

**ARTICLES OF INCORPORATION
OF
ST. JOHN EVANGELICAL LUTHERAN CHURCH OF ROANOKE, VIRGINIA**

I hereby form a non-stock corporation under Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended, and to that end set forth the following:

**ARTICLE I
NAME**

The name of this corporation is: **St. John Evangelical Lutheran Church of Roanoke, Virginia**, hereafter referred to as the “Church”. The principal place of worship of this Church shall be 4608 Brambleton Avenue, SW, Roanoke, Virginia, 24018, which may be subject to change from time to time by the Church’s Board of Directors.

**ARTICLE II
PRINCIPAL ADDRESS**

The principal office and legal address of the Church shall be 4608 Brambleton Avenue, SW, Roanoke, Virginia, 24018, subject to change from time to time by the Church’s Board of Directors.

**ARTICLE III
PURPOSES**

A. This Church is organized for religious, charitable and educational purposes, including but not limited to fostering and promoting the Kingdom of God, calling, commissioning, ordaining, overseeing and supporting ministers of the Gospel of Jesus Christ, Christian worship, evangelism, and mission, Christian education, discipleship and fellowship, and ministry and outreach service to the poor and those in need according to Biblical principles and the Confession of Faith set forth in its Constitution, and is and shall be operated exclusively as a non-profit, non-stock corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. As a corporation, and in furtherance of these purposes, the Church shall have such additional powers as are permitted by the laws of the Commonwealth of Virginia as amended from time to time. The governing documents of this Church shall be these Articles and its Constitution, which shall also serve as its Bylaws.

B. As a corporation, the Church shall have and exercise all powers and authorities now or hereafter conferred upon non-stock corporations under the laws of the Commonwealth of Virginia. However, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any incorporator, its members, trustee, director, Council member, or officer of the Corporation or any private person, 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 these Articles. 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, the corporation shall not carry on any other 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

C. This 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 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.

ARTICLE IV **MEMBERSHIP**

This corporation shall not issue stock, but shall have members. The prerequisites, classes, duties, privileges, voting rights, admission and discipline of members shall be provided for in the Constitution of this Church. The meetings of the membership of the corporation, including the annual meeting, shall be held at such times and places as are fixed by the President or as otherwise permitted by the Church Constitution. The members of this Church shall not be liable for, nor subject to the payment of the debts or obligation of the corporation

ARTICLE V **BOARD OF DIRECTORS**

A. There shall be a Board of Directors of this corporation consisting of at least seven (7) members, but no more than twenty-one (21) members, one of whom shall be the Senior Pastor. The duly elected members of the Congregational Council shall constitute the Board of Directors of this corporation, and there shall be no need for a separate vote to elect them as directors.

B. The initial directors of the corporation are the current members of the Congregational Council:

Rev. Mark Graham, 3346 Woodland Drive SW, Roanoke, VA 24015;
Rev. Elijah Mwitanti, 6375 Stonecroft Court, Roanoke, VA 24018;
Roger Kronau, 6026 Trinity Court, Roanoke, VA 24018;
Chriss Davies-Ross, 3940 Buck Mountain Rd., Roanoke, VA 24018;
Gina Hawkins, 2908 Dover Dr., Roanoke, VA 24018;
Sam Cox, 6272 Stratford Way, Roanoke, VA 24018;
Norman Harris, 6349 Spring Run Drive, Roanoke, VA 24018;
Craig Jacobsen, 5384 Montague Way, Roanoke, VA 24018;

Wayne Lockwood, 6038 Burnham Rd., Roanoke, VA 24018;
Kim Mackey, 5057 Williamsburg Court, Roanoke, VA 24018;
Tony Mardian, 3213 Colonial Ave., Roanoke, VA 24018;
Jane Martin, 2244 Windsor Ave., Roanoke, VA 24015;
Mark Schmidt, 1177 Longview Road, Roanoke, VA 24018;
Janet Thompson, 1809 Ashbury Drive, Roanoke, VA 24012.

C. The election and appointment of new members of the Church's Congregational Council who will serve as directors, the powers, duties, responsibilities and provisions for the removal of members of Council shall be provided for in the Church's Constitution.

ARTICLE VI **OFFICERS**

This corporation shall have such officers as the Church's Congregational Council shall decide, but there shall be at least a President, Vice-President, Secretary, and Treasurer. The officers elected or appointed by the Congregational Council in accordance with the provisions of the Church Constitution shall also serve as the same positions on behalf of the corporation, and there shall be no need for a separate election once elected or appointed by the Church's Congregational Council. The powers, duties, responsibilities, and provisions for the appointment, election and removal of the officers are provided for in the Church Constitution.

ARTICLE VII **REGISTERED AGENT & BUSINESS OFFICE**

The initial registered agent for the corporation is W. David Paxton, Esq., who is a resident of Virginia and a member of the Virginia State Bar. The Corporation's initial registered office, which is identical to the business office of the initial registered agent is: Gentry Locke Rakes & Moore, 10 Franklin Road, SE, Post Office Box 40013, in the City of Roanoke, Virginia 24022-0013. This registered office is physically located in the City of Roanoke, Virginia.

ARTICLE VIII **BYLAWS**

The Bylaws of this corporation shall be known as the Constitution of St. John Evangelical Lutheran Church of Roanoke, Virginia, and shall be established or amended by a properly called meeting of the members as set forth therein.

ARTICLE IX **INDEMNIFICATION**

A. No current or former member of the Board of Directors, or the Congregational Council, and no current or former officer of the corporation shall be

personally liable for the performance of any contract or agreement entered into on behalf of the Church.

B. Without waiving any applicable immunity or privileges that may apply, and without excluding any other rights these individuals may have in connection to potential claims against a church, its officers, members and agents, this corporation shall, to the fullest extent permitted by the laws of Virginia, indemnify and hold each person harmless who, is made a party (or is threatened to be made a party) to any Proceeding by reason of the fact that such person is or was a member of the Board of Directors or Congregation Council, Officer, Trustee, Pastor, designated lay leader, employee, agent, or an appointed member of any other committee of this Church. A Proceeding shall include any civil, criminal, administrative, arbitration, or investigative proceeding.

C. Notwithstanding the foregoing, this right of indemnification 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 Code, or in Virginia law for the indemnification by a non-profit corporation, including without limitation, a situation where the person is adjudged guilty of a crime or liable because of his/her own gross negligence, bad faith or intentional misconduct,

D. This duty to indemnify includes advancing of defense costs provided appropriate representations as required by state law are made, and shall include any liabilities, judgments, settlements, costs, and expenses incurred (including attorney fees) in connection with the Proceedings. The corporation may purchase insurance to provide coverage and financial resources to honor this commitment.

ARTICLE X **DISTRIBUTION OF ASSETS**

Upon dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation pay over or deliver all of the assets of the Corporation to one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code. Any assets not so disposed shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the city or county in which the principal office of the corporation is then located.

ARTICLE XI **AMENDMENTS**

Amendments to these Articles will be made in accordance with Code of Virginia, and the following provisions: (a) the Board of Directors may propose amendment(s) to the Articles to the members; (b) when this occurs, the Secretary shall send a copy of the proposed Amendment, along with any explanation for the amendment and written notice of a membership meeting, (c) this notice shall be sent to all voting members of the Church at least twenty-five (25) days prior the meeting, and (d) following issuance of proper notice, at

a meeting where a quorum of the membership (as defined in the Church's Constitution) is present, then the Amendment(s) shall be approved if there a positive vote in favor of the Amendment(s) of at least two-thirds (2/3rds) of the members present and voting.

_____, Incorporator
W. David Paxton, Esq.