

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
RICHMOND METROPOLITAN CONVENTION & VISITORS BUREAU**

1. Name. The name of the corporation is Richmond Metropolitan Convention & Visitors Bureau.

2. Purposes. The corporation is organized for the purpose of promoting convention and tourism development in the Richmond Metropolitan area in order to increase revenues, provide increased employment and improve the economic health of all the jurisdictions involved.

The corporation shall have all powers and authorities now or hereafter conferred upon non-stock corporations organized under the laws of the Commonwealth of Virginia, provided, that the corporation's powers and authorities shall be limited by the general powers and authorities of the member political subdivisions; and provided, further, that the corporation shall be non-profit and no part of the net earnings of the corporation shall inure to the benefit of any private individual.

3. Members.

A. The membership of the corporation shall consist of one or more classes of members. The Class A Membership shall consist of the City of Richmond, each of the Counties of Chesterfield, Hanover and Henrico, and ChamberRVA. Any other political subdivision of the Commonwealth of Virginia or entity interested in the purpose of the corporation may become a Class A Member upon (i) written application to the Board of Directors, (ii) approval by more than a two-thirds (2/3) majority of all of the members of the Board of Directors, and (iii) satisfaction of such qualifications as may be specified in the bylaws of the corporation. Any political subdivision of the Commonwealth of Virginia or entity that is interested in the purpose of the corporation but is not a Class A Member may become a Class B Member upon (i) written

application to the Board of Directors, (ii) approval by a majority of all of the members of the Board of Directors, and (iii) satisfaction of such qualifications as may be specified in the bylaws of the corporation. The designation of additional classes of members, as well as the rights and the continuing qualifications of the Class A Members, Class B Members and the members of such additional classes, may be set forth in the bylaws of the corporation.

B. Members shall not be entitled to vote except as the right to vote shall be conferred by these Articles of Incorporation or by the bylaws of the corporation. Class A Members that are political subdivisions shall be entitled to appoint directors in the manner, but subject to any conditions and qualifications, set forth in the bylaws. Class B Members that are political subdivisions shall be entitled, on a rotating basis, to appoint a single director in the manner, but subject to any conditions and qualifications, set forth in the bylaws. A director appointed by a Member may be removed, with or without cause, only by such Member. A Member shall be entitled to appoint a new director to fill any vacancy in the Board of Directors which was previously occupied by a director appointed by such Member, except for vacancies resulting from the expiration of the terms of directors.

4. Directors. The corporation shall be managed by a Board of Directors consisting of (i) the directors appointed by the Class A Members; (ii) the director appointed by the Class B Members, (iii) the persons holding the following positions (or, if any such position does not exist or is vacant, the person holding the most comparable position) who shall at all times be ex officio voting directors of the corporation: (A) the President of the ChamberRVA; (B) the President of the Retail Merchants Association; (C) the President of the Richmond Region Hospitality Association; (D) the President of the Virginia Tourism Corporation; (E) the President and Chief Executive Officer of the Capital Region Airport Commission; (F) the General

Manager of King's Dominion; (G) the President of Richmond Raceway, Inc.; (H) the Executive Director of Venture Richmond; and (I) the Executive Director of Metropolitan Richmond Sports Backers; (iv) one director appointed by the Museum Directors Association; (v) one at-large director appointed by the Board of Directors of the corporation; and (vi) one at-large director appointed by the Board of Directors of the corporation who shall be a member of management of a company subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, or a subsidiary of such a company. The director appointed by the Class B Members shall serve for a term of one year. The remaining appointed directors shall be divided into three classes, each equal or nearly equal in number, based on the dates of expiration of the directors' terms. The term of office of each such classified director shall be three years, except that classified directors appointed to fill vacancies resulting from an increase in the number of directors shall be initially appointed for terms of one, two or three years, the number being appointed for each term being that number which will result in the terms of one-third, or nearly one-third, of all classified directors expiring each year. Except as otherwise provided in these Articles of Incorporation, the terms of all appointed directors shall commence on January 1 of the year of their appointment and shall continue until December 31 of either such year or the first or second year following the year of their appointment, depending upon the term to which each director was appointed, or until their successors shall have been appointed and qualified. Notwithstanding the foregoing, if the membership of a Member shall terminate for any reason, the term of office of any director(s) appointed by such Member shall immediately expire.

5. Amendment of Bylaws. The bylaws may be altered, amended or repealed in whole or in part by the affirmative vote of more than two-thirds (2/3) of the members of the Board of Directors present at a meeting thereof at which a quorum is present.

6. Disposition of Assets Upon Dissolution. Upon dissolution of the corporation, all property, real and personal, of the corporation shall be divided among the members in the same proportions as such members have contributed property, real or personal, to the corporation. In the event that no members shall exist upon dissolution, all property, real and personal, shall go to the Commonwealth of Virginia.