

**ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION**

**OF**



1. By action without meeting setting forth the following resolution, signed by all of the Directors and Shareholders of the Corporation, the Directors and Shareholders of [REDACTED] [REDACTED] (the "Corporation") adopted a resolution finding that the following proposed amendments to its Articles of Incorporation in order to establish a Benefit Corporation as described in Article 22, Chapter 9, Title 13.1 of the Code of Virginia of 1950, as amended, would be in the best interests of the Corporation and adopted the amendments:

**RESOLVED**, that Article II. of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**ARTICLE II**  
**Purposes and Powers**

The Corporation shall be a Benefit Corporation as described in Article 22, Chapter 9, Title 13.1 of the Code of Virginia of 1950, as amended, the principal purpose for which it is organized is to design, manufacture, and distribute awards and giftware, while considering the impact of its decisions not only on its Shareholders, but also on its other "stakeholders," including employees, suppliers, community, and the local and global environment.

The Corporation may identify one or more specific public benefits that it is the purpose of the Corporation to create in the Bylaws of the Corporation or otherwise adopted by the Board of Directors from time to time.

The Corporation shall have the power to carry on any business not prohibited by law or required to be stated in these Articles.

Nothing in this Article express or implied, is intended to create or shall create or grant any right in or for any person or any cause of action by or for any person except as expressly authorized by the provisions of Section 13.1-790 of the Code of Virginia of 1950, as amended.

**RESOLVED**, that a new Article VIII. relating to special provisions for officers and directors of Benefit Corporations are hereby added to the Articles of Incorporation of the Corporation as follows:

**ARTICLE VIII**  
**Director Standards of Conduct; Additional Limitations upon Liability**

A. Standard of Conduct for Directors. Subject to Section 13.1-690 of the Code of Virginia of 1950, as amended, in discharging the duties of their respective positions and in considering the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors of the Corporation:

1. Shall consider the effects of any corporate action upon:
  - a. The Shareholders of the Corporation;
  - b. The employees and workforce of the Corporation, its subsidiaries, and suppliers;
  - c. The interests of customers as beneficiaries of the general or specific public benefit purposes of the Corporation;
  - d. Community and societal considerations, including those of each community in which offices or facilities of the Corporation, its subsidiaries, or suppliers are located;
  - e. The local and global environment;
  - f. The short-term and long-term interests of the Corporation, including benefits that may accrue to the Corporation from its long-term plans and the possibility that these interests and the general and specific public benefit purposes of the Corporation may be best served by the continued independence of the Corporation; and
  - g. The ability of the Corporation to accomplish its general and any specific public benefit purpose;
2. May consider:
  - a. The resources; intent; and past, stated, and potential conduct of any person seeking to acquire control of the Corporation; and
  - b. Other pertinent factors or the interests of any other person that they deem appropriate; and

3. Need not give priority to the interests of a particular person referred to in subdivisions 1 and 2 over the interests of any other person.

B. No Violation. The consideration of interests and factors in the manner required by subsection A above shall not constitute a violation of Section 13.1-690 of the Code of Virginia of 1950, as amended, or a director conflict of interest under Section 13.1-691 of the Code of Virginia of 1950, as amended.

C. Limitation upon Liability of Directors. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of the Shareholders of the Corporation, a director is not personally liable for monetary damages for:

1. Any action taken as a director if the director performed the duties of office in compliance with Section 13.1-690 of the Code of Virginia of 1950, as amended and this Article VIII; or
2. Failure of the Corporation to create general public benefit or any specific public benefit specified in these Articles of Incorporation or Bylaws or otherwise adopted by the Board of Directors of the Corporation.

D. Limitation upon Liability of Officers. An officer of the Corporation shall have no liability for actions taken that the officer believes, in his good faith business judgment, are consistent with: (i) the general public benefit or specific public benefit specified in these Articles of Incorporation or Bylaws or otherwise adopted by the Board of Directors of the Corporation, and (ii) the requirements of any third-party standard then in effect for the Corporation.

2. Pursuant to Sections 13.1-685 and 13.1-657 of the Code of Virginia of 1950, as amended, the adoption of this resolution was accomplished by unanimous consent of the Directors and Shareholders through an action without meeting setting forth the proposed amendment which was signed by all the Directors and Shareholders entitled to vote thereon on June \_\_\_\_, 2011.

3. These amendments to the Articles of Incorporation of the Corporation are to be effective upon the earlier of July 1, 2011, or if later, the effective date of the filing of these Articles of Amendment of the Articles of Incorporation with the State Corporation Commission.



Executed in the name of the Corporation by its President on this the \_\_\_\_ day of June, 2011.

[Redacted Signature]

By: [Redacted Signature]

**UNANIMOUS CONSENT OF THE DIRECTORS AND  
SHAREHOLDERS OF**



The undersigned, being the sole Director and Shareholder of   (the "Corporation"), does hereby find that the amendments to the Articles of Incorporation set forth in the following resolutions are in the best interests of the Corporation, and that said resolutions are hereby adopted by action without meeting pursuant to this Unanimous Consent as authorized by Sections 13.1-657 and 13.1-685 of the Code of Virginia of 1950, as amended:

1. **RESOLVED**, that Article II. of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**ARTICLE II**  
**Purposes and Powers**

The Corporation shall be a Benefit Corporation as described in Article 22, Chapter 9, Title 13.1 of the Code of Virginia of 1950, as amended, the principal purpose for which it is organized is to design, manufacture, and distribute awards and giftware, while considering the impact of its decisions not only on its Shareholders, but also on its other "stakeholders," including employees, suppliers, community, and the local and global environment.

The Corporation may identify one or more specific public benefits that it is the purpose of the Corporation to create in the Bylaws of the Corporation or otherwise adopted by the Board of Directors from time to time.

The Corporation shall have the power to carry on any business not prohibited by law or required to be stated in these Articles.

Nothing in this Article express or implied, is intended to create or shall create or grant any right in or for any person or any cause of action by or for any person except as expressly authorized by the provisions of Section 13.1-790 of the Code of Virginia of 1950, as amended.

2. **BE IT FURTHER RESOLVED**, that a new Article VIII. relating to special provisions for officers and directors of Benefit Corporations are hereby added to the Articles of Incorporation of the Corporation as follows:

**ARTICLE VIII**  
**Director Standards of Conduct; Additional Limitations upon Liability**

A. Standard of Conduct for Directors. Subject to Section 13.1-690 of the Code of Virginia of 1950, as amended, in discharging the duties of their respective positions and in considering the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors of the Corporation:

1. Shall consider the effects of any corporate action upon:
    - a. The Shareholders of the Corporation;
    - b. The employees and workforce of the Corporation, its subsidiaries, and suppliers;
    - c. The interests of customers as beneficiaries of the general or specific public benefit purposes of the Corporation;
    - d. Community and societal considerations, including those of each community in which offices or facilities of the Corporation, its subsidiaries, or suppliers are located;
    - e. The local and global environment;
    - f. The short-term and long-term interests of the Corporation, including benefits that may accrue to the Corporation from its long-term plans and the possibility that these interests and the general and specific public benefit purposes of the Corporation may be best served by the continued independence of the Corporation; and
    - g. The ability of the Corporation to accomplish its general and any specific public benefit purpose;
  2. May consider:
    - a. The resources; intent; and past, stated, and potential conduct of any person seeking to acquire control of the Corporation; and
    - b. Other pertinent factors or the interests of any other person that they deem appropriate; and
  3. Need not give priority to the interests of a particular person referred to in subdivisions 1 and 2 over the interests of any other person.
- B. No Violation. The consideration of interests and factors in the manner

required by subsection A above shall not constitute a violation of Section 13.1-690 of the Code of Virginia of 1950, as amended, or a director conflict of interest under Section 13.1-691 of the Code of Virginia of 1950, as amended.

C. Limitation upon Liability of Directors. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of the Shareholders of the Corporation, a director is not personally liable for monetary damages for:

1. Any action taken as a director if the director performed the duties of office in compliance with Section 13.1-690 of the Code of Virginia of 1950, as amended and this Article VIII; or
2. Failure of the Corporation to create general public benefit or any specific public benefit specified in these Articles of Incorporation or Bylaws or otherwise adopted by the Board of Directors of the Corporation.

D. Limitation upon Liability of Officers. An officer of the Corporation shall have no liability for actions taken that the officer believes, in his good faith business judgment, are consistent with: (i) the general public benefit or specific public benefit specified in these Articles of Incorporation or Bylaws or otherwise adopted by the Board of Directors of the Corporation, and (ii) the requirements of any third-party standard then in effect for the Corporation.

3. **AND BE IT FURTHER RESOLVED** that the aforesaid amendments to the Articles of Incorporation of the Corporation are to be effective upon the earlier of July 1, 2011, or if later, the effective date of the filing of these Articles of Amendment of the Articles of Incorporation with the State Corporation Commission.

WITNESS the following signature:



Date of Signature

