

## ARTICLES OF INCORPORATION

OF

[NAME OF CORPORATION]

1. Name. The name of the corporation is [Name of Corporation] (the “Corporation”).

2. Support of the P.C.(U.S.A.). The Corporation shall support at all times and in all respects the *Constitution of the Presbyterian Church (U.S.A.)*. The Corporation and all of its property, both real and personal, shall be subject to, and the business of the Corporation shall be conducted in conformity with the *Constitution of the Presbyterian Church (U.S.A.)* as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.).

3. Purposes. The purposes for which the Corporation is formed are more fully set forth in the *Constitution of the Presbyterian Church (U.S.A.)*, including the Great Ends of the Church:

- (a) The proclamation of the gospel for the salvation of humankind;
- (b) The shelter, nurture and spiritual fellowship of the children of God;
- (c) The maintenance of divine worship;
- (d) The preservation of the truth;
- (e) The promotion of social righteousness; and
- (f) The exhibition of the Kingdom of Heaven to the world.

4. Property Held in Trust. All property, both real and personal, held by or for the Congregation, whether title is lodged in the Corporation, the Board of Trustees or a trustee, or an unincorporated association, and whether the property is used in programs of the Congregation or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.).

5. Powers.

(a) The Corporation shall have the powers and duties granted by the *Constitution of the Presbyterian Church (U.S.A.)*:

- (i) To receive, hold, encumber, manage and transfer property, real and personal, for the [Name of Congregation] (the “Congregation”);
- (ii) To accept and execute deeds of title to such property;
- (iii) To hold and defend title to such property;

(iv) To manage any permanent special funds for the furtherance of the Congregation.

(b) In addition, to the extent not included above and not inconsistent with the *Constitution of the Presbyterian Church (U.S.A.)*, the Corporation shall have all of the general powers of a nonstock corporation organized under the laws of the Commonwealth of Virginia.

6. Members; Voting. The members of the Corporation shall be the members on the active roll of the Congregation from time to time, and only the members on such active roll shall be members of the Corporation and eligible for election as Trustees. Members shall be entitled to vote on all matters properly presented to a meeting of members.

7. Trustees.

(a) The directors of the Corporation are designated Trustees.

(b) The Trustees shall be those persons who are elected by the members of the Corporation. Only the members on the active roll of the Congregation shall be members of the Corporation and eligible for election as Trustees.

(c) The Trustees shall serve for terms which are the same as the terms of the ruling elders in active service on the session of the Congregation. No trustee shall be elected for a term of more than three years, nor shall a trustee serve for consecutive terms, either full or partial, aggregating more than six years. A trustee having served for a total of six years (or such lesser number of years as does not exceed the maximum number of consecutive years for service on the session of the Congregation) shall be ineligible for reelection as a trustee for a period of at least one year (or such longer period as is applicable to members of the session of the Congregation).

(d) If the session of the Congregation has two classes of ruling elders, the Corporation shall have two classes of Trustees; and if the session of the Congregation has three classes of ruling elders, the Corporation shall have three classes of Trustees. The classes shall be as nearly equal in number as possible, of which only one shall expire each year. Terms shall ordinarily be for two years if there are two classes of Trustees and for three years if there are three classes of Trustees, except where it is necessary to elect some Trustees for shorter terms in order to equalize the numbers in the classes or to fill vacancies.

(e) At their first meeting, the initial Trustees shall determine among themselves the classes into which they will be assigned.

(f) The Corporation shall hold a special meeting of the Corporation at least three months in advance of the expiration of the terms of the initial Trustees (or the expiration of the terms of the first class of the initial Trustees to expire), for the purpose of electing a nominating committee which will propose nominees for such class of Trustees. Thereafter, at each annual meeting of the Corporation, in addition to electing Trustees, the members shall also elect a nominating committee which will propose nominees for the class of Trustees whose terms next expire.

(g) The powers and duties of the Trustees shall not infringe upon the powers and duties of the session and, if there be one, the board of deacons of the Congregation and such powers and duties shall be exercised in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

8. Initial Trustees. The names and addresses of the initial Trustees are:

Name	Address

9. Bylaws. The bylaws of the Corporation shall be in conformity with the *Constitution of the Presbyterian Church (U.S.A.)* as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). The bylaws shall be adopted by the members of the Corporation and may be amended or repealed by the members of the Corporation but must at all times and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

10. Registered Office, Agent. The address of the Corporation’s initial registered office in the Commonwealth of Virginia is [*Post Office Address with Street and Number, if Any*], which is located in the [*County or City*] of [*Name of County or City*], Virginia [*Zip Code*]. The name of the initial registered agent of the Corporation is [*Name of Registered Agent*], whose business office is identical with the registered office and who is [*Insert Statutory Basis for Qualifying to Serve as Registered Agent, such as “a resident of Virginia and a trustee of the Corporation”*].

11. Tax Exemption Restriction. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or any other private persons, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation and may make payments and distributions in furtherance of the purposes of the Corporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any other

activities not permitted to be carried on (a) by a corporation 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 (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

12. Dissolution. If the Congregation is formally dissolved by the presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work or any other cause, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Presbytery of [*Name of the Presbytery of Membership*] of the Presbyterian Church (U.S.A.) (the “Presbytery”) pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*, the Presbytery being an organization qualified under Section 501(c)(3) of the Internal Revenue Code. In the alternative, said property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as the Presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

13. Limitation on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its members, the directors and officers of the Corporation shall not be liable to the Corporation or its members.

14. Indemnification. The Corporation may indemnify any individual who is, was or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Corporation or by or on behalf of its shareholders) because such individual is or was a director, officer, employee or agent of the Corporation or of any legal entity controlled by the Corporation, or is a fiduciary of any employee benefit plan established at the direction of the Corporation, against all liabilities and reasonable expenses incurred by such person on account of the proceeding if such person (a) acted in good faith, (b) such person believed (i) in the case of conduct in the person’s official capacity, that the conduct was in the Corporation’s best interests or (ii) in the case of a director’s conduct with respect to an employee benefit plan, that the director’s conduct was in the interest of the participants in and beneficiaries of the plan, or (iii) in all other cases, such conduct was not opposed to the Corporation’s best interests, and (c) in the case of any criminal proceeding, such person had no reasonable cause to believe that the person’s conduct was unlawful. Before any indemnification is paid a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible. Unless a determination has been made that indemnification is not permissible, the Corporation may make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. Such undertaking shall be an unlimited general obligation of the director or officer and may, at the option of the Corporation, be conditioned upon the Corporation’s determination that such director or officer has the financial ability to make repayment or has provided adequate security for the repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify any of the

persons named above to the extent it is required to indemnify them pursuant to the provisions of this Article 14.

15. Concerning Indemnification. The rights of each person entitled to indemnification under Article 14 shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to Article 14 shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another including an insurer.

16. Election Under G-4.0208. The Congregation for which this corporation owns property made an election under G-4.0208 of the *Book of Order* comprising a part of the Constitution of the Presbyterian Church (U.S.A.) (the "*Book of Order*"). To the extent that such election conflicts with any specific provisions of the articles of incorporation of the Corporation, the provisions of G-4.0208 of the *Book of Order* shall prevail over those specific provisions.

17. Amendments. The articles of incorporation of the Corporation may be amended, modified, or restated as proposed by the Trustees and upon receiving the affirmative vote of two-thirds of the votes cast by the members present and voting at a meeting of members at which a quorum is present. Notwithstanding the foregoing, the articles of incorporation of the Corporation must at all times and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

Dated: [Date of Articles of Incorporation]

By: \_\_\_\_\_  
[Name Of Incorporator]  
Incorporator

FORM 4-A