of the Code.

3. To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general to exercise and enjoy all other powers, rights, and privileges now or hereafter granted by law to nonstock corporations of the character subject to the limitations herein set forth and in the Bylaws.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No 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 any candidate for public office.

5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other person who is a "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; and no director, officer, or any private individual shall be
entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. Upon dissolution of the Corporation, all funds, property, and other assets of the Corporation not necessary to discharge its legal debts and obligations shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

C. **Members.** The corporation shall have no members.

D. **Registered Office and Registered Agent.** The address of the Corporation’s initial registered office is 2100 E. Cary Street, Richmond, VA 23223. The name of the city in which the initial registered office is located is the City of Richmond, Virginia. The name of the initial registered agent is James W. C. Canup, who is a resident of the Commonwealth of Virginia, member of the Virginia State Bar, and whose business address is the same as that of the registered office of the Corporation.

E. **Directors.** The number of directors serving on the Board of Directors from time to time shall be in a range of a minimum of five (5) and a maximum of 15 directors. The number of directors constituting the initial Board of Directors is five (5) and set forth below are the names and addresses of the persons who shall serve as the initial directors of the Corporation until their successors shall be duly elected:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Elizabeth Howley</td>
<td>c/o Hirschler Fleischer</td>
</tr>
<tr>
<td>Mary Townley</td>
<td>2100 E. Cary Street</td>
</tr>
<tr>
<td>Judy Averill</td>
<td>Richmond, VA 23223</td>
</tr>
<tr>
<td>Van Baskins</td>
<td>Attn: James W.C. Canup, Esq.</td>
</tr>
<tr>
<td>Rohana Meade</td>
<td></td>
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</tbody>
</table>

The foregoing persons who are to serve as the initial directors have heretofore consented to being named as the initial directors of the Corporation. The Directors shall elect their successors at the annual meeting of the Board of Directors.

F. **Limitation on Liability.** In any proceeding brought by or on behalf of the Corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed one dollar, unless the officer or director engaged in willful misconduct or a knowing violation of the criminal law. Under no circumstances shall the damages assessed against an officer or director in any proceeding exceed the limit specified in the Virginia Nonstock Corporation Act.

G. **Indemnification of Directors, Officers and Others.**

1. **Indemnification.** The Corporation shall indemnify an individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because he is or was a director against liability incurred in the proceeding and against expenses incurred by him in connection therewith except such liabilities and expenses incurred because of his willful misconduct or knowing violation of the criminal law.
2. **Advance for Expenses.** The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

   (a) the director furnishes the Corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 1;

   (b) the director furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct (which undertaking shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and

   (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Article 10 of the Virginia Stock Corporation Act or Section 1 hereof.

3. **Determination and Authorization of Indemnification.** The Corporation shall not indemnify a director under Section 1 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because he has met the standard of conduct set forth in Section 1. The determination shall be made:

   (a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;

   (b) if such a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate in such designation), consisting solely of two or more directors not at the time parties to the proceeding;

   (c) by special legal counsel:

      (i) selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) above;

      (ii) if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the full Board of Directors, in which directors who are parties may participate in such selection; or

   (d) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.
Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Section 3 to select counsel.

If a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible and the authorization of indemnification and evaluation as to the reasonableness of expenses in a specific case shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person.

4. **Indemnification of Officers, Employees, Agents and Others.** Each officer and employee of the Corporation shall be entitled to indemnification and advance expenses to the same extent as a director.

The Corporation may, to a lesser extent or to the same extent that the Corporation is required to provide indemnification and make advances for expenses to its directors, provide indemnification and make advances and reimbursements for expenses to its agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this paragraph is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law.

5. **Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from him status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify him against the same liability under Section 1.

6. **Application.** Indemnity hereunder shall continue as to a person who has ceased to have the capacity referred to above and shall inure to the benefit of the heirs, executors and administrators of such a person.

**DATED:** August 5, 2015

Incorporator: James W. C. Canup