

ARTICLES OF INCORPORATION
OF
MIDDLE DISTRICT BAPTIST ASSOCIATION

The undersigned, desiring to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, 1950, as amended, set forth the following:

ARTICLE ONE
NAME

The name of the corporation shall be Middle District Baptist Association (the "Association").

ARTICLE TWO
PURPOSES AND POWERS

1. The primary purpose of the Association is to connect, mobilize, start and strengthen churches to reach their community and beyond with the transforming love of Jesus. In furtherance of such purpose, the Association is committed to practicing Baptist distinctives and living out the Great Commission of Jesus Christ (Matthew 28:19-21). The Association is organized and is to be operated for religious, charitable and educational purposes, as an organization of churches exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor statute of similar import (the "Code"). The Association is not organized for profit and it is not authorized to issue capital stock.

2. The assets of the Association shall be at all times dedicated to religious, charitable and educational purposes, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Association, the remaining assets of the Association, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Association and qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

3. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Association 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 Association shall not carry on

any activities prohibited to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code.

4. The Association 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 Internal Revenue Code. No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Association's religious, charitable or educational purposes, or if it would require serving a private as opposed to a public interest.

5. The Association shall do any and all lawful things which may be necessary, suitable, or proper for the furtherance or accomplishment of the purposes and powers of the Association, and shall exercise all powers possessed by Virginia corporations, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

ARTICLE THREE REGISTERED OFFICE AND AGENT

1. The initial registered office of the Association is 9507, Suite D1, Hull Street Road, Richmond, Virginia 23236. The name of the County in which the initial registered office is physically located in Chesterfield County, Virginia. The Association may change this office and also have offices elsewhere, at such other places as the Board of Directors may from time to time select.

2. The name of the initial registered agent is Jim Hamacher, who is a resident of Virginia, a director of the corporation and whose business address is identical to the registered office.

ARTICLE FOUR MEMBERSHIP

Membership in the Association shall be limited to Baptist churches within the Counties of Chesterfield, Powhatan, Amelia and the City of Richmond, Virginia, that maintain New Testament principles and Baptist distinctives, and through cooperation and harmony, fulfill the purposes of the organization. Subject to the foregoing, the Association's Bylaws (the "Bylaws") shall establish rights, obligations, privileges and qualifications for membership, and the procedures for election of members.

ARTICLE FIVE OFFICERS

The officers of the Association shall be President, Vice President, Secretary and such other officers as may be set forth in the Bylaws. The election, duties, responsibilities and provisions for the removal of the officers of the Association shall be set forth in the Bylaws.

ARTICLE SIX DIRECTORS AND ORGANIZATION

1. The affairs of the Corporation shall be managed by the Board of Directors. The total number of Directors shall not be less than six (6) nor more than twenty-one (21), and may be increased or decreased from time to time by amendment of the Bylaws. Subject to the staggered terms of office set forth in paragraph 2 below, Directors shall be elected by the members of the Association at the annual meeting of the members.

2. Each Director shall serve a three year term; provided however, for the initial term of Directors, there shall be three groups of Directors elected for the purpose of establishing staggered terms. The three groups shall consist of one-third of the Directors who shall serve a one year term, one-third of the Directors who shall serve a two year term, and one-third of the Directors who shall serve a full three year term. Following completion of the initial term, all directors shall be elected for a three year term.

3. The duties, responsibilities and provisions for the removal of the directors of the Association shall be set forth in the Bylaws or as prescribed by the Code of Virginia. The Association shall have such committees and other advisory groups as may be set forth in the Bylaws.

4. The initial Directors of the Association are as follows:

Mrs. Eldean Scruggs, 3175 Academy Farm, Road, Powhatan, VA 23139
Mr. Mike Gafford, 22101 Sappony Road, Moseley, VA, 23120
Mrs. Dawana Sheppard, 3907 Fighting Creek Drive, Powhatan, VA, 23139
Mr. Bruce Bartlam, 5700 Clayville Road, Moseley, VA, 23120
Rev. Jeff Beard, 3853 Wildwood Shores Court, Powhatan, VA, 23139
Mr. Allen Thompson, 19902 Ivan Road, Petersburg, VA, 23803
Rev. Ed Stansfield, 8100 Healthbluff Court, Chesterfield, VA, 23832
Mr. Claude Derrick, PO Box 995, Chesterfield, VA, 23838
Dr. Jim Hamacher, MDBA, 9413-D Hull Street Road, Richmond, VA, 23236

ARTICLE SEVEN INDEMNIFICATION

To the fullest extent permitted by Virginia law, as now in effect or as may hereafter be amended, no director or officer of the Association shall be personally liable for damages in any proceeding brought by or in the right of the Association, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Association, provided, however, that such relief from liability 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 Internal Revenue Code or Virginia law for indemnification by non-profit corporations. The Association shall indemnify its employees and agents to the extent and under the procedures authorized by the Board of Directors of the Association and provided by law.

ARTICLE EIGHT ELIMINATION OF LIABILITY

1. To the maximum extent permitted by Virginia Code Section 13.1-870.1 or any successor provision thereto, or any other statutory or decisional law, no officer or director of the Association shall be liable for any amount in any proceeding brought by or in the right of the Association or brought by or on behalf of members of the Association against such officer or director.

2. No amendment to or repeal of this Article shall limit or eliminate the benefits provided to directors and officers of the Association hereunder with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE NINE AMENDMENTS

These Articles of Incorporation may be altered or amended at any regular meeting of the Association or at a meeting duly called for that purpose, upon recommendation of the Leadership Committee and provided that notice of the change or changes proposed shall have been given to the members at least forty-five (45) days in advance. A two-thirds (2/3) majority of the members present and voting is required to amend or alter these Articles.

GIVEN under my hand this 31st day of October, 2008.

Incorporator:



Michael P. Lafayette, Esquire