



City of Harrisonburg APPLICATION FOR TAX EXEMPTION

FOR OFFICE USE ONLY:
PAYMENT AMOUNT: _____
RECEIVED ON: _____
CHECK NUMBER: _____

The information requested on this application must be filled out completely and returned to the City Manager's office on or before January 30. **Include a \$50 application fee made payable to City of Harrisonburg.** Applicant must pay the cost of the public hearing ad or their share if multiple applicants.

Please attach a copy of your current (1) 501(c)(3) certificate; (2) By-Laws; (3) Articles of Incorporation; (4) most recent financial statement (audited, if available); (5) most recently filed IRS Form 990 or 990EZ. *- NOT REQUIRED TO FILE 990*

ORGANIZATION NAME: HARRISONBURG GIFT & THRIFT SHOP INC *Reviewed By*

MAILING ADDRESS: 731 MT CLINTON PIKE *COR KDR*

HARRISONBURG, VA 22802 *Treasurer yjh*

CONTACT PERSON AND PHONE: KEVIN YODER (540)560-1571 *Finance LUP*

Type of property for which request is made (circle applicable) PERSONAL PROPERTY *P1010254 & P1010253* REAL ESTATE

If requesting a personal property exemption, please attach a detailed itemized listing of the specific item(s) for which the exemption is sought.

If requesting a real estate exemption, complete the following on each parcel for which exemption is sought:

Name in which property is held HARRISONBURG GIFT & THRIFT SHOP INC *This was exempted in 20*

Property address 731 MT CLINTON PIKE

Map identification number 47 M 3T

Taxes paid for the preceding three (3) years	<u>0</u>	<u>0</u>	<u>\$12,871.55</u>
	<i>FY 22</i>	<i>FY 21</i>	<i>FY 20</i>

← was pd FY 19 Exempted FY 20, 21 & 22

Name in which property is held _____

Property address _____

Map identification number _____

Taxes paid for the preceding three (3) years _____

Name in which property is held _____

Property address _____

Map identification number _____

Taxes paid for the preceding three (3) years _____

If requesting a personal property exemption, complete the following for each account for which exemption is sought:

Name assessed HARRISONBURG GIFT & THRIFT SHOP INC-BOOKSAVERS OF VA
 Account number 46870
 Asset type and location address LIST ATTACHED - 731 MT CLINTON PIKE
 Taxes paid for the preceding three (3) years FY 22 \$ 0 6709 assessed FY 21 \$ 0 7620 Assessed FY 20 \$ 0 5070 Assessed

Name assessed HARRISONBURG GIFT & THRIFT SHOP INC-A WORLD OF GOOD THRIFT
 Account number 46871
 Asset type and location address LIST ATTACHED - 731 MT CLINTON PIKE
 Taxes paid for the preceding three (3) years 345.50 FY 22 \$ 0 43462 Assessed 241.50 FY 21 \$ 0 49952 Assessed 241.50 FY 20 \$ 0 25744 Assessed

see additional sheet

Please complete the following questions as referenced in City Ordinance 4-2-17 (copy enclosed) and Code of Virginia § 58.1-3651.

1. Do you currently own property in the City that is already tax-exempt?
 Yes No
 If yes, what is the property Map ID #? 47 M 3
 On what date was the exemption granted? 2007
 How/By whom was the exemption granted? _____

2. Does the organization have any rule, regulation, policy, or practice that unlawfully discriminates on the basis of religious conviction, race, color, sex, or national origin? Yes No

3. Does the organization hold a current annual alcoholic beverage license from the Virginia Alcoholic Beverage Control Board for serving alcoholic beverages on the property? If yes, please attach a copy.
 Yes No

4. What compensation is paid to each director, officer, and employee of the organization?
LIST ATTACHED
DIRECTORS AND OFFICERS ARE NOT COMPENSATED

5. What services does each director, officer, and employee render?
LIST ATTACHED

6. Does any part of the net earnings of the organization benefit any individual? If so, please explain.

Personal Property Exemption continued:

Name assessed: Gift and Thrift Shop

Account number: 34202 AND 61912

Asset type and location address: Vehicles/trailers- 731 Mt Clinton Pike

Taxes paid for the preceding three (3) years FY 22 \$0 FY 21 \$0 FY 20 \$0 (HAS ONLY PD VEHICLE LICENSE FEES NOT EXEMPT)

Name assessed: Gift and Thrift Shop

Account number: 61912

Asset type and location address: Truck – 731 Mt. Clinton Pike

Taxes paid for the preceding three (3) years none this truck was purchased in 2021, FY 23 is the first year it is assessed. Assessment will be 5181 and taxes are 181.34 3.5 per 100

Internal Revenue Service

District Director

31 HOPKINS PLAZA
BALTIMORE, MD 21201

Department of the Treasury

Date: AUG 09 1989

HARRISONBURG GIFT AND THRIFT SHOP
INC
227 NORTH MAIN STREET
HARRISONBURG, VA 22801

Employer Identification Number:
54-1471769

Contact Person:
MR. TRACEY BOWERS

Contact Telephone Number:
(301) 962-9504

Accounting Period Ending:
December 31

Form 990 Required:
No

Addendum Applies:
Yes

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in sections 509(a)(1) and 170(b)(1)(A)(i).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. This does not apply, however, if you make or have made a timely election under section 3121(w) of the Code to be exempt from such tax. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Requests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of Code sections 2055, 2106, and 2522.

Contribution deductions are allowable to donors only to the extent that

Letter 947(DO/CG)

HARRISONBURG GIFT AND THRIFT SHOP

their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

HARRISONBURG GIFT AND THRIFT SHOP

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

A handwritten signature in cursive script that reads "Phil Brand". The signature is written in dark ink and is positioned above the typed name.

District Director

**HARRISONBURG GIFT & THRIFT, INC (HGTI)
AMENDED AND RESTATED BYLAWS**

ARTICLE I - INTRODUCTION

- 1.1 **Purposes.** HGTI is an association of sponsor churches organized to give witness to the Christian faith by operating shops or providing services, the proceeds of which are used primarily to support the Mennonite Central Committee (MCC) in achieving its mission of sharing God's love and compassion for all in the name of Christ by responding to basic human needs and working for peace and justice.

HGTI may receive and accept property whether real, personal or mixed by way of gift, bequest or devise from any person, firm, trust or corporation. The organization shall then sell all appropriate items, and pay reasonable operating expenses using unpaid volunteers as much as possible. Unless otherwise directed by the Board of Directors, the net proceeds shall be distributed to MCC in accordance with a signed memo of understanding between HGTI and MCC, a Pennsylvania non-profit corporation, organized under Section 501 (c) (3) of the Internal Revenue Code with offices in Akron, Pennsylvania. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public offices. Notwithstanding any other provisions of the BYLAWS, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code or by an organization's contributions of which are deductible under Section 170 (c) (2) of the Internal Revenue code, or corresponding section of any future federal tax code. The corporation will therefore operate without profit, with no part of its net earnings or assets to be distributed as a dividend to, or for the benefit of any private individual, including its directors or officers, other than paying reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its BYLAWS.

ARTICLE II - OFFICES

- 2.1 **Principal office.** The principal office of the corporation in the state of Virginia will be in the city of Harrisonburg or Rockingham County at such a place as may be determined from time to time by the Board of Directors.

- 2.2 **Location of business.** The primary location of HGTI will be 731 Mt. Clinton Pike, Harrisonburg, VA 22802.

ARTICLE III – SPONSOR CHURCHES

- 3.1 **Sponsor churches.** Churches that are willing to work together for the corporation and Mennonite Central Committee may become a sponsor church by applying to the Board of Directors. Sponsor churches shall be invited by the Board of Directors to nominate new board members to serve on the Board each time that vacancies occur.
- 3.2 **Meeting of Sponsor Churches.** An annual meeting of volunteers and members from sponsoring churches shall be held annually at a time and location selected by the Board of Directors. The annual meeting shall be a time to inform the constituency of the program and financial activity of HGTI and to make such other presentations or take such other acts as are appropriate.

ARTICLE IV - BOARD OF DIRECTORS

- 4.1 **Management of the corporation.** The activities, property, and affairs of the Corporation shall be managed by a Board of Directors. The Board may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation of the organization, or these BYLAWS.
- 4.2 **Number, appointment, qualification, term of office.** The Board of Directors shall consist of not fewer than seven (7) nor more than fifteen (15) directors. Each director may hold office for a three-year term beginning immediately following his/her appointment by the Board of Directors from nominees selected by sponsor churches and shall be eligible to serve three consecutive terms.
- 4.3 **Removal, vacancies.** Any director may be removed from office, either for or without cause, by the affirmative vote of a majority of the number of directors fixed by, or in accordance with these BYLAWS. If the position of any member of the Board of Directors should become vacant whether by reason of death, resignation, or disqualification, such vacancy to complete an unexpired term may be filled by a majority vote of all the directors then in office. The completion of an unexpired term shall not count toward the term limitations as set forth in 4.2.
- 4.4 **Place of meeting.** Meetings of the Board of Directors shall be held at such places, within or without the state of Virginia, as determined by the

Board of Directors and communicated to all directors, or as may be specified in the respective notices or waivers of notice of such meetings.

- 4.5 **Annual Board meetings.** An annual meeting of the Board of Directors will be held at such time and place as determined by the Board of Directors and communicated to all directors. Such annual meetings will include the election of officers and the transaction of such other business as may properly be brought before such meetings.
- 4.6 **Regular meetings.** Regular meetings of the Board of Directors, of which no notice will be necessary, may be held at such times and places as are determined from time to time by affirmative vote of a majority of the Board of Directors and communicated to all directors. Except as otherwise provided by statute, the Articles of Incorporation of the organization, or these BYLAWS, all business may be transacted at any regular meeting, and neither the purpose of, nor the business to be transacted at any regular meeting need be specified in any notice or waiver of notice of such meeting. The Chief Governing Officer in consultation with the Executive Director will prepare the agenda.
- 4.7 **Special meetings.** Special meetings of the Board of Directors may be called by the Chief Governing Officer. Notice stating the place, date, and time of each special meeting of the Board of Directors will be given to each director, no less than three (3) days before the date of such meeting. Special meetings shall be also called by the Chief Governing Officer in like manner and on like notice on the written request of two (2) or more directors.
- 4.8 **Voting Rights.** Each member of the Board of Directors is entitled to one vote on each matter submitted to a vote of members including the officers of the Board.
- 4.9 **Quorum and manner of acting.** At all meetings of the Board of Directors, the presence of fifty percent (50%) of the number of directors will be necessary and sufficient to constitute a quorum for the transaction of business. A simple majority of the members present at a meeting with a quorum is necessary to take an action.
- 4.10 **Board Action by Unanimous Written Consent.** In order for the Board to act on pertinent issues where time is of the essence for decision making and a decision must be made before the next regularly scheduled Board meeting, Board actions may be taken by unanimous written consent through the use of electronic communication. If the Chief Governing Officer determines that a proposed Board action is appropriate to consider through unanimous written consent, the Chief Governing Officer may direct the Secretary to draft the proposed Board action and send it to all directors. The proposed action shall allow the

Board member to clearly indicate whether such Board member is in favor of or opposed to the particular action. Each director shall then sign and return the written consent to the Secretary within five days of receipt unless a different deadline is set out in the correspondence to the Board Member. Hardcopy signed consents will be returned to the Secretary or delivered at the next regularly scheduled Board Meeting and the Secretary will file all hardcopy consents in the Corporation's minute book. The fact that unanimous written consent is not obtained for the action shall not foreclose the consideration of the issue by the Board at the next regularly scheduled meeting or at a special Board meeting.

- 4.11 **Compensation of directors.** No director will receive compensation for his or her services as a director or as a member of a standing or special committee of the Board of Directors. Nothing in these BYLAWS shall be construed to preclude any director from receiving reimbursement for reasonable expenses properly incurred by such director on behalf of the corporation or in attending meetings of the Board of Directors or any committee thereof or from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE V - OFFICERS

- 5.1 **Principal Officers.** The principal officers of the corporation will be a Chief Governing Officer ("CGO"), a vice-CGO, a secretary, and a treasurer. The principal officers must be directors of the corporation.
- 5.2 **Other officers.** A staff person may be designated as a non-voting officer for the corporation with responsibilities designated by the Board of Directors.
- 5.3 **Election of officers.** All officers, except the staff person, shall be elected by the Board of Directors at its annual meeting. A slate prepared by a committee or persons designated by the Board will be provided to the Board at least one board meeting prior to the election.
- 5.4 **Terms of office, removal, vacancies.** Each elected officer of the corporation shall serve a one-year term. The terms of the CGO shall not exceed five years, being exclusive of the time served as a previous board member. In event of death, resignation, or removal of any officer before the term is fulfilled, the full Board of Directors will make an appointment to fill the vacancy.
- 5.5 **Chief Governing Officer.** The Chief Governing Officer will have general oversight and accountability for the governance of the Board of Directors. Subject to any limitations expressly provided by statute, the Articles of Incorporation of the corporation, or by these BYLAWS the

CGO will have general authority to execute bonds, deeds, contracts, and other instruments and documents in the name and on behalf of the corporation and to affix the corporate seal thereto; and in general, to exercise all the powers granted to him or her by the Board. The CGO will preside when present at meetings of the Board of Directors. In the event of the absence or disability of the CGO, his or her duties will be performed and his or her powers may be exercised by the vice-CGO, unless otherwise determined by the CGO or the Board of Directors.

- 5.6 **Vice-CGO.** The vice-CGO will assist the CGO and will exercise such powers and perform duties as delegated by the CGO or granted by the Board of Directors.
- 5.7 **Secretary.** The secretary will keep a recording of all meetings of the Board of Directors, handle official correspondence and perform such other tasks as assigned by the Board of Directors.
- 5.8 **Treasurer.** The treasurer will assist the Board in creating and periodically reviewing all Board policies that impact the financial matters of the corporation and shall have such other duties designated by the Board as may be required.
- 5.9 **Executive Director.** The Executive Director shall administer the program of the corporation according to the policies that are approved by the Board of Directors. The Executive Director is the chief executive officer of the organization.
- 5.10 **Additional powers and duties.** In addition to the foregoing expressly enumerated duties, services and powers, the officers of the corporation will exercise such further powers and perform such other duties as may be provided by the Articles of Incorporation of the organization or these BYLAWS, or as the Board of Directors may from time to time determine.

ARTICLE VI - COMMITTEES

- 6.1 **Committees.** The Board of Directors may appoint standing and ad hoc committees from time to time as may be needed with such duties as may be set out in the policies of the Corporation. Non-board members may be appointed as members of these committees; however, the chairperson of each shall be a board member.
- 6.2 **Chairpersons.** Each committee shall have a chairperson recommended by the CGO and approved by the Board of Directors. The CGO shall coordinate the appointment of committee members with the

advice and consent of the Board and Executive Director in consultation with committee chairpersons.

- 6.3 **Records.** Each committee will keep a summary record of its acts and proceedings and report the same to the Board of Directors as requested by the Board.

ARTICLE VII - MISCELLANEOUS PROVISIONS

- 7.1 **Fiscal year.** The fiscal year of the corporation shall be the calendar year, or such other period as determined by the Board of Directors.
- 7.2 **Relation to Sponsor Churches and Mennonite Central Committee.** The Board of Directors and/or the staff of the Corporation shall not assume any legal obligation that would bind the sponsor churches. Additionally, the sponsor churches are not the agents of Mennonite Central Committee in any way.

The Board of Directors or the staff or the Corporation shall not assume any legal obligation that would bind Mennonite Central Committee nor are they an agent of Mennonite Central Committee in any respect whatsoever. Mennonite Central Committee is only a designated beneficiary.

If for any reason the corporation is dissolved, after paying or providing for the payment of all the legal liabilities of the Corporation, the Board shall dispose of all the Corporation's remaining assets by transferring such assets to Mennonite Central Committee, the same to be used in furthering its relief and charitable work, so long as the Mennonite Central Committee is an eligible 501(c)(3) organization at that time. In the event the Mennonite Central Committee is not an eligible 501(c)(3) organization, all assets shall be transferred to a non-profit organization with a similar purpose chosen by the majority vote of the directors which is an eligible 501(c)(3) qualified organization.

- 7.3 **Minutes and records.** The Board of Directors will keep complete minutes and records of accounts. At the discretion of the Board, all board minutes and records may be inspected by any member of the sponsor churches. Written reports and board minutes shall be made available to MCC as requested.
- 7.4 **Conflict of interest.** The Board shall adopt an appropriate conflict of interest policy consistent with IRS requirements.

- 7.5 **Indemnification.** Each person who is or was a Director or officer of the Corporation shall be indemnified by the Corporation against any liability as set out in the Articles of Incorporation and as specified in Section 13.1-875, et seq., of the Code of Virginia and upon the terms thereof and incurred by that person in any such capacity or arising out of that person's status as such Director or officer.

ARTICLE VIII - AMENDMENTS

- 8.1 These BYLAWS may be altered, amended, or repealed and may be adopted at any meeting of the directors by the affirmative vote of a majority of the directors, provided that such modification of BYLAWS shall become effective thirty (30) days after: (1) Written notice of the modification has been received and not objected to by the Sponsor Churches. (2) Written notice of the modification has been received and not objected to by MCC.

Restatement Adopted: October 16, 2018

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HARRISONBURG GIFT AND THRIFT SHOP, INC.

FIRST: The name of the corporation (hereinafter called the "Corporation" is HARRISONBURG GIFT AND THRIFT SHOP, INC.

SECOND: The Corporation is organized and shall be operated exclusively for charitable purposes, which purposes shall include but shall not be limited to, the following:

- A. To acquire and receive by gift, devise, bequeath, purchase or otherwise and to hold, manage and use property of all kinds, both real and personal, and stocks, securities, and obligations of other corporations, rents, issues and profits therefrom;
- B. To invest and reinvest moneys derived from any source whatsoever;
- C. To lease, sell, convey or to otherwise dispose of all or any of its property;
- D. To borrow money;
- E. To mortgage, pledge or otherwise encumber all or any of its property;
- F. To make gifts, grants, or loans of all or any part of the properties of the Corporation and/or income therefrom to promote the religious and charitable purposes of the Corporation.
- G. To have all powers that may be conferred upon religious and charitable corporations formed under the Virginia Nonstock Corporation Act, and to do any and all things necessary to the accomplishment of the aforesaid purposes. However, except as an insubstantial part of its activities, this Corporation shall not carry on any activities which are not in furtherance of the

exempt purposes of the organization as set forth herein. No part of the net earnings of the Corporation shall ever inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not engage in any activities which would result in its being characterized as an "action organization" as that term is defined in the Treasury Regulations promulgated under Section 501(c)(3) of the Internal Revenue Code of 1986. Furthermore, the Corporation's income for each taxable year must be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code. The Corporation is further prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code). From making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code.) Any Internal Revenue Code Section referred to in these Articles shall also include any corresponding section of any future Federal Tax Code.

THIRD: The Corporation shall have no members.

FOURTH: All affairs of the Corporation shall be regulated and directed by a Board of Directors consisting initially of twelve members. This Board of Directors shall be a self-perpetuating body and the number thereof may be increased or decreased by a change in the bylaws of the corporation. When vacancies occur on the Board of Directors, sponsor churches

will be invited to nominate candidates for the open position(s). Directors will be selected by the existing Board from the persons nominated by sponsor churches. The initial sponsor churches are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Community Mennonite Church	298 Green Street Harrisonburg, VA 22801
Harrisonburg Mennonite Church	1552 South High Street Harrisonburg, VA 22801
Lindale Mennonite Church	P. O. Box 1082 Linville, VA 22834
Mt. Clinton Mennonite Church	Harrisonburg, VA 22801
Park View Mennonite Church	1600 College Avenue Harrisonburg, VA 22801
Trissels Mennonite Church	P. O. Box 215 Broadway, VA 22815
Valley View Mennonite Church	Criders, VA 22820
Weavers Mennonite Church	Harrisonburg, VA 22801
Zion Mennonite Church	Broadway, VA 22815
Zionhill Mennonite Church	Singers Glen, VA 22850

Additional sponsor churches may be added by application to and approval by the Board of Directors.

FIFTH: The Directors of the Corporation shall be elected to serve for three years or until their successor shall be elected and shall qualify. At the organizational meeting, and continuing

at each annual meeting of the Corporation, the two at-large Directors shall be elected by those Directors then in office.

SIXTH: The address, including street and number, of its initial registered office is 92 North Liberty Street, P. O. Box 71, Harrisonburg, Virginia 22801-0071, and the name of its initial registered agent at said address is M. Steven Weaver. Said registered agent is a resident of Virginia and a member of the Virginia State Bar.

SEVENTH: The number of Directors, constituting the initial Board of Directors, is twelve, and the names and resident addresses, including street number, of the persons who are to serve as the initial Directors until the first Annual Meeting or until their successors are elected and qualified are:

<u>NAMES</u>	<u>ADDRESSES</u>
Marjorie Guengerich	1520 Hillcrest Ave. Harrisonburg, VA 22801
Harriet Steiner	Route 5, Box 80 Harrisonburg, VA 22801
Janice Miller	1251 Ivy Lane Harrisonburg, VA 22801
Mary Florence Shank	1606 Spruce Court Harrisonburg, VA 22801
Irene Showalter	Route 2, Box 61B Broadway, VA 22815
Vivian Coffman	Route 8, Box 95 Harrisonburg VA 22801
Dorothy Kreider	460 Garbers Church Road Harrisonburg VA 22801

Elaine Schaefer

Route 1, Box 163B
Linville, VA 22834

Lois Moyers

Route 1, Box 339
Bergton, VA 22811

Grace Seitz

Route 4, Box 36
Harrisonburg, VA 22801

Daniel Smucker

Route 2, Box 543
Harrisonburg, VA 22801

Daniel Suter

102 Old 33
Harrisonburg, VA 22801

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The property, affairs, and business of the Corporation shall be managed by its Board of Directors: None of the property, funds or other assets of the Corporation, upon dissolution or otherwise, shall ever revert to or be distributed to its members, directors, or officers, or any of them either directly or indirectly, but in case of dissolution shall be distributed to an organized charity to be chosen by vote of the Directors of the Corporation, provided that such organization is exempted from Federal Taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar exemption statutes hereinafter enacted).

TENTH: The name and address, including street number of the incorporator is Richard A. Baugh, 92 North Liberty Street, Post Office Box 71, Harrisonburg, Virginia 22801,

IN WITNESS WHEREOF, Harrisonburg Gift and Thrift Shop, Inc. has caused these amended and restated Articles of Incorporation and the accompanying Certificate to be executed in its name and on its behalf this 7th day of October, 2019.

Harrisonburg Gift and Thrift Shop, Inc.

By: Alice Bair

Alice Bair

Its: Secretary

CERTIFICATE

The foregoing are the amended and restated Articles of Incorporation of Harrisonburg Gift and Thrift Shop, Inc. as approved December 4, 2018, by unanimous consent of the board of directors.

HARRISONBURG GIFT AND THRIFT SHOP, INC.

By: Alice Bair

Alice Bair

Its: Secretary

Harrisonburg Gift & Thrift Shop, Inc.
Balance Sheet Prev Year Comparison
As of November 30, 2021

Accrual Basis

	Nov 30, 21	Nov 30, 20	\$ Change	% Change
ASSETS				
Current Assets				
Checking/Savings	200,161.88	344,604.04	-144,442.16	-41.9%
Accounts Receivable	6,235.85	4,892.99	1,342.86	27.4%
Other Current Assets				
Contingency Fund	280,000.00	0.00	280,000.00	100.0%
Credit Card Receivable	8,791.64	3,705.80	5,085.84	137.2%
Prepaid Expenses	-2,311.04	0.00	-2,311.04	-100.0%
Prepaid insurance	7,101.70	7,531.55	-429.85	-5.7%
Total Other Current Assets	293,582.30	11,237.35	282,344.95	2,512.6%
Total Current Assets	499,980.03	360,734.38	139,245.65	38.6%
Fixed Assets	6,950,723.15	7,202,948.94	-252,225.79	-3.5%
TOTAL ASSETS	<u>7,450,703.18</u>	<u>7,563,683.32</u>	<u>-112,980.14</u>	<u>-1.5%</u>
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Other Current Liabilities				
Accrued Payroll	6,492.86	3,685.04	2,807.82	76.2%
Suspense	-156.67	457.22	-613.89	-134.3%
Interest Payable	8,823.14	8,823.14	0.00	0.0%
Liability for Gift Cards Sold	12,630.43	12,064.15	566.28	4.7%
MCC Donation Payable	58,847.53	91,162.14	-32,314.61	-35.5%
Payroll liabilities	6,933.37	6,885.62	47.75	0.7%
Sales tax payable	9,738.85	6,892.85	2,846.00	41.3%
Total Other Current Liabilities	103,309.51	129,970.16	-26,660.65	-20.5%
Total Current Liabilities	103,309.51	129,970.16	-26,660.65	-20.5%
Long Term Liabilities	2,502,753.77	3,009,286.84	-506,533.07	-16.8%
Total Liabilities	2,606,063.28	3,139,257.00	-533,193.72	-17.0%
Equity				
Fund Balance	4,438,549.01	4,302,771.77	135,777.24	3.2%
Temporarily Restricted Funds	2,755.98	1,413.46	1,342.52	95.0%
Net Income	403,334.91	120,241.09	283,093.82	235.4%
Total Equity	4,844,639.90	4,424,426.32	420,213.58	9.5%
TOTAL LIABILITIES & EQUITY	<u>7,450,703.18</u>	<u>7,563,683.32</u>	<u>-112,980.14</u>	<u>-1.5%</u>

Harrisonburg Gift & Thrift Shop, Inc.
Profit & Loss Prev Year Comparison
 January through November 2021

Accrual Basis

	Jan - Nov 21	Jan - Nov 20	\$ Change	% Change
Ordinary Income/Expense				
Income				
Sales				
Booksavers	427,948.05	353,570.37	74,377.68	21.0%
Thrift	1,519,668.01	995,360.53	524,307.48	52.7%
Total Sales	1,947,616.06	1,348,930.90	598,685.16	44.4%
Other Income	245,314.20	212,840.65	32,473.55	15.3%
Total Income	2,192,930.26	1,561,771.55	631,158.71	40.4%
Cost of Goods Sold	108,276.88	103,907.93	4,368.95	4.2%
Gross Profit	2,084,653.38	1,457,863.62	626,789.76	43.0%
Expense				
Advertising	14,173.85	11,623.49	2,550.36	21.9%
Alarm	646.28	434.28	212.00	48.8%
Bad debt	16.16	-33.22	49.38	148.7%
Bank Service Charges	-30.00	60.00	-90.00	-150.0%
Contributions	979.47	145.00	834.47	575.5%
Depreciation	158,836.81	146,870.68	11,966.13	8.2%
Employee expenses	1,083,999.52	858,259.35	225,740.17	26.3%
Enrichment	0.00	0.00	0.00	0.0%
Insurance	13,554.33	13,842.31	-287.98	-2.1%
Interest expense	88,987.24	107,175.75	-18,188.51	-17.0%
Internet	1,678.84	1,428.90	249.94	17.5%
Janitorial & Cleaning Supp.	5,639.61	5,085.60	554.01	10.9%
Janitorial & Cleaning Cov...	0.00	2,191.06	-2,191.06	-100.0%
Landscape/Outside maint.	3,579.83	1,172.63	2,407.20	205.3%
Licenses and fees	85.00	85.00	0.00	0.0%
Memberships	264.00	379.00	-115.00	-30.3%
Miscellaneous Expense	0.00	132.00	-132.00	-100.0%
Office Supplies & Expense	2,900.88	2,329.53	571.35	24.5%
Pest control	192.50	177.50	15.00	8.5%
Postage	269.00	242.60	26.40	10.9%
Professional fees	5,507.50	150.00	5,357.50	3,571.7%
Property Taxes	345.50	241.50	104.00	43.1%
Repairs	8,511.39	17,296.92	-8,785.53	-50.8%
Staff/Vol Benefits/Apprec.	1,067.22	492.45	574.77	116.7%
Storage Units	18,424.00	27,687.08	-9,263.08	-33.5%
Stormwater Fees	1,110.00	1,110.00	0.00	0.0%
Supplies	5,851.51	6,472.24	-620.73	-9.6%
Supplies Covid	514.09	1,809.38	-1,295.29	-71.6%
Technology	5,441.18	5,111.48	329.70	6.5%
Telephone	2,899.96	3,081.25	-181.29	-5.9%
Trash	9,817.03	8,218.46	1,598.57	19.5%
Truck Expense	10,845.28	14,613.08	-3,767.80	-25.8%
Utilities	18,608.97	13,422.96	5,186.01	38.6%

Harrisonburg Gift & Thrift Shop, Inc.
Profit & Loss Prev Year Comparison
January through November 2021

Accrual Basis

	Jan - Nov 21	Jan - Nov 20	\$ Change	% Change
Website Development	6,854.86	6,276.57	578.29	9.2%
Website Hosting/Maint.	367.85	1,503.54	-1,135.69	-75.5%
Total Expense	1,471,939.66	1,259,088.37	212,851.29	16.9%
Net Ordinary Income	612,713.72	198,775.25	413,938.47	208.2%
Other Income/Expense				
Other Income				
Gain on sale of asset	-5,910.60	0.00	-5,910.60	-100.0%
Rent Income	172,107.06	154,125.59	17,981.47	11.7%
Total Other Income	166,196.46	154,125.59	12,070.87	7.8%
Other Expense				
MCC Donations	252,312.06	111,956.12	140,355.94	125.4%
Rent Expense	123,263.21	120,703.63	2,559.58	2.1%
Total Other Expense	375,575.27	232,659.75	142,915.52	61.4%
Net Other Income	-209,378.81	-78,534.16	-130,844.65	-166.6%
Net Income	403,334.91	120,241.09	283,093.82	235.4%