

ARTICLES OF INCORPORATION

OF

NEABSCO BAPTIST CHURCH, INC.

The undersigned, being of legal age, does hereby establish a non-stock, non-profit charitable corporation under and by virtue of the provisions of Chapter 10, Title 13.1 of the Code of Virginia, 1950 (as amended) (the “Virginia Nonstock Corporation Act” or the “Act”) and, to that end, does set forth the following:

I. NAME

The name of the corporation is Neabsco Baptist Church, Inc. (the “Corporation”).

II. PURPOSES

The Corporation does not contemplate pecuniary gain or profit to the members thereof. The Corporation is organized and shall be operated exclusively for non-profit religious, charitable and educational purposes, and, solely in furtherance of such non-profit purposes, it shall have the power:

A. To borrow or raise money for any of the purposes of the Corporation, and to issue notes or other obligations of any nature and in any manner permitted by law for monies so borrowed.

B. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in its Bylaws, as the same may be amended from time to time.

C. To carry out all or any part of the foregoing objects as principal, agent or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business for the purposes of attaining or furthering any of its objects or purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

D. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Virginia Nonstock Corporation Act by law may now or hereafter have or exercise.

E. To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its divisions, in all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment hereto, and shall each be regarded as independent and construed as powers as well as objects and purposes.

It is intended that each of the objects, purposes and powers hereinabove set out shall be regarded as independent objects, purposes and powers, and that, together with all the powers conferred by the laws of the Commonwealth of Virginia upon corporations of a similar nature,

this Corporation shall also have the power to carry on any other business which may be useful, usual, necessary or convenient in connection with or incidental to any of the business, objects and powers of the Corporation as above expressed, provided, however, that at no time shall the Corporation engage in any activity of a profit-making nature.

III. MEMBERSHIP

The Corporation shall have two classes of Members, whose designations, qualifications and rights (including voting rights) shall be as provided in the Bylaws of the Corporation.

IV. NON-PROFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or shall be distributable to, its Board of Directors, officers, Members 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 II hereof.

V. DISTRIBUTION OF ASSETS ON DISSOLUTION

The Corporation may be dissolved upon the written assent of not fewer than seventy-five percent (75%) of the members of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a manner or to such organization or organizations that are organized and operated exclusively for the religious, charitable or educational purposes as at the time shall qualify as an exempt

organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County of Prince William (in which the principal office of the corporation is now located), as such court shall determine, to an organization that complies with the intent of this Article V.

VI. REGISTERED OFFICE

The registered office of the Corporation shall be 14914 Jefferson Davis Highway, Woodbridge, Prince William County, Virginia 22191, and the name of the initial registered agent shall be Katherine M. Waters, who is a resident of Virginia, an attorney licensed to practice in the Commonwealth of Virginia and a member of the Virginia State Bar.

VII. BOARD OF DIRECTORS

The business and affairs of the Corporation shall be vested in a Board of Directors which shall have not fewer than eight (8) nor more than twenty (20) members. The number of members of the Board of Directors and their qualifications, the times and places of meetings and powers and duties of the Board of Directors, shall be as set forth in the Bylaws of the Corporation. The total number of Directors shall be divided into two (2) classes. The Directors of each class shall be elected by the Members of the Corporation.

VIII. BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Joshua W. Speights Jr.	17470 Glenville Drive Dumfries, VA. 22026
Dudley T. Ligon	3115 Weeping Cherry Court Dumfries, VA 22026
Wayne Jackson	14816 Darbydale Avenue Woodbridge, VA 22193
Wilfred DeBruce	6712 Good Luck Road Lanham, MD 20706-3714
Orvell Lindsay	15254 Larkspur Lane Dumfries, VA 22026
Ronald Edwards	13912 Mipalsal Court Woodbridge, VA 22193
Michael Austin	14737 Parson Weems Loop Woodbridge, VA 22193
Wesley Johnson, Sr.	18245 Johnson Road Triangle, VA 22172
William Glass	3210 Burbank Lane Dale City, VA 22193
Robert Lilly	14561 Leilani Drive Woodbridge, VA 22193
Troy Anderson	3 Katrine Court Stafford, VA 22556
Andrew Chatman, Sr.	15720 Beau Ridge Drive Woodbridge, VA 22193-1028
Don José Stovall	14813 Courtlandt Height Road Woodbridge, VA 22193
Barbara Corbin	220 Fallsway Lane Stafford, Va. 22554

Ruby Johnson	12209 Arabian Place Woodbridge, Va. 22192
Vanessa Glascoe	1384 Cranes Bill Way Woodbridge, Va. 22191
Reginald Edge	8402 Aubrey Drive Manassas, Va. 20111

IX. INDEMNIFICATION

Subject to the Bylaws of the Corporation, the Corporation shall provide indemnification as follows:

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation to procure a judgment in its favor), by reason of the fact that he is or was a Director, officer or Deacon of the Corporation, or serving the Corporation in another capacity (an “Indemnitee”), or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement and expenses (including attorneys’ fees) actually and reasonably incurred by him in connection with such action, suit or proceeding, except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his gross negligence or willful misconduct. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such Indemnitee.

B. Any indemnity under subsection A above shall (unless authorized by a court) be made by the Corporation only as authorized in the specific case upon a determination that the

Indemnitee was not guilty of gross negligence or willful misconduct in the performance of his duty, and, in case of a settlement, that such settlement was, or if still to be made is, consistent with such indemnity and in the best interests of the Corporation. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

C. Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by vote of the persons provided in subsection B of this Article IX, upon receipt of an undertaking by or on behalf of the Indemnitee to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article IX.

D. The right of indemnification provided by this Article IX shall not be exclusive of any other rights to which any Indemnitee may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, even as to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such Indemnitee under the provisions of this Article IX.

E. The Corporation may purchase and maintain, at its sole expense, insurance against all liabilities or losses it may sustain in consequence of the indemnification provided for in this Article IX, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

F. In the event of conflict between the provisions of this Article IX and the provisions in the Bylaws addressing matters of indemnification, the provisions of the Bylaws shall control.

X. DURATION

The duration of the Corporation shall be perpetual.

XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner prescribed by the Act.

Dated this _____ day of _____, 2010.

KATHERINE M. WATERS, Incorporator