

**ARTICLES OF INCORPORATION  
OF  
HARRISONBURG UNITARIAN UNIVERSALISTS**

1. **Name, Place of Worship and Purposes.** The name of the church corporation is Harrisonburg Unitarian Universalists, hereinafter referred to as “the Congregation.” The principal place of worship of the Congregation shall initially be located at 4101 Rawley Pike, Harrisonburg, VA 22801, and may be changed from time to time by the Board of Directors.

The Congregation is organized and shall be operated exclusively as a nonprofit religious organization, for the religious, charitable and educational purposes stated herein including but not limited to licensing, commissioning and overseeing ministers, religious programs and events, ministry to the vulnerable populations in our community, religious education, and fellowship, and is as an organization 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 Congregation is not organized for profit and it is not authorized to issue capital stock but may do any and all lawful acts that may be necessary or useful for the furtherance of its purposes.

2. **Registered Agent and Office.** The name of the initial registered agent of the Congregation is Showers and Associates, P.C., a Virginia corporation. The address of the initial registered office, which is the same address as for the registered agent, shall be 305 Harrison Street SE, Third Floor, Leesburg, Loudoun County, VA 20175.
3. **Principal Office.** The principal office of the Congregation shall be 4101 Rawley Pike, Harrisonburg, VA 22801, and may be changed from time to time by the Board of Directors.
4. **Members.** The Congregation will have members, but the membership prerequisites, classes, duties, privileges, voting rights, admission, dismissal and discipline shall be provided for in the Bylaws of the Congregation according to the Code of Virginia.
5. **Directors.** The initial Directors of the Congregation are as follows:

Nancy Barbour, 4101 Rawley Pike, Harrisonburg, VA 22801  
Jo Bowman, 4101 Rawley Pike, Harrisonburg, VA 22801  
Linda Dirscherl, 4101 Rawley Pike, Harrisonburg, VA 22801  
Richard Foust, 4101 Rawley Pike, Harrisonburg, VA 22801  
David Lane, 4101 Rawley Pike, Harrisonburg, VA 22801  
Jo Anne St. Clair, 4101 Rawley Pike, Harrisonburg, VA 22801  
Richard Sider, 4101 Rawley Pike, Harrisonburg, VA 22801

The Board of Directors shall nominate and the members shall elect directors by a majority of the votes cast at a duly held meeting, according to the Bylaws and the Code of Virginia. Duties, responsibilities and provisions for removal of the directors shall be established pursuant to the Bylaws.

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

7. **Tax-Exempt Provisions.** The Congregation is organized exclusively for charitable, educational, and religious 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.

The Congregation 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 Congregation's religious, charitable or educational purposes, or if it would require serving a private as opposed to a public interest.

8. **Tax-Exempt Restrictions.** No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Congregation and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part of the activities of the Congregation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Congregation 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 Congregation shall not carry on any 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 or by a corporation's contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.
9. **Limitation of Liability and 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 Congregation shall be personally liable for damages in any proceeding brought by or in the right of the Congregation, 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 Congregation, 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 and churches.
10. **Amendments.** Amendments to these Articles will be in accordance with the Code of Virginia, including, but not limited to, the provisions where the members or Board of Directors will propose the amendment(s), and after at least thirty (30) days written notice to all Congregation members, approval by the members will require three-fourths (3/4) or more of all the votes cast for the Amendment(s) at a duly held meeting.

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Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

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H. Robert Showers, Esq., Managing Owner  
Showers and Associates, PC  
Registered Agent

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Date

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H. Robert Showers, Esq., Incorporator  
Simms Showers, LLP  
305 Harrison Street SE, Third Floor  
Leesburg, VA 20175  
(703) 771-4671 (phone)  
(703) 771-4681 (fax)

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Date