

**ARTICLES OF INCORPORATION
OF
GREAT BRIDGE BAPTIST CHURCH**

The undersigned forms a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and to that end sets forth the following articles.

ARTICLE I

NAME

The name of the Corporation is **Great Bridge Baptist Church** (hereinafter, the “Corporation”).

ARTICLE II

PURPOSES

Section 1. Purposes. The Corporation is organized exclusively for religious, charitable, and educational purposes. In its operations, the Corporation shall pursue the purposes, mission and values contained in the Constitution of the Corporation.

Section 2. No Private Inurement. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes and benefits may be conferred that are in conformity with those purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder (the “Code and Regulations”) or by an organization contributions to which are deductible under the Code and Regulations.

Section 4. Dissolution. Upon dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring the same to such other organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes that are consistent with the purposes set forth in Section 1 above as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and Regulations, as the members of the Corporation shall determine and direct the board of

directors. Preference shall be given to any successor church or other religious organization the members of which include a majority of the members of the Corporation. Any such assets not so disposed of shall be disposed of pursuant to order of any court of record with general equity jurisdiction in the city of the Commonwealth of Virginia where the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations that are organized or operated exclusively for such purposes as such court shall determine.

ARTICLE III

MEMBERS

Section 1. Membership. The Corporation shall have one class of members. The membership of the Corporation shall consist of the members of the Corporation elected as provided in the Bylaws of the Corporation and members at Great Bridge Baptist Church as of the date of these Articles of Incorporation that have not had their membership terminated as provided in the Bylaws of the Corporation. The rights of members shall be as provided in the Bylaws of the Corporation.

Section 2. Voting. Each member of the Corporation shall be entitled to vote at all meetings of the members of the Corporation in accordance with the provisions of the Corporation's bylaws.

ARTICLE IV

DIRECTORS

Section 1. Number and Term. The corporate powers of the Corporation shall be exercised by the board of directors, which shall consist of those persons elected from time to time as trustees of the Corporation in the manner provided in the Bylaws of the Corporation. The term of office of each director shall be coextensive with that director's term of office as a trustee.

Section 2. Initial Directors. The initial directors of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Randolph Cromwell	536 Beauregard Dr., Chesapeake, VA 23322
Robert E. Old	719 Fentress Rd., Chesapeake, VA 23322
Carl Pope, Jr.	500 Meridian Dr., Chesapeake, VA 23322

Section 3. Authority of Directors. Notwithstanding any provision set forth in the Code of Virginia, the authority of the board of directors to act for and manage the Corporation shall be limited by and subject to the direction of the members of the Corporation, as described in the Bylaws of the Corporation.

Section 4. Removal of Directors. A director may be removed only in the manner provided for in the Bylaws of the Corporation.

Section 5. Vacancies. A vacancy on the Board of Directors shall be filled in the manner provided for in the Bylaws of the Corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent and address of its registered office in Virginia will be Jim Wheaton, Troutman Sanders LLP, 222 Central Park Avenue, Suite 2000, Virginia Beach, Virginia 23462. The registered agent is a member of the Virginia State Bar, and the registered office locality is the City of Virginia Beach, Virginia.

ARTICLE VI

LIMITATION OF LIABILITY

In any proceeding brought by or in the right of the Corporation or brought by or on behalf of the members of the Corporation, an officer or director of the Corporation shall have no monetary liability for damages except to the extent the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

ARTICLE VII

AMENDMENTS

These articles of incorporation may be amended by a vote of a three-fourths (3/4) majority of members present and voting at a meeting of the members of the Corporation. No amendment shall be considered at a meeting of the members of the Corporation unless the proposed amendment shall have been made available to all members at least twenty-five (25) days prior to the meeting at which it is being considered.

DATED: December _____, 2008

_____, Incorporator

Jim Wheaton
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