

# VANDEVENTER BLACK LLP

Geoffrey G. Hemphill  
757.446.8528 - direct  
757.446.8670 - fax  
ghemphill@vanblk.com  
Licensed in Virginia

101 W. Main Street • 500 World Trade Center • Norfolk, Virginia 23510 • Office 757.446.8600 • Fax 757.446.8670

August 7, 2012

**Via Certified Mail No. 7011 3500 0001 0742 3109**

Internal Revenue Service  
P. O. Box 12192  
Covington, KY 41012-192

RE: Virginia Beach Hockey Club Challenge Team, Inc. 46-0552796  
Request for Determination of Tax-Exemption  
VB No. 37293-0001

Dear Sir or Madam:

I am enclosing this Determination Letter Request for Virginia Beach Hockey Club Challenge Team, Inc. for consideration as a tax exempt charitable organization under IRC Section 501(c)(3). I have enclosed a check for \$850.00 for the user fee and the following information:

Tab A:	Form 1023 – Checklist
Tab B:	Form 2848 – Power of Attorney
Tab C:	Form 8821 – Tax Information Authorization
Tab D:	Form 1023 – Application for Recognition as Exemption
Tab E:	Schedules for Form 1023
Tab F:	Articles of Incorporation of Virginia Beach Hockey Club Challenge Team, Inc.
Tab G:	Bylaws of Virginia Beach Hockey Club Challenge Team, Inc.
Tab H:	Conflict of Interest Policy

If you have any questions, please do not hesitate to contact me.

Sincerely,

VANDEVENTER BLACK LLP

  
Geoffrey G. Hemphill

GGH/jab  
Enclosures

500 WORLD TRADE CENTER  
NORFOLK, VA 23510-1679  
PH. (757) 446-8600

DATE
08-10-12
AMOUNT
\$850.00

\*\*\*EIGHT HUNDRED FIFTY AND 00/100 USD

PAY TO THE ORDER OF Internal Revenue Service

VOID AFTER 180 DAYS

*[Signature]* MP

⑈ 143766 ⑈ ⑆051400549⑆ 2079019579140⑈

Vandeventer Black LLP

CHECK DATE: 08-10-12

CHECK NO.: 143766

DATE	INVOICE	VOUCHER	COMMENTS	AMOUNT	CONTROL ID	
08-10-12	37293-0001	227808	File Determination Letter	850.00	046	
VENDOR: Internal Revenue Service				VENDOR ID: 351	TOTAL	\$850.00

A

# Form 1023 Checklist

## (Revised June 2006)

### Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

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**Note.** Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

**Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.**

- Assemble the application and materials in this order:
  - Form 1023 Checklist
  - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
  - Form 8821, *Tax Information Authorization* (if filing)
  - Expedite request (if requesting)
  - Application (Form 1023 and Schedules A through H, as required)
  - Articles of organization
  - Amendments to articles of organization in chronological order
  - Bylaws or other rules of operation and amendments
  - Documentation of nondiscriminatory policy for schools, as required by Schedule B
  - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
  - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
  
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
  
- Employer Identification Number (EIN)
  
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
  - You must provide specific details about your past, present, and planned activities.
  - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  - Describe your purposes and proposed activities in specific easily understood terms.
  - Financial information should correspond with proposed activities.
  
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A	Yes ___ No <input checked="" type="checkbox"/>	Schedule E	Yes ___ No <input checked="" type="checkbox"/>
Schedule B	Yes ___ No <input checked="" type="checkbox"/>	Schedule F	Yes ___ No <input checked="" type="checkbox"/>
Schedule C	Yes ___ No <input checked="" type="checkbox"/>	Schedule G	Yes ___ No <input checked="" type="checkbox"/>
Schedule D	Yes ___ No <input checked="" type="checkbox"/>	Schedule H	Yes ___ No <input checked="" type="checkbox"/>

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
  - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Art. IV, Page 1
  - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Art. VII, Page 3
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
  - Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service  
P.O. Box 192  
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011

B

## Power of Attorney and Declaration of Representative

OMB No. 1545-0150

**For IRS Use Only**

Received by:

Name \_\_\_\_\_

Telephone \_\_\_\_\_

Function \_\_\_\_\_

Date / /

▶ Type or print. ▶ See the separate instructions.

**Part I Power of Attorney**

**Caution:** A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

**1 Taxpayer information.** Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address  <b>Virginia Beach Hockey Club Challenge Team, Inc.</b> <b>2737 Bending Birch Trail</b> <b>Virginia Beach, VA 23456</b>	Taxpayer identification number(s) <p style="text-align: center;"><b>46-0552796</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Daytime telephone number <b>757-635-6843</b></td> <td style="width: 50%;">Plan number (if applicable)</td> </tr> </table>	Daytime telephone number <b>757-635-6843</b>	Plan number (if applicable)
Daytime telephone number <b>757-635-6843</b>	Plan number (if applicable)		

hereby appoints the following representative(s) as attorney(s)-in-fact:

**2 Representative(s) must sign and date this form on page 2, Part II.**

Name and address  <b>Geoffrey G. Hemphill</b> <b>500 World Trade Center</b> <b>Norfolk, VA 23510</b>	CAF No. <b>2605-99381R</b> PTIN _____ Telephone No. <b>(757) 446-8528</b> Fax No. <b>(757) 446-8670</b>
Check if to be sent notices and communications <input type="checkbox"/>	Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address  	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____
Check if to be sent notices and communications <input type="checkbox"/>	Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address  	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____
Check if to be sent notices and communications <input type="checkbox"/>	Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer before the Internal Revenue Service for the following matters:

**3 Matters**

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
<b>Determination Letter Request</b>	<b>1023</b>	

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF**

**5 Acts authorized.** Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns.

Disclosure to third parties;  Substitute or add representative(s);  Signing a return; \_\_\_\_\_

Other acts authorized: \_\_\_\_\_ (see instructions for more information)

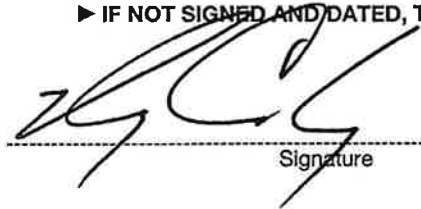
**Exceptions.** An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**6 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here  **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

**7 Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

**▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.**

  
 Signature \_\_\_\_\_ Date 8/7/12 Executive Director \_\_\_\_\_ Title (if applicable) \_\_\_\_\_  
 Ryan Croley \_\_\_\_\_  \_\_\_\_\_ Print Name PIN Number Print name of taxpayer from line 1 if other than individual

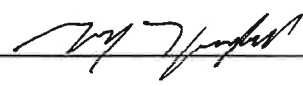
**Part II Declaration of Representative**

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
  - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
  - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
  - d Officer—a bona fide officer of the taxpayer’s organization.
  - e Full-Time Employee—a full-time employee of the taxpayer.
  - f Family Member—a member of the taxpayer’s immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
  - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  - h Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
  - i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
  - k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements.
  - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

**▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE.** See the instructions for Part II.

**Note:** For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation—Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable). See instructions for Part II for more information.	Signature	Date
a	VA	38992		8/7/12



C

### Tax Information Authorization

OMB No. 1545-1165  
**For IRS Use Only**  
 Received by:  
 Name \_\_\_\_\_  
 Telephone \_\_\_\_\_  
 Function \_\_\_\_\_  
 Date \_\_\_\_\_

▶ **Do not sign this form unless all applicable lines have been completed.**  
 ▶ **Do not use this form to request a copy or transcript of your tax return.**  
**Instead, use Form 4506 or Form 4506-T.**

**1 Taxpayer information.** Taxpayer(s) must sign and date this form on line 7.

Taxpayer name(s) and address (type or print) <b>Virginia Beach Hockey Club Challenge Team, Inc. 2737 Bending Birch Trail Virginia Beach, VA 23456</b>		Taxpayer identification number <b>46-0552796</b>	
		Daytime telephone number <b>757-635-6843</b>	Plan number (if applicable)

**2 Appointee.** If you wish to name more than one appointee, attach a list to this form.

Name and address <b>Geoffrey G. Hemphill 500 World Trade Center Norfolk, VA 23510</b>	CAF No. <b>2605-99381R</b>
	PTIN _____
	Telephone No. <b>(757) 446-8528</b>
	Fax No. <b>(757) 446-8670</b>
Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>	

**3 Tax matters.** The appointee is authorized to inspect and/or receive confidential tax information in any office of the IRS for the tax matters listed on this line. Do not use Form 8821 to request copies of tax returns.

(a) Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty	(b) Tax Form Number (1040, 941, 720, etc.)	(c) Year(s) or Period(s) (see the instructions for line 3)	(d) Specific Tax Matters (see instr.)
Determination letter request	1023		

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the tax information authorization is for a specific use not recorded on CAF, check this box. See the instructions on page 4. If you check this box, skip lines 5 and 6 . . . ▶

**5 Disclosure of tax information** (you must check a box on line 5a or 5b unless the box on line 4 is checked):

**a** If you want copies of tax information, notices, and other written communications sent to the appointee on an ongoing basis, check this box . . . . . ▶

**Note.** Appointees will no longer receive forms, publications and other related materials with the notices.

**b** If you do not want any copies of notices or communications sent to your appointee, check this box . . . . . ▶


**6 Retention/revocation of tax information authorizations.** This tax information authorization automatically revokes all prior authorizations for the same tax matters you listed on line 3 above unless you checked the box on line 4. If you do not want to revoke a prior tax information authorization, you **must** attach a copy of any authorizations you want to remain in effect **and** check this box . . . . . ▶

To revoke this tax information authorization, see the instructions on page 4.

**7 Signature of taxpayer(s).** If a tax matter applies to a joint return, **either** husband or wife must sign. If signed by a corporate officer, partner, guardian, executor, receiver, administrator, trustee, or party other than the taxpayer, I certify that I have the authority to execute this form with respect to the tax matters/periods on line 3 above.

▶ **IF NOT SIGNED AND DATED, THIS TAX INFORMATION AUTHORIZATION WILL BE RETURNED.**

▶ **DO NOT SIGN THIS FORM IF IT IS BLANK OR INCOMPLETE.**

 _____ Signature <b>Ryan Croley</b> Print Name _____ Title (if applicable) <b>Executive Director</b> Title (if applicable) <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> PIN number for electronic signature	_____ Date <b>8/2/12</b> Signature _____ Date _____ Print Name _____ Title (if applicable) <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> PIN number for electronic signature
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D

**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all bold items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your organizing document)		<b>2</b> c/o Name (if applicable)	
Virginia Beach Hockey Club Challenge Team Inc		Ryan Croley	
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)	
2737 Bending Birch Trail		46-0552796	
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)	
Virginia Beach, Va, 23456		12	
<b>6</b> Primary contact (officer, director, trustee, or authorized representative)		<b>b</b> Phone: (757) 635-6843	
a Name: Ryan Croley		<b>c</b> Fax: (optional)	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>9a</b> Organization's website: <b>virginiabeachhockeyclub.com</b>			
<b>b</b> Organization's email: (optional) <b>virginiabeachhockeyclub@gmail.com</b>			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) <b>07 / 11 / 2012</b>			
<b>12</b> Were you formed under the laws of a foreign country? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.			

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  Yes  No
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  Yes  No
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  Yes  No
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  Yes  No
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  Yes  No
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  Yes  No

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Art. IV Page 1**
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Art. VII Page 3**
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Ryan Croley	Executive Director, Board MBR	2737 Bending Birch Trail Virginia Beach Va, 23456	None
Christian Haugen	Board MBR	820 Greenfield Lane Chesapeake, Va, 23322	None
Michael J. Pellerito Sr	Board MBR	2108 Silver Charm Circle Suffolk, Va 23435	None
Nadar Elguindi	Board MBR	2450 Crystal Drive Arlington, Va 22202	None

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Jennifer L Treadway	Marketing Director	1428 Harbor Court Virginia Beach, Va 23454	10-50K

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
none			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

**2a** Are any of your officers, directors, or trustees **related** to each other through **family** or **business** relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

**b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No

**c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

**3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

**b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No

**4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No
- b** Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  Yes  No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source?  Yes  No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
- 
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.  Yes  No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
- 
- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- 
- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.  Yes  No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  Yes  No
- 
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  Yes  No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
- 
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.  Yes  No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a Do you or will you operate **bingo or gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.  Yes  No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.



**Part VIII Your Specific Activities (Continued)**

- 4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)  Yes  No
- |  |   |
|--|---|
| <input checked="" type="checkbox"/> mail solicitations                         | <input type="checkbox"/> phone solicitations  |
| <input checked="" type="checkbox"/> email solicitations                        | <input checked="" type="checkbox"/> accept donations on your website                      |
| <input checked="" type="checkbox"/> personal solicitations                     | <input checked="" type="checkbox"/> receive donations from another organization's website |
| <input checked="" type="checkbox"/> vehicle, boat, plane, or similar donations | <input checked="" type="checkbox"/> government grant solicitations                        |
| <input checked="" type="checkbox"/> foundation grant solicitations             | <input type="checkbox"/> Other  |
- Attach a description of each fundraising program.
- b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  Yes  No
- c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  Yes  No
- d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  Yes  No
- 
- 5 Are you **affiliated** with a governmental unit? If "Yes," explain.  Yes  No
- 6a Do you or will you engage in **economic development**? If "Yes," describe your program.  Yes  No
- b Describe in full who benefits from your economic development activities and how the activities promote **exempt purposes**.
- 
- 7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  Yes  No
- b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  Yes  No
- c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
- 
- 8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  Yes  No
- 
- 9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  Yes  No
- b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  Yes  No
- c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  Yes  No
- d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  Yes  No
- 
- 10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  Yes  No

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No
- 
- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  Yes  No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.  Yes  No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  Yes  No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form.  Yes  No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  Yes  No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.  Yes  No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  Yes  No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No

**Part VIII** Your Specific Activities (Continued)

- |    |  |                              |  |
|----|--|------------------------------|--|
| 15 | Do you have a close connection with any organizations? If "Yes," explain.  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain.   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain.   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain.  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care? If "Yes," complete Schedule C.  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped? If "Yes," complete Schedule F.  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
	(a) From 8/12 To 12/12	(b) From 1/13 To 12/13	(c) From 1/14 To 12/14	(d) From 1/15 To 12/15	
<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	22000	57000	52000	65000	196000
<b>2</b> Membership fees received	2000	13500	18000	20500	54000
<b>3</b> Gross investment income	0	0	0	0	0
<b>4</b> Net unrelated business income	0	0		0	0
<b>5</b> Taxes levied for your benefit	0	0	0	0	0
<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0	0
<b>7</b> Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0		0	0	0
<b>8</b> Total of lines 1 through 7	24000	58500	70000	85500	250000
<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0			
<b>10</b> Total of lines 8 and 9	24000	58500	70000	85500	250000
<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0			
<b>12</b> Unusual grants	0	0	0	0	0
<b>13</b> Total Revenue Add lines 10 through 12	24000	58500	70000	85500	250000
<b>14</b> Fundraising expenses	500	500	500	500	
<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	0	0	0	
<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	0	
<b>17</b> Compensation of officers, directors, and trustees	0	0			
<b>18</b> Other salaries and wages	11000	31000	36000	46000	
<b>19</b> Interest expense					
<b>20</b> Occupancy (rent, utilities, etc.)	19000	10400	10400	10400	
<b>21</b> Depreciation and depletion					
<b>22</b> Professional fees	1800	900	900	900	
<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)					
<b>24</b> Total Expenses Add lines 14 through 23	39940	61540	66060	79560	

**Part IX Financial Data (Continued)**

**B. Balance Sheet (for your most recently completed tax year)**

Year End:

Assets		(Whole dollars)	
1	Cash . . . . .	1	0
2	Accounts receivable, net . . . . .	2	0
3	Inventories . . . . .	3	0
4	Bonds and notes receivable (attach an itemized list) . . . . .	4	0
5	Corporate stocks (attach an itemized list) . . . . .	5	0
6	Loans receivable (attach an itemized list) . . . . .	6	0
7	Other investments (attach an itemized list) . . . . .	7	0
8	Depreciable and depletable assets (attach an itemized list) . . . . .	8	0
9	Land . . . . .	9	0
10	Other assets (attach an itemized list) . . . . .	10	0
11	Total Assets (add lines 1 through 10) . . . . .	11	
Liabilities			
12	Accounts payable . . . . .	12	0
13	Contributions, gifts, grants, etc. payable . . . . .	13	0
14	Mortgages and notes payable (attach an itemized list) . . . . .	14	0
15	Other liabilities (attach an itemized list) . . . . .	15	0
16	Total Liabilities (add lines 12 through 15) . . . . .	16	0
Fund Balances or Net Assets			
17	Total fund balances or net assets . . . . .	17	0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) . . . . .	18	0

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.  Yes  No

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a private operating foundation. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions.  Yes  No

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.  Yes  No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.  Yes  No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?  Yes  No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

- a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
- b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
- c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
- d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

**Part X Public Charity Status (Continued)**

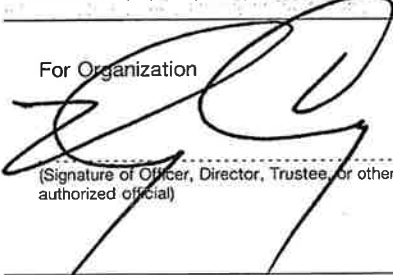
- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

**6** If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization



(Signature of Officer, Director, Trustee, or other authorized official)

**Ryan Croley**  
(Type or print name of signer)

**Executive Director**  
(Type or print title or authority of signer)

**9/7/12**  
(Date)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

**b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. \_\_\_\_\_
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

**7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No

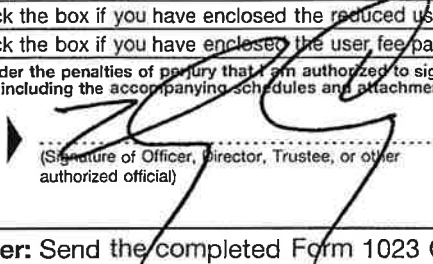
**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here



(Signature of Officer, Director, Trustee, or other authorized official)

**Ryan Croley**

(Type or print name of signer)

**Executive Director**

(Type or print title or authority of signer)

**2/7/12**  
(Date)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

E



## **Part IV – Narrative Description of Your Activities**

### **A. General Features of the Program**

#### **1. General Description**

The Virginia Beach Hockey Club Challenge Team Inc. (VBHC Challenge Team) is a nonprofit corporation established in summer of 2012 for charitable and educational purposes. The Mission of the VBHC Challenge Team is to promote camaraderie, competition, and athleticism to disabled athletes who want to learn to play ice hockey. Our goal is to develop a team atmosphere for athletes to develop life skills in Teamwork, Leadership and Commitment.

#### **2. Reasons for Formation**

The Virginia Beach Hockey Club, a group of adult hockey players who meet in the mornings for games and practice was established in the summer of 2011. Their goal was to exercise, have fun, and promote the sport of ice hockey. Since establishment, the group has grown to over 80 participants and 40 full time members and includes professional hockey skills and instruction classes on Wednesday mornings. VBHC welcomed members to bring their children and friends to these Wednesday morning sessions at no cost. One of the children had a physical disability and was limited to a wheel chair and primary use of only one arm. Since he began playing with the organization, he has skills have improved significantly and the VBHC members enjoy volunteering their time to work with him. The VBHC now has a number of disabled members to include military veterans. This has led to the establishment of the VBHC Challenge Team an organization focused entirely on developing athletes with disabilities. This new organization will operate year round, provide professional instruction and equipment (sleds) to those with disabilities who want to learn to play ice hockey.

#### **3. Area Served**

VBHC Challenge Team serves Virginia Beach, Norfolk, Portsmouth, Chesapeake, and Hampton Virginia. Collectively this area is known as the “Hampton Roads area.”

#### **4. Potential Client Base**

Using data from publicly available sources, VBHC Challenge team estimates that as many as 43,000 individuals with disabilities live in the service area. In addition, the region attracts large numbers of visitors, many of whom have disabilities. Currently there is no disabled hockey program in the area.

## 5. Disabilities to Be Served

VBHC Challenge Team will serve persons with physical disabilities such as traumatic brain injury, spinal cord injury, cerebral palsy, neuromuscular disorders, visual and hearing impairments and others. It will also serve people with intellectual disabilities, developmental delays, intellectual disabilities, and forms of mental illness. Military Veterans who have mental and physical disabilities will be included. Some participants will have both physical and developmental disabilities. VBHC Challenge Team estimates that these categories of disability will be distributed as follows.

Physical disabilities	62%
Developmental disabilities	25%
Both physical and developmental disability	13%

## 6. Specialized Adaptive Equipment

Some but not all of our participants who have physical disabilities require the use of specialized adaptive equipment. This equipment consists of a special sled, modified hockey sticks, and pads. Devices to enhance stability are also used.

As VBHC begins operations we have only a few pieces of equipment. We have prepared a grant application to USA hockey to provide 8 sleds to jumpstart the program. Sticks and protective equipment will be purchased by the participants with supporting funding coming from donations, grants, and fundraisers. Over time, we plan to secure sponsorships from individuals and corporations to allow for the purchase of uniforms, equipment, storage facilities, transportation vehicles, training facilities and ice rental.

## 7. Training

Volunteers and Staff will undergo extensive training in adaptive techniques and equipment and in the challenges unique to various disabilities. They will complete seasonal training requirements and back ground checks before participating in training with clients. New volunteers participate in a supervised, supporting role before they are assigned the role of lead.

## 8. Locations of Services

Space for offices and training facilities have not yet been identified but will be centrally located in the area served or the Hampton Roads area. Our primary training

facility will be at ICELAND of Virginia Beach located on Broad Street near the Virginia Beach Town Center. VBHC Challenge Team will purchase a prime mover and trailer to support alternate training sites, competitions, clinics, and storage for specialized equipment.

#### 9. Fees, Services and Compensation

VBHC Challenge Team Board of Directors approves a fee schedule for the organization's services. These fees will be consistent with fees charges to similar organizations in the Hampton Roads area. Clients will pay a nominal fee to participate in activities and may be responsible for protective equipment such as helmets, pads, shin guards, elbow pads, and gloves. The hockey club will provide sticks, sleds, uniforms, storage and costs associated with club equipment transportation. If any fee represents a hardship for the client, VBHC Challenge Team will reduce or waive the fee entirely. No clients will be turned down for inability to pay. Fees represent a relatively small revenue stream for the organization.

VBHC Challenge Team will have paid staff initially consisting of a lawyer, bookkeeper, accountant, professional skating instructor, and marketing director. Volunteers will support the majority of the staff but these paid employees are essential to the successful operation of the organization. Paid employees may be compensated at a rate consistent with similar positions in the Hampton Roads area. Additional Employees will require approval from the Board of Directors. Volunteers may be compensated for training, travel, equipment, uniforms, and per Diem while representing the organization more than 50 miles from their residence.

#### 10. Alternates Names

We sometimes omit the "Inc" when referring to our organization. In some communications we shorten the reference to VBHC Challenge Team.

#### B. Specific Programs

Approximately 75% of VBHC Challenge Team activities will be conducted on ice and 25% being dry land training. Consequently, we have categorized our programs into these two categories.

##### 1. On Ice Training

a. Components of the service

- Safety, and equipment instruction
- Basic and advanced skating and maneuvering
- Stick Handling and shooting
- Team drills and practice
- USA Hockey Rules
- Hockey Tactics

b. Who conducts the service? Approximately 15 trained volunteers

c. Locations. ICELAND of Virginia Beach and other skating rinks in the local area

d. Timing and Service Volumes

Past and Current – VBHC Challenge Team began offering this program in the spring of 2012 and have served 4 disabled clients. Instruction is offered one day a week on Wednesday mornings.

Planned – We plan of expanding the program to over 75 clients and adding practice sessions on Tuesday, Thursday, and Saturdays.

e. How the service furthers exempt purposes

For those clients whose disability requires use of a wheelchair, the opportunity to use a specialized sit-down device (Sled) will allow them to experience the thrills of the competition and hockey in ways they may have thought impossible. For clients with limited use of their upper body, they will be accompanied by a trained VBHC Challenge Team volunteer who will aid in maneuvering the client on the ice by pushing the client in a specially modified sled. Even for ambulatory participants – those with autism or other developmental disabilities – the opportunities of learning to play hockey is an activity that in most instances had not been available. For military veterans it will be an opportunity to remain athletic and active as they recover from injuries sustained while on active duty. This program will offer veterans the ability to compete in a team sport environment, something that they may have thought impossible prior to the establishment of the VBHC Challenge Team.

2. Dry land Training

f. Components of the service

- Safety, and equipment instruction
- Teamwork Building
- Leadership
- USA Hockey Rules
- Hockey Tactics

- g. Who conducts the service? Approximately 15 trained volunteers
- h. Locations. ICELAND of Virginia Beach and other classroom or training facilities yet to be determined.
- i. Timing and Service Volumes

Past and Current – VBHC Challenge Team has not begun dry land training.

Planned – We plan on developing a curriculum and having dry land training once a week for 60 minutes.

- j. How the service furthers exempt purposes

Dry land training will be an opportunity to teach clients the game of hockey in a controlled environment and allow for an efficient use of on ice practice time. Due to the high cost associated with ice rental, this will help keep the program costs to a minimum. In addition, dry land training will offer a venue for disabled athletes to learn life skills in teamwork, and leadership by teaching clients to communicate with, listen to, and work well with one another. Like any skill, the ability to work effectively with others requires some basic knowledge of best practices (in this case of team dynamics, consensus building, decision making, etc.); a chance to practice the skills to be acquired; and feedback on the success of these efforts. It also requires that volunteers and staff think about how to structure teams and assignments so that the teamwork experience is optimized and the most learning that is possible occurs.

**Part VIII – Your Specific Activities – Fundraising Question 4a.**

The Challenge Team will gladly accept all generous donations that fit the purpose of the organization. The organization is open to the possibility of using various methods of solicitation such as mail, email, personal and other marketing campaigns to attract donations in a manner consistent with the goals and integrity of the organization. No formal fundraising plan has been adopted at this time.

F

**ARTICLES OF INCORPORATION**  
**OF**  
**VIRGINIA BEACH HOCKEY CLUB CHALLENGE TEAM, INC.**

ARTICLE I

Name

The name of this corporation is: Virginia Beach Hockey Club Challenge Team Inc.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized pursuant to the Virginia Nonstock Corporation Act, as set forth in Sections 13.1-801, et seq. of the Code of Virginia.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

Purposes

This corporation is formed to serve persons with physical and mental disabilities by promoting camaraderie, competition and athleticism through participation in the game of ice hockey. The goal of the corporation is to help disabled athletes develop life skills in commitment, leadership, and teamwork. The corporation shall operate exclusively in a manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986("the Code"), as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the

Internal Revenue Code, as amended, including private foundations and private operating foundations.

## ARTICLE V

### Management of Corporate Affairs

Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business of the corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in these Articles of Incorporation, the Bylaws or by the Code of Virginia. The Board of Directors shall consist of not less than three (3) persons. The initial Directors of this corporation shall be Ryan P. Croley, Christian Haugen, Michael J Pellerito, Sr. and Nadar Elguindi. Replacement and substitute Directors shall be elected by the remaining Board of Directors. The term the Directors will serve shall be determined according to the Bylaws of the corporation.

## ARTICLE VI

### Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.



C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation qualifying under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

### Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then 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 VIII

### Membership

There shall be no Members or classes of Members (as provided for in Section 13.1-837 of the Code of Virginia) of this corporation.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

ARTICLE XI

Registered Agent and Office

The address of the corporation's initial registered office shall be 101 West Main Street, Suite 500, Norfolk, Virginia 23510, which is in the City of Norfolk, and the name of its initial registered agent shall be VB Business Services, LLC, a domestic Virginia limited liability company whose business address is the same as the corporation's initial registered office.

ARTICLE XII

Amendment of Articles

These Articles of Incorporation may be amended by the Board of Directors in the manner set forth in the Bylaws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the Commonwealth of Virginia, has executed these Articles of Incorporation, this 10<sup>th</sup> day of July, 2012.

  
\_\_\_\_\_  
Geoffrey G. Hemphill, Incorporator

G

**BYLAWS**  
**OF**  
**VIRGINIA BEACH HOCKEY CLUB**  
**CHALLENGE TEAM, INC.**

ARTICLE I  
NAME AND LOCATION

Section 1. Name. This organization shall be incorporated under the laws of the Commonwealth of Virginia and shall be known as Virginia Beach Hockey Club Challenge Team, Inc.

Section 2. Headquarters. The headquarters and principal office of this organization shall be located in Virginia Beach, Virginia.

ARTICLE II  
PURPOSE

Section 1. Purpose. The purpose of this organization shall be:

A. To serve persons with physical and mental disabilities by promoting camaraderie, competition and athleticism through participation in the game of ice hockey. The goal of the corporation is to help disabled athletes develop life skills in commitment, leadership, and teamwork.

B. To operate exclusively in a manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (“the Code”), as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

### ARTICLE III

#### MEMBERS

Section 1. This corporation, having been organized as a charitable organization under the Virginia Nonstock Corporation Act, shall have no shareholders and no members.

### ARTICLE IV

#### BOARD OF DIRECTORS

Section 1. Management. The business and the affairs of the Corporation shall be directed, controlled, and managed by the Board of Directors which shall be the governing body of the Corporation.

Section 2. Duties of Board of Directors. The Board of Directors shall manage all of the affairs, the property and funds of the Corporation, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation and any amendments thereto, and the laws of the Commonwealth of Virginia. The Board of Directors shall have such other duties as may be prescribed by law. The Board of Directors shall have the authority to issue rules and regulations governing the conduct of the business of the Corporation, provided such rules and regulations are not inconsistent with these Bylaws or the Articles of Incorporation. The Directors shall serve without compensation.

Section 3. Number of Directors. The number of Directors shall be fixed from time to time by resolution of the Board of Directors, provided, however, that the number of Directors shall be fixed at not less than three (3) nor more than nine (9) persons.

Section 4. Election of Directors. With the exception of the initial Board, Directors shall be elected by a majority vote of the existing Board of Directors at the annual meeting of the Board.

Section 5. Terms of Office. Directors shall serve for a term of three (3) years. All Directors shall retain their respective offices as Directors until their successors shall be duly elected and qualify.

Section 6. Removal of Directors. Directors may be removed from office, with or without cause, at any annual, regular, or special meeting of the Board of Directors by the affirmative vote of a majority of the Board.

Section 7. Vacancies on the Board of Directors. All vacancies on the Board of Directors shall be filled by a majority vote of the remainder of the Board of Directors. The Board may vote to fill vacancies on the Board of Directors at any annual or regular meeting, or at a special meeting called for such purpose. A Director elected to fill a vacancy or to occupy a position resulting from an increase in the number of Directors shall serve for the unexpired portion of the term in question.

Section 8. Resignation of Directors. Any Director may resign from office, with or without cause, by delivering a written statement of resignation to the Chair of the Board of Directors. Any such resignation shall take effect immediately upon its receipt by the Chair of the Board of Directors, unless a later effective time or date for the resignation is specified in the notice of resignation.

Section 9. Annual Meetings of the Board of Directors. The annual meeting of the Board of Directors of the Corporation shall be held on such date and at such time and place as the Board of Directors shall determine. If less than a quorum of Directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by unanimous written consent.

Section 10. Regular and Special Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at a specified time and place designated by the Board, or upon the call of the Chair. Notice of regular meetings shall be provided as prescribed by the Board by resolution. Special meetings of the Board of Directors may be called by the Chair, or may be called at the request of not less than one-third (1/3) of the members of the Board of Directors. Notice of special meetings shall be mailed, sent by electronic transmission or delivered to each Director not less than five (5) days before the date of such meeting. Notice of special meeting shall state the purposes for the special meeting and at such meeting no other business than that stated in the notice shall be transacted as official business.

Section 11. Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the Corporate records.

Section 12. Actions by Unanimous Written Consent. Any action required or permitted at any meeting of the Directors may be taken without a meeting, without prior notice and without a vote if all of the Directors entitled to vote thereon consent in writing (or by electronic media as allowed by law). Said consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 13. Voting and Quorum of Directors for Transacting Business. A majority of Directors and a majority of the members of any committee of the Board shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at any duly noticed meeting of the Board, or of any committee of the Board, a majority of those present may adjourn the meeting without notice, other than by announcement at the meeting, until a quorum is present. Each Director shall have one vote on each matter submitted to the Board of Directors for its vote, consent, waiver, release or other action. The vote of majority of the Directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or of the committee except as a larger vote may be required by the laws of the Commonwealth of Virginia, these Bylaws or the Articles of Incorporation of the Corporation.

Section 14. Conference Telephone. A member of the Board or of a committee designated by the Board may participate in a meeting by the means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 15. Powers of the Board of Directors. The Corporation may, whenever its general interests require the same, borrow money and issue its promissory note or bond for the repayment thereof with interest, and may in like case mortgage its property for security for its

debts or otherwise lawful engagements. The Board may authorize the payment of reasonable compensation for the services of the Executive Director.

## ARTICLE V

### OFFICERS AND THEIR ELECTION

Section 1. Officers. The officers of this organization shall be: President, Vice President, Secretary and Treasurer.

Section 2. Election of Officers. Officers shall be elected at the annual meeting by a majority vote, a quorum being present. Nominations may be made from the floor providing the consent of the nominee has been obtained.

Section 3. Assumption of Duty. Officers shall assume their official duties at the beginning of the fiscal year of the Corporation, which shall coincide with the fiscal year of the Federal Government, and shall serve for a term of one year, or until their successors have been elected.

Section 4. Removal from Office. Any officer may be removed from office by the affirmative vote of two-thirds of the entire Board of Directors.

Section 5. Vacancies. A vacancy in any office shall be filled in the manner prescribed for other vacancies in Article IV, Section 7.

## ARTICLE VI

### DUTIES OF OFFICERS

- Section 1. President. The President shall:
- A. Preside at all meetings of the Board of Directors.
  - B. See that resolutions of the Board are carried out.
  - C. In consultation with the Board, appoint all standing and special committees.
  - D. Call special meetings of the Board of Directors.
  - E. Perform such other duties as pertain to the office, or are prescribed in these Bylaws, or that are requested by the Board of Directors.
  - F. Provide direction to the Executive Director on day-to-day operations.



Section 2. Vice-President. The Vice-President shall:

- A. Act in the place of the President in the event of his or her absence.
- B. Exercise and discharge such other duties as may be required of him or her by the Executive Committee.

Section 3. Secretary. The Secretary shall:

- A. Record the votes and keep the minutes at all meetings and proceedings of the Board of Directors.
- B. Keep appropriate records showing the current mailing address of all Board members and the attendance records of the members at the Board of Directors meetings.
- C. Perform such other duties as may be required of him or her by the Executive Committee.

Section 4. Treasurer. The Treasurer shall:

- A. Keep information of all the monies received and expended.
- B. In cooperation with the Finance Committee, prepare a budget for the year and present it to the Board of Directors for approval.
- C. Make a full financial report to the Board of Directors.
- D. Prepare a budget report to the Board of Directors as directed by the Board.
- E. Make available appropriate financial records for audit by government or independent auditors on an annual basis.

## ARTICLE VII

### COMMITTEES

Committees. In order to facilitate the management of the organization, the Board may establish such committees, whether standing or special, as it deems necessary by appropriate resolution.

## ARTICLE VIII

### INDEMNIFICATION AND LIABILITY

Section 1. Right of Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or

completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director or Officer of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he (a) was not guilty of willful misconduct or a knowing violation of the criminal law in the performance of his duty to the Corporation; (b) acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation; (c) with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; (d) in the case of amounts paid in settlement, that such settlement was reasonable and in, or not opposed to, the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his conduct was unlawful. If, at any time, any provisions contained in the laws of the Commonwealth of Virginia prohibit or limit indemnification in respect of any claim, action, suit, or proceeding, except upon a determination of the extent thereof in the manner provided in such provision, indemnification shall be made only in accordance with such provision, and the provisions of this section shall be superseded with respect to transactions governed by such provision.

Section 2. Expenses of Successful Defense. To the extent that a Director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 of this Article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees), actually and reasonably incurred by him in connection therewith.

Section 3. Determination of Propriety of Indemnification. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made either (a) by the Board of

Directors by a majority vote of a quorum (as defined in these Bylaws) consisting of Directors who were not parties to such action, suit, or proceeding; or (b) if such quorum is not obtainable, or, even if obtainable, and a quorum of disinterested directors so direct, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the Directors or counsel to make provision therefor, such indemnification shall be made if a court of competent jurisdiction makes a determination that the Director or Officer has a right to indemnification hereunder in any specific case upon the application of such person, or if a court of competent jurisdiction determines that such person has satisfied the standards for indemnification specified in Section 1 of this Article.

Section 4. Expenses During Action. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Officer, to repay such amount unless it shall be determined ultimately that he is entitled to be indemnified by the Corporation.

Section 5. Insurance. The Corporation, with the approval of the Board of Directors, may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against him or the Corporation and incurred by him or the Corporation in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. Advice of Counsel. Neither the Corporation nor its Directors or Officers nor any person acting on its behalf shall be liable to anyone for any determination as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment under this Article or for taking or omitting to take any other action under this Article, if such action or omission is made in reliance upon the advice of counsel.

Section 7. Liability of Officers and Directors. In accordance with the provisions of Section 13.1-870.1 of the Code of Virginia, in any proceeding brought by a Member in the right of the Corporation or brought by or on behalf of any Member of the Corporation, no damages

shall be assessed against an Officer or Director who receives no compensation from the Corporation.

Section 8. References Included. Each reference herein to Directors or Officers, shall be deemed to include references to former Directors, Officers, and their respective heirs, executors, and administrators. The indemnification hereby provided shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues, or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article.

#### ARTICLE IX

##### PARLIAMENTARY AUTHORITY

ROBERT'S RULES OF ORDER NEWLY REVISED shall govern all organization meetings in all cases in which they are applicable and in which they are not in conflict with these bylaws.

#### ARTICLE X

##### AMENDMENTS

These bylaws may be amended by a majority of the entire Board of Directors, provided the proposed change in bylaws was sent to the Directors with the notice of meeting. Vote shall be in person or by unanimous written consent.

#### ARTICLE XI

##### ADOPTION AND EFFECTIVE DATE

These Bylaws were officially adopted by the Board of Directors as of July 12, 2012.

VIRGINIA BEACH HOCKEY CLUB CHALLENGE  
TEAM, INC.

By:

  
Ryan P. Croley, President

H

**Virginia Beach Hockey Club Challenge Team, Inc.  
Conflict of Interest Policy**

**Article I  
Purpose**

The purpose of the conflict of interest policy is to protect the Virginia Beach Hockey Club Challenge Team, Inc.'s (the "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess of benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II  
Definitions**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person had, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III. Section 2. a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III  
Procedures**

**1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after that presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or agreement.
- 4. Violations of the Conflicts of Interest Policy**
- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigations warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Article IV**  
**Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V**  
**Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee, whose jurisdiction includes compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI**  
**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement with affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII**  
**Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.