



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC819
(10/11)

ARTICLES OF INCORPORATION
OF A VIRGINIA NONSTOCK CORPORATION

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is
757Labs
2. (Mark appropriate box or insert applicable provisions; see instructions.)
☐ The corporation shall have no members. OR
☒ The corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws. OR
☐ The class(es) of members of the corporation and their designations, qualifications and rights are as follows:

3. (Mark appropriate box or insert applicable provisions; see instructions.)
☐ The directors shall elect their successors. OR
☒ The directors shall be elected by the members. OR
☐ The directors shall be elected or appointed as follows:

4. A. The name of the corporation's initial registered agent is
Beau Turner
 B. The initial registered agent is (mark appropriate box):
 (1) ☒ an individual who is a resident of Virginia and OR (2) ☐ a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
☒ an initial director of the corporation.
☐ a member of the Virginia State Bar.
5. A. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is
233 West Bute Street Norfolk, VA 23510
(number/street) (city or town) (zip)
 B. The registered office is located in the ☒ county OR ☐ city of Princess Anne
6. The initial directors are (see instructions):

NAME(S)	ADDRESS(ES)
<u>Ethan O'Toole</u>	<u>500 Botetout Street #605</u>
	<u>Norfolk, VA 23510</u>
<u>Mark Gecolea</u>	<u>613 Catano Court</u>
	<u>Virginia Beach, VA 23462</u>

INCORPORATOR(S):

SIGNATURE(S)

3/28/2012

DATE

Beau Turner

PRINTED NAME(S)

TELEPHONE NUMBER (OPTIONAL)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

**Articles of Incorporation
of
757Labs
A Virginia Nonprofit Public Benefit Corporation**

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporators hereby adopt the following Articles of Incorporation:

Article 1

The name of this corporation is: 757Labs

Article 2

The name and address of the registered agent and registered office of this corporation is:
Beau Turner
233 West Bute Street
Norfolk, VA 23510-1405

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 3

3.1 Purpose

The purposes for which this corporation is organized are to promote and encourage technical, scientific, artistic and creative skills through individual projects, social collaboration, and education. Also in the context of these purposes, the corporation shall engage in scientific, charitable and educational activities with the meaning of Section 501(C)(3) of the Internal Revenue Code, including but not limited to:

- a) Through talks, classes, workshops, collaborative projects, and other activities, to encourage research, knowledge exchange, learning, and mentoring in a safe, clean space.
- b) Provide educational spaces for teaching practical skills and theories of technology, science, and art.
- c) Provide work space, storage, and other resources for projects related to art, science, and technology that will benefit the individual members' personal growth in their fields of interest, encouraging the individual members to share their

projects and knowledge for the betterment of society through art, science and technology.

- d) To create, learn, and teach, individually and as a group, inviting members of the community in the Hampton Roads area and the world.
- e) To develop, support the development of, and provide resources for the development of free and open source software and hardware for the benefit of society.
- f) Collaboration across disciplines for the benefit of cultural, charitable, and scientific causes.
- g) To foster, by all legal means, the common purposes of its participants.
- h) To conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

3.2 Limitation on Activities

The activities of the Corporation shall be performed in service to and with guidance of the community of participants. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Article 4

The number of initial directors of this corporations shall be 7 and the names and addresses of the initial directors are as follows:

President: Ethan O'Toole
500 Botetout Street #605
Norfolk, VA 23510

Vice President: Mark Gecolea
613 Catano Court
Virginia Beach, VA 23462

Secretary: Beau Turner
1411 Lafayette Blvd
Norfolk, VA 23509

Treasurer: Dave Hagn
1032 Spotswood Avenue
Norfolk, VA 23507

Board Member At Large #1: John Bos IV
3508 Rochelle Court
Chesapeake, VA 23321

Board Member At Large #2: Dave Evans
4617 Granmire Drive
Virginia Beach, VA 23462

Board Member At Large #3: Leroy Baynum
3937 West Colonial Parkway
Virginia Beach, VA 23452

Article 5

The name(s) and address(es) of the incorporator(s) of this corporation is/are:

Ethan O'Toole
500 Botetout Street #605
Norfolk, VA 23510

Beau Turner
1411 Lafayette Blvd
Norfolk, VA 23509

Article 6

The period of duration of this corporation is: perpetual.

Article 7

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows: As stated in the bylaws of this corporation.

Article 8

Additional Provisions

The property of this corporation is irrevocably dedicated to educational purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.



Signature

BEAU TURNER, Incorporator