

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL ASSOCIATION FOR RESILIENCE AND TRAUMA COUNSELING**

FIRST: The undersigned, being at least 18 years of age, acting as incorporator, does hereby form a corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: International Association for Resilience and Trauma Counseling.

THIRD: The Corporation is formed exclusively to further and promote charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"), including to:

- (1) promote greater awareness and understanding of traumatic stress and contribute to the knowledge base of resilience and trauma studies;
- (2) ensure ethical, culturally inclusive resilience and trauma-informed practices that protect those using counseling services;
- (3) advance appropriate assessment, prevention, and intervention strategies for counseling in response to traumatic experiences in ways that promote positive development, resilience, and wellness of people across the lifespan;
- (4) disseminate educational and professional materials with the purpose of raising the standards of practice in trauma and resilience counseling, education, supervision, and mental health care across the world;
- (5) promote the recognition of resilience and traumatology as a specialization requiring focused training and supervision in the counseling profession and related helping fields;
- (6) perform any activities which are permitted to be performed by corporations that are: (i) formed under the Virginia Nonstock Corporation Act; and (ii) exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (such organizations are referred to herein as "Section 501(c)(3) Organizations"), including the making of distributions to other Section 501(c)(3) Organizations and states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable or educational purposes, as those terms are defined in Section 501 (c)(3) of the Code.

FOURTH: The Corporation shall have members and the rights of the members shall be further detailed in the Corporation's Bylaws .

FIFTH: The initial registered office is located at 4011 Ellicott Street, Alexandria, Virginia 22304 and the initial registered agent is Barbara Sattler Anderson, who is a resident 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.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The affairs of the Corporation shall be managed by a Board of Directors. Directors of the Corporation, other than the initial Directors, shall be elected by the members of the Corporation. The manner of election, number and duties of the Directors constituting the Board of Directors shall be designated by the Corporation's Bylaws; provided, however, that the number of directors shall never be less than the minimum permitted by the Virginia Nonstock Corporation Act now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are duly elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Dr. Peggy Mayfield	2155 West Center Street Decatur, IL 62526-3318
Dr. Lisa López Levers	8200 Westmoreland Avenue Pittsburgh, PA 15218-1725
Dr. Carol Smith	College of Education and Professional Development 100 Angus E. Peyton Drive, GC-216 South Charleston, WV 25303
Dr. Melinda Paige	4010 Summerwood Drive Cumming, GA 30041
Dr. Jane Webber	2 Mullens Lane; Bernardsville, NJ 07824
Dr. Debra Ainbinder	Lynn University 3601 N. Military Trail Boca Raton, FL 33431
Dr. Joshua Kreimeyer	3529 Mykonos Drive Castle Rock, CO 80109
Dr. Mike Dubi	4510 Whisperwood Sarasota, FL 34235
Dr. Janina Fisher	5665 College Ave., Suite 220 C Oakland, CA 94618
Dr. Martin Jencius	Kent State University 623 W. Grant Street Kent, OH
Dr. Daya Singh Sandhu	Goodwin Building 233 210 Lindsey Wilson Street Lindsey Wilson College Columbia, KY 42728
Lisa D. Vinson	350 East Madison, Apt 223 Springfield, IL 62701

Misty Hatch	17385 Hayes Street Lowell, IN 46356
Dr Latoya Haynes-Thoby	2-104 Norman Hall P.O. Box 117049 School of Human Development and Organizational Studies in Education University of Florida Gainesville, FL 32611

EIGHTH: The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 THIRD hereof. Notwithstanding the foregoing, earnings of the Corporation may be distributed to any other corporation, provided, however, that the funds or property so distributed shall be applied to such purposes as would be permissible if the Corporation itself applied such funds or property to such purposes. 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. Notwithstanding any other provision of these Articles, the Corporation shall not take any action not permitted to be taken, or engage in any activities not permitted to be engaged in, by a Section 501(c)(3) Organization.

NINTH: Upon liquidation, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to: (i) one or more organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as Section 501(c)(3) Organizations; or (ii) any state, territory or possession of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable, scientific or educational purposes, as those terms are defined in Section 501(c)(3) of the Code. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence.

TENTH: The Corporation shall indemnify its Directors and officers to the full extent permitted by the Virginia Nonstock Corporation Act now or hereafter in force, and may advance related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and, upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent.

ELEVENTH: To the fullest extent permitted by Virginia statutory or decisional law, as amended or interpreted, no Director or officer of the Corporation shall be personally liable to the Corporation or its members for money damages. No amendment of these Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: These Articles may be amended under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, except that no amendment may authorize the Corporation's directors to conduct the Corporation's affairs in any manner or for any purpose contrary to the provisions of Internal Revenue Code section 501(c)(3).

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15th day of November, 2022, and acknowledge the same to be my act and deed.


Peggy Mayfield, Founder, Incorporator

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