

**ARTICLES OF INCORPORATION  
OF  
SALEM BAPTIST CHURCH**

1. **Name, Place of Worship and Purposes.** The name of the church corporation is Salem Baptist Church, hereinafter referred to as “the Church”. The principal place of worship of the Church shall initially be located at 1701 Cardwell Road, Crozier, VA 23039 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, and Loudoun County, VA 20175.
3. **Principal Office.** The principal office of the Church shall be 1701 Cardwell Road, Crozier, VA 23039 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 Constitution and Bylaws of the Church according to the Code of Virginia.
5. **Directors.** The initial Directors of the Church are as follows:

**Zack Zbinden, 1715 Taylor Road, Crozier, VA 3039  
George Smith, 2638 River Road West, Maidens, VA 23102  
Greg Waters, 1900 Soldiers Lane, Crozier, VA 23039**

The Nominating Committee shall nominate, and the voting members of the Church will 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 Constitution and 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 7 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 Board of Directors will propose the amendment(s), and after at least twenty-five (25) days written notice to all Church members, approval by the members will require more than two-thirds (2/3) of all the votes cast for the Amendment(s) at a duly held meeting.

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Date