

**ACTION IN WRITING IN LIEU OF  
MEETING  
OF  
THE BOARD OF DIRECTORS  
OF  
BIAV TARGET, INC.**

The undersigned, being all the directors of BIAV Target, Inc. (the "Corporation"), hereby act in writing in lieu of a meeting pursuant to Section 13.1-865 of the Code of Virginia (1950), as amended, for the purpose of adopting the following resolutions effective as of 9:00 A.M., Eastern Standard Time, on the 31<sup>st</sup> day of December, 2009.

WHEREAS, the Board of Directors of the Corporation believes that it is in the best interests of the Corporation to amend and restate the Bylaws of the Corporation in the form attached hereto as Exhibit A (the "Amended and Restated Bylaws").

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Bylaws be, and they hereby are, approved and adopted as the bylaws of the Corporation, and the Secretary of the Corporation be, and hereby is, authorized and directed to place the same with the records of the Corporation.

[SIGNATURES ON FOLLOWING PAGE]

There being no further action to be taken in writing at this time, witness the following

signatures:

Tony Gentry      12/30/09  
Tony Gentry      DATE

Barbara Carter      12/30/09  
Barbara Carter      DATE

Kimberly Moore      12/30/09  
Kimberly Moore      DATE

**ARTICLES AND CERTIFICATE OF MERGER**

of

**BRAIN INJURY ASSOCIATION OF VIRGINIA, INC.,**  
a Delaware nonstock corporation

with and into

**BIAV TARGET, INC.,**  
a Virginia nonstock corporation

Filed Pursuant to Section 13.1-898 of the Virginia Nonstock Corporation Act  
and  
Title 8, Section 256 of the Delaware General Corporation Law

Brain Injury Association of Virginia, Inc., a Delaware nonstock corporation (the "Association"), and BIAV Target, Inc., a Virginia nonstock corporation (the "Surviving Corporation"), pursuant to Section 13.1-898 of the Virginia Nonstock Corporation Act (the "Virginia Act") and the Title 8, Section 256 of the Delaware General Corporation Law (the "Delaware Act"), hereby execute these Articles and Certificate of Merger for the purpose of merging the Association into the Surviving Corporation as of the Effective Date, with the Surviving Corporation to be the survivor (the "Merger"). The Merger is permitted by the laws of the Commonwealth of Virginia, the laws of the State of Delaware, and the organizational documents of the Association and the Surviving Corporation, and the Merger has been authorized by all action required by the laws of the Commonwealth of Virginia, the laws of the State of Delaware, and the organizational documents of the Association and the Surviving Corporation.

## **ARTICLE ONE**

The Plan of Merger governing the Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

## **ARTICLE TWO**

The Plan of Merger was duly adopted by the unanimous written consent in lieu of a meeting of all of the members of the Board of Directors of the Surviving Corporation dated September 17, 2009, which unanimous consent constituted the necessary approval of the Plan of Merger under the Surviving Corporation's articles of incorporation and the Virginia Act. The Plan of Merger was unanimously approved by the Board of Directors of the Association at a meeting on July 25, 2009 and submitted by the Board of Directors to the members. On October 17, 2009, at special meeting of the members of the Association at which a quorum of such members was present, the Plan of Merger was approved by 94 of 135 members with voting rights. Such member votes constituted the necessary approval of the Plan of Merger under the Association's articles of incorporation and the Delaware Act.

## **ARTICLE THREE**

The Merger shall become effective at the Effective Time as defined in the Plan of Merger.

## **ARTICLE FOUR**

The Surviving Corporation hereby makes all of the agreements set forth in Article IX of the Plan of Merger, including, without limitation, the agreements related to naming of the Delaware Secretary of State as its agent for service of process, amenability to suit in the State of Delaware, and the address where process may be forwarded.

**ARTICLE FIVE**

The Articles of Incorporation of the Surviving Corporation shall be amended as follows:

Article 1 shall be deleted in its entirety and the following substituted therefore:

"The name of the corporation is: BRAIN INJURY ASSOCIATION OF VIRGINIA, INC. (hereinafter referred to as the "Corporation")."

The Articles of Amendment of the Articles of Incorporation of the Surviving Corporation, are attached hereto as Exhibit B and made a part hereof.

**ARTICLE SIX**

Pursuant to 13.1-896 of the Virginia Act, the Association certifies that its participation in the merger was duly authorized as required by the laws of the State of Delaware.

IN WITNESS WHEREOF, these Articles and Certificate of Merger are duly executed on behalf of the Association and the Surviving Corporation as of the 31<sup>st</sup> day of December, 2009.

**BRAIN INJURY ASSOCIATION OF VIRGINIA, INC.**

By: [Signature]  
Name: TERESA POOLE  
Title: PRESIDENT

**BEAV-TARGET, INC.**

By: [Signature]  
Name: TOMMY GENDRY  
Title: CHAIRMAN

**EXHIBIT A**

**PLAN OF MERGER**

of

**BRAIN INJURY ASSOCIATION OF VIRGINIA, INC.,  
a Delaware nonstock corporation**

with and into

**BIAV TARGET, INC.,  
a Virginia nonstock corporation**

I.

**NAME OF TARGET AND COMPANY**

The corporations to be merged are Brain Injury Association of Virginia, Inc., a Delaware nonstock corporation (the "Association"), and BIAV Target, Inc., a Virginia nonstock corporation (the "Company").

II.

**THE MERGER**

At the Effective Time (as defined below), the Association shall merge with and into the Company (the "Merger"). Upon consummation of the Merger, the separate corporate existence of the Association shall thereupon cease and the Company shall continue as the surviving corporation (sometimes referred to herein as the "Surviving Corporation"). The separate corporate existence of the Surviving Corporation with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected by the Merger. Upon consummation, the Merger shall have the effects specified in the Delaware General Corporation Law for mergers (the "Delaware Act"), except to the extent that the Delaware Act is inconsistent with the Virginia Nonstock Corporation Act (the "Virginia Act"), in which case the Virginia Act shall govern.

**III.**

**EFFECTIVE TIME**

The Merger shall become effective at 11:59 p.m. on the 7<sup>th</sup> day of January, 2009 (the "Effective Time").

**IV.**

**TRANSFER OF ASSETS AND LIABILITIES**

At the Effective Time, in accordance with the Delaware Act (and the Virginia Act where inconsistent with the Delaware Act), the title to all property owned by the Association shall vest in the Surviving Corporation without reversion or impairment. The Surviving Corporation shall assume all liabilities of the Association.

**V.**

**ACTIONS AFTER THE EFFECTIVE TIME**

If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of the Association vested or to be vested in the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Plan, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of the Association, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the Association, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties and assets in the Surviving Corporation or otherwise to carry out this Plan.

## VI.

### EFFECT OF MERGER ON BOARD OF DIRECTORS AND OFFICERS

At the Effective Time, the directors and officers of the Association immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and the Virginia Act until their respective successors are duly elected or appointed and installed.

## VII.

### EFFECT OF MERGER ON OUTSTANDING MEMBERSHIP INTERESTS

Prior to the Merger, the Association had issued four classes of membership interests, with each member of each class holding the right to one vote on matters before the members, but none of the membership interests were in exchange for any contributions of capital or subvention. The Association has 135 members. The Company has four classes of membership interests, none of which carry voting rights and none of which have been issued. At the Effective Time, by virtue of the Merger and without any action on the part of the members, (a) each outstanding membership interest of the Association shall automatically be cancelled and cease to exist, and (b) in exchange for such cancellation, all former members of the Association shall receive a commiserate class of membership interests in the Surviving Corporation. Specifically, each Regular Member in the Association will receive a Basic Membership in the Company; each Professional Member in the in the Association will receive a Professional Membership in the Company; each Corporate Member in the in the Association will receive a Corporate Membership in the Company; and each Honorary Member in the in the Association will receive a Courtesy Membership in the Company.



## VIII.

### ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation of the Company in effect at the Effective Time shall (until amended or repealed as provided by applicable law) be the Articles of Incorporation of the Surviving Corporation (until duly amended or repealed) after the Effective Time, except that the Articles of Incorporation of the Surviving Corporation shall be amended to change its name to "Brain Injury Association of Virginia, Inc." The Bylaws of the Company in effect at the Effective Time shall be the Bylaws of the Surviving Corporation (until duly amended or repealed) after the Effective Time.

## IX.

### OBLIGATIONS OF THE SURVIVING CORPORATION

The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from this Merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 1506 Willow Lawn Dr., Suite 112, Richmond, Virginia 23230.

**EXHIBIT B**  
**ARTICLES OF AMENDMENT OF**  
**THE ARTICLES OF INCORPORATION OF**  
**BIAV TARGET, INC..**

(a)

The name of the corporation is BIAV Target, Inc., hereinafter referred to as the "Corporation."

(b)

Article I of the Articles of Incorporation is amended to read as follows:

**ARTICLE I**

*Name*

The name of the corporation is: BRAIN INJURY ASSOCIATION OF VIRGINIA, INC. (hereinafter referred to as the "Corporation").

(c)

The foregoing amendment was approved and adopted by the unanimous written consent in lieu of a meeting of all of the members of the Board of Directors dated September 17, 2009.

(d)

The Certificate of Amendment shall become effective upon issuance by the State Corporation Commission.

These Articles of Amendment are executed this 31<sup>st</sup> day of December, 2009, in the name of the Corporation by the undersigned officer who is duly authorized to act on behalf of the Corporation, and who declares under the penalties of perjury that the facts stated herein are true.

**BIAV TARGET, INC.**

By: \_\_\_\_\_  


**ACTION IN WRITING IN LIEU OF  
THE ORGANIZATIONAL MEETING OF  
THE INCORPORATOR OF  
BIAV TARGET, INC.**

The undersigned, being the Incorporator of BIAV Target, Inc., a Virginia nonstock corporation (the "Corporation"), hereby acts in writing in lieu of a meeting pursuant to Section 13.1-822 of the Code of Virginia (1950), as amended, for the purposes of electing directors of the Corporation and adopting the following resolutions effective as of the 16<sup>th</sup> day of September, 2009:


RESOLVED, that the following persons are hereby elected to the Board of Directors of the Corporation to serve until the next regular annual meeting of the Members or until their successors are elected:

<u>Name</u>	<u>Term Ends</u>
Tony Gentry	September, 2010
Barbara Carter	September, 2010
Kimberly Moore	September, 2010

AND BE IT FURTHER RESOLVED, that, having completed his duties as Incorporator, the Incorporator hereby resigns as Incorporator.

There being no further action to be taken in writing at this time, witness the following signature.

Date: September 16, 2009

  
\_\_\_\_\_  
R. Willson Hulcher  
Incorporator

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF  
A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS  
OF  
BIAV TARGET, INC.**

**September 17, 2009**

The undersigned, being all of the members of the board of directors (the "Board of Directors") of BIAV Target, Inc., a Virginia nonstock corporation (the "Corporation"), pursuant to Section 13.1-865, hereby consent and agree that the following resolutions be, and they hereby are, adopted by the Board of Directors of the Corporation:

**WHEREAS**, in the judgment of the Board of Directors, it is in the best interests of the Corporation to merger with Brain Injury Association of Virginia, Inc., a Delaware nonstock corporation ("BIAV") with the Corporation to be the surviving corporation (the "Merger"), upon the terms and conditions set forth in the Plan of Merger, a copy of which is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger"); and

**WHEREAS**, in the judgment of the Board of Directors following due consideration of the Plan of Merger and related documents, the Merger is advisable for the general welfare and advantage of the Corporation; now, therefore, be it

**RESOLVED**, that the Board of Directors hereby approve and authorize the Merger in all respects and hereby approve and adopt the terms and conditions of the Plan of Merger; and be it further

**RESOLVED**, that the appropriate officers of the Corporation be, and hereby are authorized to execute and deliver Articles of Merger as attached hereto as Exhibit B and any other documents or instruments necessary to effect the transactions contemplated by the Plan of Merger in the Corporation's name and on its behalf, with such changes as such officers, with the advice of counsel to Corporation, may approve; and be it further

**RESOLVED**, that the actions heretofore taken by the officers, directors and agents of Corporation in connection with the foregoing matters are in all respects hereby ratified, confirmed and approved.

**ACTION IN WRITING IN LIEU OF  
THE ORGANIZATIONAL MEETING  
OF  
THE BOARD OF DIRECTORS  
OF  
BIAV TARGET, INC.**

The undersigned, being the directors of BIAV Target, Inc. (the "Corporation"), hereby act in writing in lieu of a meeting pursuant to Sections 13.1-822 and 13.1-865 of the Code of Virginia (1950), as amended, for the purpose of organizing the Corporation and adopting the following resolutions effective as of the 17 day of September, 2009:

BE IT HEREBY RESOLVED, THAT

1. The Articles of Incorporation of the Corporation as filed with and approved by the State Corporation Commission be placed in the minute book, together with the State Corporation Commission's notice of its issuance and admission to record of the Certificate of Incorporation.

2. The Bylaws, that are attached hereto as Exhibit A, are hereby approved and accepted as the Bylaws of the Corporation, and the Secretary of the Corporation is hereby directed to identify, by certification and signature, the original of the Bylaws so adopted and to record the same in the minute book of the Corporation.

3. The following persons are elected as the officers of the Corporation to serve until the first regular annual meeting of the directors or until their successors are elected and qualify:

<u>Name</u>	<u>Office</u>
Tony Gentry	President
Barbara Carter	Treasurer
Kimberly Moore	Secretary

4. The President is hereby authorized and empowered in the name and on behalf of the Corporation to borrow from time to time such sums of money as the President may deem advisable for the proper conduct of the Corporation's business and to execute and deliver notes of the Corporation for any sums so borrowed.

5. The President is hereby authorized and empowered in the name and on behalf of the Corporation to enter into, make, execute, and acknowledge agreements in the ordinary course of business, without further specific Board approval.

6. The officers of the Corporation are hereby authorized to open such bank checking and depository accounts as they should deem reasonable for the conduct of business of the Corporation and are authorized and directed to execute such forms and other documents that may be required to effectuate this resolution.

8. The officers of the Corporation are hereby authorized to apply on behalf of the Corporation for its recognition by the Internal Revenue Service as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to prepare, execute and deliver all application forms and materials for such purpose.

9. The actions of the Incorporator of the Corporation, R. Willson Hulcher, Jr., are hereby ratified and confirmed as completely as though each act had been previously specifically authorized and the Incorporator shall be entitled to indemnification from the Corporation for such actions to the extent provided to officers and directors in the Bylaws.

[SIGNATURES ON FOLLOWING PAGE]

There being no further action to be taken in writing at this time, witness the following

signatures:

Tony Gentry 19/17/09  
Tony Gentry DATE

Barbara Carter 19/17/09  
Barbara Carter DATE

Kimberly Moore 19/17/09  
Kimberly Moore DATE

**BYLAWS  
OF  
BIAV TARGET, INC.**

**ARTICLE I  
PURPOSE**

The affairs and activities of BIAV Target, Inc. (the "Corporation") shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Internal Revenue laws, and the regulations pertinent thereto (the "Internal Revenue Code"), affecting nonprofit organizations described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II  
DIRECTORS**

2.1 General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all the powers of the Corporation shall be vested in such Board.

2.2. Number of Directors. The Board of Directors shall be at least one (1) and no more than seven (7) in number. The number of directors may be increased or decreased from time to time by amendment to these Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director.

2.3. Election of Directors; Quorum.

(a) The directors shall be elected by a majority vote of those present at the regular annual meeting of the Board of Directors and each director shall hold office for the term of one year and until his or her successor is elected.

(b) A majority of the number of directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

2.4. Meetings of Directors. An annual meeting of the Board of Directors for the election of directors and the transaction of such other business as may come before the meeting shall be held on the first Thursday in December, if that day is not a legal holiday. If that day is a legal holiday, the annual meeting shall be held on the next succeeding day not a legal holiday. The failure to hold an annual meeting at the time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action. Other meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at times



fixed by resolution of the Board, or upon call of the Chairman of the Board, the President or a majority of the directors. The Secretary or officer performing the Secretary's duties shall give not less than three (3) days notice by letter, telegraph, telephone or in person of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

2.5 Actions by Directors or Committee Without Meeting. Any action which may be taken at a meeting of the directors or of a committee may be taken without a meeting if a consent in writing, setting forth the action, is signed either before or after such action by all of the directors or all of the members of the committee, as the case may be.

2.6 Removals and Vacancies. Any director may be removed by affirmative vote of a majority of the current directors of the Board of Directors for any cause deemed sufficient by the board. Vacancies on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum.

### **ARTICLE III** **COMMITTEES**

3.1 Committees. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and to advise the Board, and shall define the powers and responsibilities of such committees. The members and chairpersons of all committees shall be appointed by the Board of Directors for a one-year term or until their successors are duly appointed, but shall be subject to removal at any time by vote of a majority of the Board of directors then in office. No committee appointed by the Board shall consist of fewer than three (3) members.

3.2 Meeting. Regular and special meetings of any committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

3.3 Quorum and Manner of Action. A majority of the members of any committee serving at the time of any meeting shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

3.4 Resignation. Any member of a committee may resign at any time by giving written notice of his intention to do so to the President or the Secretary of the Corporation.

3.5 Vacancies. Any vacancy occurring in a committee resulting from any cause whatsoever may be filled by the Board of Directors.

#### **ARTICLE IV** **OFFICERS**

4.1 Election of Officers; Terms. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer. Other officers, including a chairman of the Board and assistant and subordinate officers, may from time to time be elected by the Board of Directors. All officers shall hold office until the next annual meeting of the Board of Directors or until their successors are elected. Any two or more offices may be held by the same person.

4.2 Removal of Officers; Vacancies. Any officer of the corporation may be removed summarily, with or without cause, at any time, by the Board of Directors. Vacancies may be filled by the Board of Directors.

4.3 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officer to give such bond for the faithful performance of his or her duties as the Board may see fit.

4.4 Duties of the President. The president shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. He or she shall have general management and direction of the Corporation subject only to the ultimate authority of the Board of Directors. In the absence of the Chairman of the Board, or if there is no such officer, the President shall preside at all corporate meetings. He or she may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, he or she shall perform all duties incident to the office of the President and such other duties as from time to time may be designated to him or her by the Board of Directors.

4.5 Duties of the Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors. He or she shall be responsible for (i) maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) preparing appropriate operating budgets and financial statements; (iii) reporting on the financial status of

the Corporation; (iv) preparing and filing all tax returns required by law; and (v) performing all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President. The Treasurer may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed.

4.6 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors of the Corporation. When requested, he or she shall also act as a secretary of the meetings of the committees of the Board. He or she shall keep and preserve the minutes of all meetings in permanent books. He or she shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with law or the provisions of these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation; shall see that all reports, statements and other documents required by law (except tax returns) are properly filed; shall have charge of and be responsible for maintaining a record of all donors and the amount of their contributions; shall be responsible for the written acknowledgment of all contributions; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

4.7 Compensation. The Board of Directors shall have authority to fix the compensation, if any, of all officers of the Corporation.

## **ARTICLE V**

### **CORPORATE RECORDS**

5.1 Minutes of Meetings and Records of Actions Taken Without Meetings. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors and all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

5.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

5.3 Form of Records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

5.4 Specific Records Which Corporation Must Keep. The Corporation shall keep a copy of the following records:

- (a) The Corporation's Articles of Incorporation and all amendments to them currently in effect;
- (b) The Corporation's Bylaws or restated Bylaws and all amendments to them currently in effect;
- (c) A list of the names and business addresses of the Corporation's current directors and officers;
- (d) The Corporation's most recent annual report delivered to the State Corporation Commission; and
- (e) Form 1023, application for Recognition of Exemption, filed by the Corporation with the Internal Revenue Service.

**ARTICLE VI**  
**MISCELLANEOUS PROVISIONS**

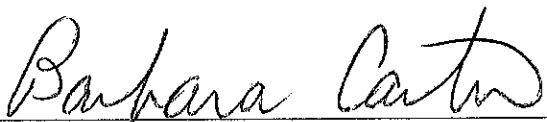
6.1 Seal. The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

6.2 Fiscal Year. The fiscal year of the Corporation shall end on June 30 each year, and shall consist of such accounting periods as may be determined by the Board of Directors.

6.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

6.4 Amendment of Bylaws. These Bylaws may be amended or altered at any meeting of the Board of Directors by a resolution adopted by at least a majority of the number of directors fixed by these Bylaws.

These Bylaws were duly adopted by the Board of Directors of this Corporation on the 17 day of September, 2009.

  
\_\_\_\_\_, Secretary

ARTICLES OF INCORPORATION  
OF  
BIAV TARGET, INC.

ARTICLE I  
*Name*

The name of the corporation is: BIAV TARGET, INC. (hereinafter referred to as the "Corporation").

ARTICLE II  
*Purposes*

The purposes for which the Corporation is organized are to promote the welfare of people with brain injury, to assist them and their families, to provide information on their care and treatment, to enhance and expand services and supports available to them, to increase public awareness of brain injury, to engage in such activities as shall be designed to attain these purposes, and to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Virginia Nonstock Corporation Act (the "Act"), and to have all the powers provided for in Section 13.1-826 of the Code of Virginia (1950), as amended.

ARTICLE III  
*Membership*

The class or classes of members of the Corporation, and their qualifications and rights, shall be set forth in the Bylaws, except that no member or class of members shall have voting rights or be entitled to vote on any matter, including, but not limited to, the election of directors.

ARTICLE IV  
*Directors*

The number and qualifications of directors of the Corporation shall be fixed in the Bylaws. Directors shall be elected or appointed by a majority vote of the Board of Directors. All voting power, including without limitation the power to vote on amending these Articles of Incorporation, shall be vested in the Board of Directors.

ARTICLE V  
*Not for Profit Status*

A. Pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"), the Corporation is not organized for profit and no

part of the net earnings of the Corporation shall inure to the private benefit of its members, directors, officers, or other private persons. Notwithstanding the foregoing, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of activities of the Corporation shall be promotion of propaganda or actions intended to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, whether by publication or distribution of statements or otherwise. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Code Section 501(c)(3).

B. Upon dissolution, after payment or provision for all its liabilities, the Corporation shall dispose of all its remaining assets to such other organization or organizations designated by the Board of Directors which shall at the time qualify as an exempt organization or organizations under section 501(c) of the Code (or the corresponding provision of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed of by the Circuit Court of the County of Henrico, Virginia by distribution to such organization or organizations as shall at the time qualify as an exempt organization or organizations under section 501(c) of the Code (or the corresponding provision of any future United States Internal Revenue law).

## ARTICLE VI

### *Exculpation and Indemnification*

A. *Exculpation.* To the fullest extent permissible under the Virginia Nonstock Corporation Act, as amended from time to time, directors and officers of the Corporation shall not be liable to the Corporation or its members for any monetary damages.

B. *Mandatory Indemnification.* The Corporation shall indemnify any person (an "Indemnified Person") who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, limited liability company, employee benefit plan or other enterprise against all liabilities and expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by an Indemnified Person in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Indemnified Person and shall be accepted without reference to his ability to make repayment. The Board of Directors of the Corporation is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify and advance the expenses of any Indemnified Person.

C. *Permissive Indemnification.* The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section B of this Article who was or is

a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Subsection B above.

D. *Insurance.* The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

E. *Indemnitee's Rights.* No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any other pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

F. *Additional Indemnitees.* Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

## ARTICLE VII

### *Registered Office and Agent*

The Corporation's initial registered office address, which is also the business address of the initial registered agent, is 1021 East Cary Street, 17<sup>th</sup> Floor, Richmond, Virginia 23219. The registered office of the Corporation is located in the City of Richmond, Virginia. The initial registered agent is R. Willson Hulcher, Jr., who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office.

## ARTICLE VIII

### *Amendment and Severability*

These Articles may be amended or repealed, and new Articles may be adopted by the affirmative vote of not less than two-thirds of the directors constituting the entire Board of Directors or by any manner now or hereafter provided by the Virginia Nonstock Corporation Act, as amended. Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

Dated: \_\_\_\_\_.

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R. Willson Hulcher, Jr., Incorporator





COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

January 7, 2010

NANCY WAGNER  
WILLIAMS MULLEN  
1021 E CARY ST 17TH FL  
PO BOX 1320  
RICHMOND, VA 23218-1320

RECEIPT

RE: BRAIN INJURY ASSOCIATION OF VIRGINIA, INC.

ID: 0713582 - 5

DCN: 10-01-06-0627

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing articles of merger with this office.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of merger is January 7, 2010 at 11:59 PM..

Each non-surviving entity:

BRAIN INJURY ASSOCIATION OF VIRGINIA, INC.

is merged into BRAIN INJURY ASSOCIATION OF VIRGINIA, INC. (formerly BIAV TARGET, INC.).

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

MERGRcpt  
MERGAcpt  
CIS0322

P.O. Box 1197, Richmond, VA 23218-1197  
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630  
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk)  
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

Sincerely,

*Joel H. Peck*

Joel H. Peck  
Clerk of the Commission

MERGRPT  
MERCPT  
CIS0322

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 7, 2010

The State Corporation Commission finds the accompanying articles submitted on behalf of  
**BRAIN INJURY ASSOCIATION OF VIRGINIA, INC.**

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

**CERTIFICATE OF MERGER**

be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective January 7, 2010, at 11:59 PM. Each of the following:

**BRAIN INJURY ASSOCIATION OF VIRGINIA, INC.**

is merged into BRAIN INJURY ASSOCIATION OF VIRGINIA, INC. (formerly BIAV TARGET,  
INC.), which continues to exist under the laws of VIRGINIA with the name BRAIN INJURY  
ASSOCIATION OF VIRGINIA, INC., and the separate existence of each non-surviving entity  
ceases.

STATE CORPORATION COMMISSION

By



Commissioner