

# ARTICLES OF INCORPORATION

---

## **Warrenton Baptist Church**

Revision 2015-B  
November 8, 2015

*(Formally Approved in Business Session on 1/25/2015)  
(No changes were made at the Annual Business Meeting held 11/8/2015)*

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12

**Table of Contents**

Article I. Name, Place of Worship and Purposes ..... 1  
Article II. Registered Agent and Office..... 1  
Article III. Principal Office..... 1  
Article IV. Members ..... 1  
Article V. Directors..... 1  
Article VI. Provisions for Distribution of the Assets ..... 2  
Article VII. Tax-Exempt Provisions..... 2  
Article VIII. Tax-Exempt Restrictions ..... 2  
Article IX. Limitation of Liability and Indemnification ..... 2  
Article X. Amendments ..... 3

**13 ARTICLES OF INCORPORATION OF WARRENTON BAPTIST CHURCH****14 *Article I. Name, Place of Worship and Purposes***

15 The name of the church corporation is Warrenton Baptist Church, hereinafter referred to as “the  
16 Church”. The principal place of worship of the Church shall initially be located at 123 Main  
17 Street, Warrenton, VA 20186 and may be changed from time to time by the Board of Directors.

18 The Church is organized and shall be operated exclusively as a nonprofit Church, for the  
19 religious, charitable and educational purposes stated herein including but not limited to licensing,  
20 commissioning, ordaining and overseeing ministers of the gospel, worship, evangelism,  
21 missions, ministry to the poor and needy, Christian education, discipleship and fellowship  
22 according to Biblical principles and is as an organization exempt from tax under section  
23 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor statute of similar  
24 import. The Church is not organized for profit and it is not authorized to issue capital stock but  
25 may do any and all lawful acts that may be necessary or useful for the furtherance of its  
26 purposes.

**27 *Article II. Registered Agent and Office***

28 The name of the initial registered agent of the Church is H. Robert Showers, Esq., of Simms  
29 Showers, LLP, who is an active member of the Virginia State Bar and a Virginia resident. The  
30 address of the initial registered office, which is the same address as for the registered agent, shall  
31 be 305 Harrison Street SE, Third Floor, Leesburg, Loudoun County, VA 20175.

**32 *Article III. Principal Office***

33 The principal office of the Church shall be 123 Main Street, Warrenton, VA 20186 and may be  
34 changed from time to time by the Board of Directors.

**35 *Article IV. Members***

36 The Church will have members, but the membership prerequisites, classes, duties, privileges,  
37 voting rights, admission, dismissal and discipline shall be provided for in the Constitution and  
38 Bylaws of the Church according to the Code of Virginia.

**39 *Article V. Directors***

40 The Board of Directors shall be elected by a majority vote of the members cast at a duly held  
41 meeting, according to the Bylaws and the Code of Virginia. Duties, responsibilities and  
42 provisions for removal of the directors of the Church shall be established pursuant to the  
43 Constitution and Bylaws.

**44 Article VI. Provisions for Distribution of the Assets**

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

**52 Article VII. Tax-Exempt Provisions**

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

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

**62 Article VIII. Tax-Exempt Restrictions**

63 No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its  
64 members, directors, officers, or other private persons, except that the Church shall be authorized  
65 and empowered to pay reasonable compensation for services rendered to or for the Church and to  
66 make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No  
67 substantial part of the activities of the Church shall be the carrying on of propaganda, or  
68 otherwise attempting to influence legislation. The Church shall not participate in, or intervene in  
69 (including the publishing or distribution of statements) any political campaign on behalf of, or in  
70 opposition to, any candidate for public office. Notwithstanding any other provision of these  
71 Articles, the Church shall not carry on any activities not permitted to be carried on by a  
72 corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue  
73 Code or by a corporation's contributions which are deductible under Section 170(c)(2) of the  
74 Internal Revenue Code, or the corresponding section of any future tax code.

**75 Article IX. Limitation of Liability and Indemnification**

76 To the fullest extent permitted by Virginia law, as now in effect or as may hereafter be amended,  
77 no Director or Officer of the Church shall be personally liable for damages in any proceeding  
78 brought by or in the right of the Church, or in connection with any claim, action, suit or  
79 proceeding to which he or she may be or is made a party by reason of being or having been an  
80 Officer or Director of the Church, provided, however, that such relief from liability shall not  
81 apply in any instance where such relief is inconsistent with any provision applicable to  
82 corporations described in Section 501(c)(3) of the Internal Revenue Code or Virginia law for  
83 indemnification by non-profit corporations and churches.



98

**DOCUMENT CHANGE LOG**

No.	Revision	Date	Description of Change
1	2015-A	1/25/2015	Initial document release approved in WBC business session held 1/25/2015.
2	2015-B	11/8/2015	There were no changes proposed or made at the WBC Annual Business Meeting held 11/8/2015. This update only changes the date of this document to keep it in sync with the Constitution and Bylaws.

99

100

101

*(This page intentionally left blank)*