

**ARTICLES OF RESTATEMENT
OF
OLD DOMINION CHAPTER NATIONAL SPINAL CORD INJURY ASSOC.
(N/K/A SPINAL CORD INJURY ASSOCIATION OF VIRGINIA)**

The undersigned, on behalf of the non-stock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the restatement was the Old Dominion Chapter National Spinal Cord Injury Assoc. (the "Corporation").
2. The restatement contains an amendment to the Articles of Incorporation.
3. The Corporation's Amended and Restated Articles of Incorporation are attached hereto.
4. The date of adoption of these Articles of Amendment is _____, 2009.
5. The Restatement was proposed by the Board of Directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present and the number cast for the restatement by each voting group was sufficient for approval by that voting group.

Executed in the name of the Corporation by:

By: Steve Fetrow
Title: President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPINAL CORD INJURY ASSOCIATION OF VIRGINIA**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia states as follows:

ARTICLE I

The name of the corporation is Spinal Cord Injury Association of Virginia (the “Corporation”).

ARTICLE II

The purpose for which the Corporation is formed is to enable people with spinal cord injuries and diseases to achieve their highest level of health, independence and quality of life.

Further, the Corporation is formed to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (herein called the “Code”) and its Regulations as they now exist or as they may hereafter be amended.

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 publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Amended Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors upon majority vote shall determine. Any of such assets not so disposed of shall be disposed of by any court of record with general equity jurisdiction in the city or county in Virginia where the registered office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

The Corporation shall have one class of members. The membership shall consist of those persons and organizations that have an interest in supporting the mission and participating in the programs of the Corporation.

ARTICLE IV

The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the State of Virginia. The number of Directors shall be the number fixed by the Bylaws.

The Board of Directors may, by adopting bylaws so providing, create staggered three year terms for Directors so that the term of one third of the directors shall expire each year. As a means of creating a transition to staggered terms for Directors, the Board of Directors may divide the existing Board of Directors into three groups with the term of the first group expiring on a fixed date, the term of the second group expiring one year after the expiration of the term of the first group and the term of the third group expiring two years after the expiration of the term of the second group.

ARTICLE V

The Corporation shall have no authority to issue stock. The Corporation shall have one class of members and all members shall be voting members.

ARTICLE VI

The Bylaws of the Corporation shall be adopted by the Board of Directors and the Board of Directors shall have the power to alter, amend or repeal the same or adopt new Bylaws.

ARTICLE VII

The registered office is located at 5206 Markel Road, Suite 105, Richmond, VA 23230 and the registered agent is Steve Fetrow an individual who is a resident of Virginia and a Director of the Corporation. The mailing address is P.O. Box 8326 Richmond, Virginia 23226.

These Amended Articles of Incorporation shall supersede all previous Articles of Incorporation of the Corporation.

SPINAL CORD INJURY
ASSOCIATION OF VIRGINIA

Dated: _____

By: Steve Fetrow
Title: President