

**ARTICLES OF INCORPORATION**  
**SHILOH BAPTIST ASSOCIATION, INC.**  
**A Virginia Non-Stock Corporation**

**I**

**Name**

The name of the corporation is **SHILOH BAPTIST ASSOCIATION, INC.**

**II**

**Purposes and Powers**

This corporation is organized exclusively for charitable and Christian educational purposes, including, for such purposes, the making of distributions to, or cooperating or partnering with 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.

No part of the net earnings of the corporation shall inure to the benefits of, or be distributable to its members, trustees, officers, 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 the above paragraph.

Notwithstanding any other provision of these Articles, 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 estate tax code.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

In connection with the carrying out of any or all of such purposes, the corporation shall be possessed of, and may from time to time exercise, any and all powers conferred upon non-stock corporations by Section 13.1-826 of the Virginia Code, as from time to time amended, and, if deemed a private foundation (as defined in Section 509 of the Internal Revenue Code as from time to time amended, and corresponding provisions of future internal revenue laws), shall comply with all restrictions applicable to such non-stock corporations under Section 13.1-826.D of the Virginia Code, as from time to time amended.

### **III**

#### **Members**

The corporation shall have such members with such rights and privileges as may be provided in the Bylaws.

### **IV**

#### **Directors**

The Association Council shall be the Board of Directors of the corporation. The number and manner of election of its members shall be fixed by the Bylaws.

The conduct and management of the affairs of the corporation shall be, and at all times shall remain, in the Board of Directors; provided, however, that no director shall be entitled to vote upon any matter in which he or she may have a direct or indirect personal interest.

V

**Registered Office and Registered Agent**

The initial registered office of the corporation is 14237 Chestnut Fork Road, Culpeper, Virginia 22701, in the County of Culpeper. The name of the corporation's initial registered agent is Frank A. Thomas, III of 149 West Main Street, P. O. Box 871, Orange, VA 22960, who is a member of the Virginia State Bar.

VI

**Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set his hand this \_\_\_\_\_ day of \_\_\_\_\_, 2011.

\_\_\_\_\_(SEAL)