

**ARTICLES OF INCORPORATION**  
**OF**  
**LUTHERAN CHURCH OF OUR SAVIOUR**

**ARTICLE I - NAME**

The name of the corporation is LUTHERAN CHURCH OF OUR SAVIOUR.

**ARTICLE II - PURPOSES AND POWERS**

The purposes for which the corporation is organized and the powers, in addition to those provided by general law, which it is to enjoy are as follows:

(a) To organize and operate a nonprofit ecclesiastical corporation organized and operated exclusively for charitable, religious, educational, and scientific 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.

(b) To have all the powers of a purely charitable, non-profit, eleemosynary organization within the definition of Section 501(c)(3) of the Internal Revenue Code of the United States of 1986 as at any time amended, and to have and enjoy all powers permitted such a corporation by virtue of the Code of Virginia of 1950, as at any time amended.

(c) Notwithstanding the above, no part of the assets and/or net earnings of the corporation shall inure to the benefit 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 this article. In addition, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor participation, or intervention (including the publishing or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office, nor shall the corporation operate for the purpose of carrying on a trade or business for profit.

(d) 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 the 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 the corresponding section of any future federal tax code.

### **ARTICLE III - MEMBERS**

The corporation shall have one class of members, hereinafter known as "Voting Members of the congregation", or "Members". Members shall be those baptized and confirmed persons on the roll of the corporation's congregation who have communed in the congregation and who have made a contribution of record to the congregation, and shall have all rights and responsibilities as the corporation's governing constitution and bylaws provide.

### **ARTICLE IV – CHURCH COUNCIL**

The management of the corporation shall be vested in the Church Council, which Council shall consist of not less than six (6) members, and such additional members as

shall be set forth in the Constitution and By-Laws from time to time. All members of the Church Council, subsequent to the initial Church Council as set forth herein, shall be elected by the Members in accordance with the Constitution and By-Laws, by simple majority vote. Any vacancy caused by the resignation, death or otherwise, of a Council Member whose term has not expired shall be filled by the Church Council in accordance with the Constitution and By-Laws, for the unexpired term. The term of office for a Church Council Member shall be for such time as the corporation's constitution and By-Laws provide.

#### **ARTICLE V - PROVISION FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION**

(a) In the event of dissolution of the corporation, all of its assets shall be considered as dedicated to any exempt purpose, within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of 1986, as at any time amended and such assets shall be distributed to such religious, charitable, scientific, educational or other exempt organization as shall have been determined under the aforesaid Code Section of the Internal Revenue Code to be tax-exempt. The choice of such tax-exempt organization or organizations to which such distribution is to be made shall be made by the Church Council Members of this corporation holding office at the time of such dissolution and the Church Council shall be governed by the Constitution of the corporation as adopted and amended by the Members of the Congregation. All references herein to provisions of the Internal Revenue code of 1986 shall be deemed to include statutes which succeed such provisions.

(b) Each Council Member and officer shall be indemnified by the corporation

against liabilities, fines, penalties and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a Council Member or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him/her in connection therewith, except in relation to matters as to which he/she shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his/her duty as such Council Member or officer. In the event of any judgment against such Council Member or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a Council Member of the corporation, by the Church Council, and otherwise by independent counsel to be appointed by the Church Council, that in its or his opinion such Council Member or officer was not guilty of gross negligence or willful misconduct in the performance of his/her duty, and, in the event of a settlement, that such settlement was, or if still to be made is, in the best interests of the corporation. If the determination is to be made by the Church Council, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to Council Member or officer shall include every Council Member or officer or former Council Member or officer of the corporation and every person to have served at its request as a Council Member or officer of another corporation in which the corporation owns shares of stock or of which it is a creditor or, in the case of a non-stock corporation, to which the Corporation contributes, and, in all of such cases, his executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any Council Member or officer may be entitled.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall be composed as follows: Linda Dugent, Rob Foster, Don Harmon, Tim Hesson, John Morton, Debbie Nagle, Ron Magnuson, Charlie Pike, Jean Webber and Amy Werth.

## **ARTICLE VII - REGISTERED OFFICE AND AGENT**

The post office address of the initial registered office is 5104 W Village Green Drive, Suite 108, Midlothian, Virginia 23112. The name of the county in which the initial registered office is located is Chesterfield, Virginia. The name of the initial registered agent is Bourdow, Bowen & Ellis, P.C., a professional corporation authorized to transact business in the Commonwealth of Virginia, and whose business address is the same as the registered office of the corporation.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Michael G. Bowen, Incorporator