



SIMMS SHOWERS LLP

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

305 Harrison Street, S.E., 3rd Floor, Leesburg, Virginia 20175 ■ (703)771-4671 ■ Fax: (703)771-4681 ■ www.simsshowerslaw.com

April 10, 2018

Newington Baptist Church
ATTN: Gerald German
6169 Main Street
Gloucester, VA 23061
geralddgerman@gmail.com
pastormike@newingtonbc.org

Re: Certificate of Incorporation for Newington Baptist Church

Dear Mr. German,

I am pleased to inform you that the Articles of Incorporation for Newington Baptist Church were received and recorded with the Virginia State Corporation Commission. Enclosed, please find an original copy of the Certificate of Incorporation, a copy of the signed Articles of Incorporation, and the receipt for the \$75.00 filing fee paid to the VA SCC.

If you have any questions, I can be reached at (703) 771-4671.

Sincerely,

Bethany Horvat
Paralegal
Simms Showers, LLP

Enclosures: (1) Certificate of Incorporation and Receipt
(2) Copy of Signed Articles of Incorporation

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 2, 2018

This is to certify that the certificate of incorporation of

NEWINGTON BAPTIST CHURCH

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: April 2, 2018



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

April 2, 2018

BETHANY HORVAT
SIMMS SHOWERS LLP
305 HARRISON ST SE 3RD FL
LEESBURG, VA 20175

RECEIPT

RE: NEWINGTON BAPTIST CHURCH

ID: 0829941 - 4

DCN: 18-03-19-0046

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is April 2, 2018.

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

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CISCDH

**ARTICLES OF INCORPORATION
OF
NEWINGTON BAPTIST CHURCH**

1. **Name, Place of Worship and Purposes.** The name of the church corporation is **NEWINGTON BAPTIST CHURCH**, hereinafter referred to as “the Church”. The principal place of worship of the Church shall initially be located at **6169 MAIN STREET GLOUCESTER, VA 23061** and may be changed from time to time by the Board of Directors.

The Church is organized and shall be operated exclusively as a nonprofit Church, for the religious, charitable, and educational purposes stated herein including but not limited to licensing, commissioning, ordaining, and overseeing ministers of the gospel, worship, evangelism, missions, ministry to the poor and needy, Christian education, discipleship, and fellowship according to Biblical principles and is as an organization exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor statute of similar import. The Church is not organized for profit and it is not authorized to issue capital stock but may do any and all lawful acts that may be necessary or useful for the furtherance of its purposes.

2. **Registered Agent and Office.** The name of the initial registered agent of the Church is H. Robert Showers, Esq., of Simms Showers, LLP, who is an active member of the Virginia State Bar and a Virginia resident. The address of the initial registered office, which is the same address as for the registered agent, shall be 305 Harrison Street SE, Third Floor, Leesburg, Loudoun County, VA 20175.
3. **Principal Office.** The principal office of the Church shall be **6169 MAIN STREET GLOUCESTER, VA 23601** and may be changed from time to time by the Board of Directors.
4. **Members.** The Church will have members, but the membership prerequisites, classes, duties, privileges, voting rights, admission, dismissal and discipline shall be provided for in the Bylaws of the Church according to the Code of Virginia.
5. **Directors.** The initial Directors of the Church are as follows:

MR. SCOTT MAYNOR, 6169 MAIN STREET GLOUCESTER, VA 23601
MR. JAMES NUNN, 6169 MAIN STREET GLOUCESTER, VA 23601
MS. LILLIAN COX, 6169 MAIN STREET GLOUCESTER, VA 23601
MR. GERALD GERMAN, 6169 MAIN STREET GLOUCESTER, VA 23601
MR. ROBERT HINSON, 6169 MAIN STREET GLOUCESTER, VA 23601

The Board of Directors shall nominate and the members shall elect directors by a majority of the votes cast at a duly held meeting, according to the Bylaws and the Code of Virginia. Duties, responsibilities and provisions for removal of the directors of the Church shall be established pursuant to the Bylaws.

6. **Provisions for distribution of assets.** The period of duration of the Church is perpetual. However, upon dissolution or winding up of the Church, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Church shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Church is then located.


7. **Tax-Exempt Provisions.** The Church is organized exclusively for charitable, educational, and religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Church shall expand or circumscribe its powers and activities as may be necessary to enable it to continue to qualify as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Church's religious, charitable or educational purposes, or if it would require serving a private as opposed to a public interest.

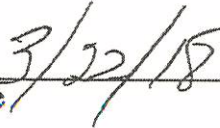
8. **Tax-Exempt Restrictions.** No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Church and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Church shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation's contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.
9. **Limitation of Liability and Indemnification.** To the fullest extent permitted by Virginia law, as now in effect or as may hereafter be amended, no Director or Officer of the Church shall be personally liable for damages in any proceeding brought by or in the right of the Church, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an Officer or Director of the Church, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Internal Revenue Code or Virginia law for indemnification by non-profit corporations and churches.
10. **Amendments.** Amendments to these Articles will be in accordance with the Code of Virginia, including, but not limited to, the provisions where the members or Board of Directors will propose the amendment(s), and after at least thirty (30) days written notice to all Church members, approval by the members will require three-quarter (3/4) or more of all the votes cast for the Amendment(s) at a duly held meeting.

[INTENTIONALLY LEFT BLANK]


Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



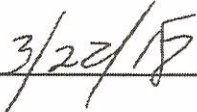
H. Robert Showers, Esq.
Registered Agent



Date



H. Robert Showers, Esq. Incorporator
Justin R. Coleman, Esq., Incorporator
Simms Showers, LLP
305 Harrison Street SE, Third Floor
Leesburg, VA 20175
(703) 771-4671 (phone)
(703) 771-4681 (fax)



Date