

ARTICLES OF INCORPORATION

THE TUX CLUB, INC.

We hereby associate to form a non-stock corporation under the "Virginia Non-Stock Corporation Act" as defined by Section 13.1-801 of the Code of Virginia (1950) as amended and now in force.

1. The name of the corporation is The Tux Club, Inc.
2. The purposes for which the corporation is organized are:
 - a. To engage in various fundraising activities to accumulate funds which will be contributed by the corporation in such amounts and to such charitable organizations as determined by the Members of the corporation pursuant to the provisions of the corporation's Bylaws.
 - b. To plan and implement activities to promote Brotherhood and Religious Activity among the corporation's Members.
3. There shall be three classes of Members:
 - a. Class Number One "Regular" or "Full" Members in good standing.

(i) Persons who satisfy all of the following criteria shall be Regular or Full Members in good standing, provided that at the time of the admission of any such person, there are no more than a total of twenty-nine (29) Regular, Full and Inactive Members and no more than thirty-four (34) Regular, Full, Inactive and Honorary Members:

- (1) must be recommended for membership by two existing Regular or Full Members;
- (2) must pay the initial application fee provided for herein;
- (3) an applicant's initial application for membership must be approved by a majority of the Regular or Full Members at the time of admission;
- (4) must be a person of good moral and social character;
- (5) must be a qualified and registered voter;
- (6) must agree on or before admission as a Member to abide by the Bylaws, rules and regulations of the Corporation; and
- (7) must be twenty-one (21) years of age or older.

(ii) Members of this Class shall have full voting rights on all matters, including the right to amend these Articles, except any such matters, if any, which, as provided in the Bylaws, are delegated to an officer or committee of the Corporation and do not require the consent or vote of the Members.

Class Number Two "Inactive" Members

Any Member (formerly Full or Regular Member in good standing) who is in default by virtue of his failure to pay any Members' dues or assessments when due. Any such inactive Member

shall not be entitled to participate in any activities of the corporation or vote or any matters to be decided by the Members until he has paid current all outstanding Members' dues or assessments, at which time, he shall resume the status of a Regular or Full Member.

Class Number Three "Honorary" Members

Any Member (formerly a Full or Regular Member) who has requested to be and has been approved by the Members as an Honorary Member. Honorary Members shall not be required to pay any dues or assessments and will not be entitled to vote on any matters requiring the approval of the Members. Honorary Members will be entitled to receive two complimentary invitations to the annual dance and the annual picnic hosted by the corporation.

4. The post office address of the initial registered office is SYKES, CARNES, BOURDON & AHERN, P.C., Pembroke One Building, The Fifth Floor, Virginia Beach, Virginia 23462. The registered office is located in the City of Virginia Beach, Virginia. The name of the initial registered agent is Todd M. Lynn, who is a resident of the State of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation.

5. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Trustees, Directors, Officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence said 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.

7. Notwithstanding any of the provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code; or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

8. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

THE TUX CLUB

By: Todd M. Lynn
Todd M. Lynn, Incorporator

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BYLAWS OF THE
THE TUX CLUB, INC.

ARTICLE I - NAME

The name of the Corporation is The Tux Club, Inc. (herein referred to as the "Corporation").

ARTICLE II - MEMBERSHIP

SECTION 1: Classes of Membership

a. Class Number One "Regular" or "Full" Members in good standing.

(i) Persons who satisfy all of the following criteria shall be Regular or Full Members in good standing, provided that at the time of the admission of any such person, there are no more than a total of twenty-nine (29) Regular, Full and Inactive Members and no more than thirty-four (34) Regular, Full, Inactive and Honorary Members:

- (1) must be recommended for membership by two existing Regular or Full Members;
- (2) must pay the initial application fee provided for herein;
- (3) an applicant's initial application for membership must be approved by a majority of the Regular or Full Members at the time of admission;
- (4) must be a person of good moral and social character;

- (5) must be a qualified and registered voter;
- (6) must agree to abide by the Bylaws, rules and regulations of the Corporation; and
- (7) must be twenty-one (21) years of age or older.

(ii) Members of this Class shall have full voting rights on all matters, including the right to amend these Articles, except any such matters, if any, which, as provided in these Bylaws, are delegated to an officer or committee of the Corporation and do not require the consent or vote of the Members.

b. Class Number Two. "Inactive" Members.

Any Member (formerly a Full or Regular Member in good standing) who is in default by virtue of his failure to pay any Members' dues or assessments within ten (10) days of the due date thereof. Any such inactive Member shall not be entitled to participate in any activities of the Corporation or vote or any matters to be decided by the Members until he has paid current all outstanding Members' dues or assessments, at which time, he shall resume the status of a Regular or Full Member.

c. Class Number Three. "Honorary" Members.

Any Member (formerly a Full or Regular Member) who has requested to be and has been approved by the Members as an Honorary Member. Honorary Members shall not be required to pay any dues or assessments and will not be entitled to vote on any matters requiring the approval of the Members.

