

ARTICLES OF INCORPORATION

DIAMOND GROVE BAPTIST CHURCH, INCORPORATED

A NON-PROFIT CORPORATION

The undersigned incorporators, in order to form a non-profit corporation, under the laws of the Commonwealth of Virginia, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation, which is hereafter called the “Corporation” is **Diamond Grove Baptist Church.**

ARTICLE II

The name and address of the registered agent of the Corporation in this state is Yolandah Lee-Brown, whose address is 26480 Woodland Road, Franklin, VA 23851. The registered agent is a citizen of and resides in the Commonwealth of Virginia. The corporation may by resolution of the Directors change the registered agent as permitted by law. The Registered office is located in Southampton County.

ARTICLE III

The principle office of the Corporation is 30466 Riverdale Drive, Franklin, VA 23851. The corporation may, by resolution of the Directors, change the location to any other location as permitted by law.

ARTICLE IV

The specific purposes for which this corporation is organized are Religious, Educational and Charitable. The corporation is organized for one or more of the purposes as specified in Section 501 (c) (3) of the Revenue Code, or corresponding section of any future Federal Tax Code. This is a member organization.

ARTICLE V

The Corporation shall have a board of seven (7) directors unless the number is increased or decreased in accordance with the Bylaws of the Corporation. However, the number of directors shall never be less than the minimum number required by Virginia Law. The names and addresses of the Directors who shall act until the first bi-annual election of directors are:

Yolandah Lee-Brown
6480 Woodland Road

Franklin, VA 23851

George C. Pope, Jr.
10720 Camp Pond Road
Suffolk, VA 23437

Sharon T. Wright
1419 US 258 N.
Como, NC 27818

Beverly Banks (Barbara B. Hoskie – Article VIII 9/25/2013)
P. O. Box 133
Franklin, VA 23851

Mable Banks
33746 Sandy Ridge Road
Franklin, VA 23851

Curtis Chappell (Kenya Madric - Article VIII 9/25/2013)
P.O Box 1224
Franklin, VA 23851

Evalina Powell (Walter D. Brown, III – 9/25/2013)
P. O. Box 133
Franklin, VA 23851

ARTICLE VI

The addresses of the incorporators of the Corporation are:

Yolandah Lee-Brown
26480 Woodland Road
Franklin, VA 23851

George C. Pope Jr.
10720 Camp Pond Road
Suffolk, VA 23437

ARTICLE VII

The period of this Corporation is perpetual.

ARTICLE VIII

New directors are to be selected by the existing Directors by majority vote, should an opening exist.

ARTICLE IX

The Corporation shall operate in accordance with adopted bylaws; to include, any additional provisions for the operation of the corporation are as follows:

- (a) The Corporation is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1986, as now in force or afterwards amended (the “Code”). Including, without limitation:
 - (i) to receive and administer funds for such religious, educational, and charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, gift, purchase or lease, them, any property, real, personal or mixed, without limitation as to amount of value, except such limitation, if any, as may be imposed by law.
 - (ii) to sell, convey, and dispose of any such property and to invest and reinvest the principle thereof, and to deal with and expend the limitation, except such limitation if any, as may be contained in the instrument under which such property is received:
 - (iii) to receive any property, real, personal or mixed, in trust, under the foregoing purposes of any them, and in administering the same trust instrument under which the property is received, including the such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest devise of any limited in such manner as shall require the disposition of the “charitable organization” or for other than “charitable purposes” within the meaning of such terms as defined in Article Twelve of the charter, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Code:
 - (iv) to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporations or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and,
 - (v) in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Codes of Virginia for charitable and educational purposes, for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of this corporation will ever inure to the benefit of any donor, member, director, or officer of the corporation or any private individual and no donor, member, director or officer of the corporation or any private individual will be entitled to share in the distribution of any of the corporate assets; 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 purpose set forth in Article Four hereof. 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 any candidate for public office. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of the articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

ARTICLE X

Upon dissolution of the corporation, the Directors of the Board, must, after paying or making provision for the payment of all of the liabilities of the corporation, distribute any assets of the corporation to one or more charitable organizations exclusively for the corporations in such a manner as to such other charitable organizations of this state having a similar or analogous character or purpose as the board of directors shall determine." Any such assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the corporation principle office is then located exclusively for the corporation's exempt purposes.

ARTICLE XI

In this Chapter,

- (a) References to "charitable organization" or "charitable organizations" means corporation, trust, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the united States, any state or territory, the District of Columbia or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stakeholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do

not participate in, or intervene in (including the publishing or distribution of statements), and political campaign on behalf of (or in opposition to) any candidates for public office. It is intended that the organization described in this Article Twelve shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code.

- (b) The term “charitable purposes” shall be limited to and shall include only religious, charitable, scientific, literacy or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Code, but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

ARTICLE XII

Notwithstanding any other provisions in these Articles, at all times when the Corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following restrictions:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax in undistributed income imposed by Section 4942 of the Code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

ARTICLE XIII

The Corporation reserves the right to make any amendment to the charter, now or hereafter authorized by law.

ARTICLE XIV

To the maximum extent that Virginia law in effect from time to time permits limitation of the liability of directors and officers and officers no director or officer to the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor adoption or amendment of any other provision of the charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act which occurred prior to such amendment, repeal or adoption.

The undersigned incorporation hereby declares under penalty of perjury that the statements in the foregoing Articles of Incorporation are true. IN WITNESS WHEREOF, we the undersigned, being the persons named above as the first Directors, have executed these Articles of Corporation the _____ day of _____, 2011

(Signature)
Yolandah Lee-Brown
Incorporator
Telephone# (757) 569-8957

(Signature)
George C. Pope, Sr.
Incorporator
Telephone# (757) 569-9791

STATE OF _____,)

COUNTY OF _____,)

On _____, 2011, before me, the undersigned a Notary Public in and for said County and State, personally appeared

_____,

and _____ known to be the persons whose names are subscribed to the within instrument: and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Notary Public

My Commission expires: _____