

**ARTICLES OF INCORPORATION OF
THE GREATER RICHMOND CONVENTION CENTER AUTHORITY**

The Council of the City of Richmond and the Boards of Supervisors of the Counties of Chesterfield, Hanover and Henrico, have signified their intention, by adoption of appropriate ordinances or resolutions, to create a public authority pursuant to the Public Recreational Facilities Authorities Act, Chapter 29, Title 15.1, Code of Virginia, 1950, as amended, (effective December 1, 1997, Chapter 56 of Title 15.2, Code of Virginia, 1950, as amended) (the "Act") which authority shall be a political subdivision of the Commonwealth of Virginia. Accordingly, the Council and Boards certify the following:

ARTICLE I

Creation and Name of Authority

The Authority is created pursuant to the provisions of the Act. The name of the Authority shall be the "Greater Richmond Convention Center Authority" (the "Authority") and its principal office shall be located at the Richmond Centre, 400 E. Marshall Street, Richmond, Virginia 23219.

ARTICLE II

Incorporating Political Subdivisions

The names of the political subdivisions participating in the incorporation of the Authority are the City of Richmond and the Counties of Chesterfield, Hanover and Henrico. Any political subdivision may withdraw from the Authority only upon six (6) months written notice and only upon compliance with applicable state law.

ARTICLE III

Purpose and Powers

The Authority is created to acquire, finance, expand, renovate, construct, lease, operate and maintain the facility and grounds of a visitors and convention center or centers ("Convention Center") including the facility and grounds currently known as the "Richmond Centre." The Authority shall have all of the powers granted by the Act and shall be subject to all of the obligations and responsibilities provided in the Act or otherwise by law. The Authority may engage in any other activities not prohibited by law. The Authority may adopt bylaws. The Authority may carry out its purpose itself or may do so through other public or private individuals or entities. It is anticipated by the incorporating political subdivisions that the primary purposes of the Authority will be (a) to issue bonds to finance the expansion, renovation or replacement of the "Richmond Centre" facility and grounds as well as to construct access, street scape, or other on-site or off-site improvements, and (b) to operate and maintain the facility, grounds and improvements or to contract for such operation and maintenance.

ARTICLE IV
Voting

A majority of a quorum shall be sufficient to adopt any motion except that any action to acquire any interest in real estate, incur any debt or expand the Convention Center shall require four affirmative votes of the commission.

ARTICLE V
Commission Members and Terms

5.1 The powers of the Authority shall be exercised by a commission which shall consist of five members. The governing bodies of each of the four incorporating political subdivisions hereby appoint its chief administrative officer as a member of the commission. The governing bodies of the four incorporating political subdivisions hereby jointly appoint the President/CEO of the Retail Merchants Association of Greater Richmond ("Retail Merchants") or its successor organization as the fifth member of the commission. If the Retail Merchants should at some point cease to exist in substantially its present form, the governing bodies of the four incorporating political subdivisions shall jointly appoint, as the fifth member of the commission, a resident of one of the incorporating jurisdictions with expertise in tourism or economic development. The names and addresses of the four initial members of the commission appointed by each of the four incorporating political subdivisions, and the name and address of the fifth initial member of the commission jointly appointed by the governing bodies of the four incorporating political

subdivisions, are as follows:

Name/Address	Appointing Political Subdivision
Connie Bawcurn Acting City Manager 900 E. Broad Street, Room 201 Richmond, Virginia 23219 780-7940	City of Richmond
Lane B. Ramsey County Administrator P. O. Box 40 Chesterfield, Virginia 23832-0040 748-1211	County of Chesterfield
John F. Berry County Administrator P. O. Box 470 Hanover, Virginia 23069 537-6035	County of Hanover
Virgil R. Hazelett County Manager P. O. Box 27032 Richmond, Virginia 23273 672-4386	County of Henrico
William H. Baxter, CAE 5101 Monument Avenue Richmond, Virginia 23230 662-5500	Retail Merchants Association of Greater Richmond

5.2 Each successor Retail Merchants President/CEO is hereby jointly appointed by the governing bodies of the incorporating political subdivisions to be a member of the commission during his term of office as Retail Merchants President/CEO.

5.3 The terms of the initial commission members shall begin on the date the resolution and Articles of Incorporation creating the Authority are adopted by the last of the incorporating political subdivisions. The terms of the chief administrative officers and the Retail Merchants President/CEO shall continue so long as they remain in their respective offices.

ARTICLE VI
Officers

The members of the commission shall elect one member as Chairman and one member as Vice-Chairman, and shall elect a Secretary and Treasurer who need not be members. One person may serve as both Secretary and Treasurer. The officers shall be elected annually at the annual meeting of the commission.

ARTICLE VII
Meetings

The initial meeting of the Authority shall be held by the commission on January 9, 1998, at 9:00 a.m. at the Richmond Centre, 400 E. Marshall Street, Richmond, Virginia. The commission shall hold an annual meeting and such other meetings as specified in the Bylaws of the Authority.

ARTICLE VIII
Annual Audit

The Authority shall cause its funds and financial records to be audited annually by an independent certified public accounting firm and shall furnish a copy of each such annual audit to the incorporating political subdivisions upon completion. The cost of the audit shall be paid in equal amounts by the incorporating political subdivisions.

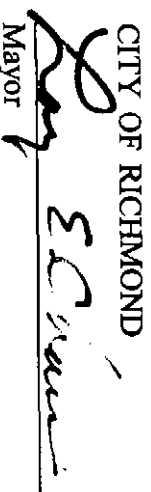
IN WITNESS WHEREOF, the Council of the City of Richmond and the Boards of Supervisors of the Counties of Chesterfield, Hanover and Henrico have caused these Articles of Incorporation to be executed by their duly authorized officers as of this 17th day of December, 1997.

(SEAL)

Attest:


Clerk of Council

By:

CITY OF RICHMOND

Mayor

(SEAL)

Attest:

Lawrence D. Hawkins
Clerk, Board of Supervisors

By:

COUNTY OF CHESTERFIELD
Arthur Williams
Chairman, Board of Supervisors

(SEAL)

Attest:

Alfred Perry
Clerk, Board of Supervisors

By:

COUNTY OF HANOVER
Richard Reed
Chairman, Board of Supervisors

(SEAL)

Attest:

Matthew Davis
Clerk, Board of Supervisors

By:

COUNTY OF HENRICO
James B. Combs Jr
Chairman, Board of Supervisors