

ARTICLES OF INCORPORATION OF CHURCH OF THE APOSTLES (ANGLICAN)

The undersigned, pursuant to the Virginia Non-Stock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

I. NAME OF CORPORATION

The name of the corporation is Church of the Apostles (Anglican) (the "Corporation" or the "Church").

II. DURATION

The Corporation's period of duration is perpetual.

III. PURPOSE

The Corporation is a church formed by Anglican Christians united by a common faith in the Lord God Almighty, Father, Son, and Holy Spirit, and a commitment to the trustworthiness of the Holy Scriptures for the purposes of worship, prayer, healing, instruction, education, outreach, missionary activities, charitable activities, and other good works.

The primary mission of the Church is to make visible the power of God's love so that all will come to know Him through Jesus Christ, Our Lord and Savior. The three great streams of Christian tradition are represented in our worship services and church life ("Three Streams, One River"): the catholic: we experience God through liturgy and sacrament; the evangelical: we uphold and proclaim Scripture; and the Pentecostal; we emphasize the power, presence, and gifts of the Holy Spirit in the context of freedom and high expectation.

The Corporation may engage in other activities of a religious, educational, and charitable nature within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the U.S. Internal Revenue Code and in all activities permitted to non-stock corporations under the Code of Virginia and other provisions of the law of the Commonwealth of Virginia.

IV. NONPROFIT ORGANIZATION

The Church is organized exclusively for religious, charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as it may be

amended from time to time (the "Code"), or the corresponding section of any future federal tax Code. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its Members, officers or other private persons, except that the Church shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set for in this provision.

No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of its own statements in favor of or against a particular candidate. Notwithstanding any other provision herein, the Church shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax Code; or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax Code.

V. DISSOLUTION

Upon dissolution of the Church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax Code, as determined by a vote of the Church's Vestry, following procedures set forth in Bylaws adopted by the Vestry, or as otherwise required by law: (a) to one or more Anglican churches dedicated to the worship of Almighty God in accordance with the Purpose, Affiliation, and Statement of Faith set forth in Articles III-V above; or (b) to one or more religious, educational, or charitable, organizations with purposes similar to the Corporation's purposes, provided that such organization(s) shall qualify as an organization operating for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal internal revenue law.

VI. AFFILIATION

The Church has determined to affiliate with and has been accepted as a congregation of the Diocese of the Mid-Atlantic (the "Diocese") in the Anglican Church in North America (the "Province"). The Church reserves the right to disaffiliate and withdraw from the Province and from the Diocese on the considered recommendation of the Rector and the Vestry, as ratified by a vote of the Members, following procedures set forth in Bylaws adopted by the Vestry. ~~The Church also reserves the right to maintain affiliation with the Convocation of Anglicans in North America and to affiliate with other Anglican Dioceses or Provinces or Christian denominations on the considered recommendation of the Rector and the Vestry, as ratified by a vote of the Members, following procedures set forth in Bylaws adopted by the Vestry.~~

VII. STATEMENT OF FAITH

The Church's Members affirm the Fundamental Declarations of the Province and of the Diocese as stated in their Constitutions. These include the following confessions of faith:

1. We believe and confess Jesus Christ to be the Way, the Truth, and the Life: no one comes to the Father but by Him.
2. We confess the canonical books of the Old and New Testaments to be the inspired Word of God.
3. We follow Anglican traditions and practices, including participation in the godly historic Episcopate through the laying on of hands, the sacraments of Baptism, the Holy Eucharist, and marriage as a sacred union between one man and one woman, and the use of the Book of Common Prayer as the standard for doctrine and discipline.
4. We confess the historic faith of the undivided church as declared in the three Catholic Creeds: Apostles, Nicene, and Athanasian.
5. We seek to be and remain in full communion with all Anglican Churches, Dioceses and Provinces that hold and maintain the Historic Faith, Doctrine, Sacraments and Discipline of the One, Holy, Catholic, and Apostolic Church and to maintain good relations with all orthodox Christian congregations **Churches**.

VIII. MEMBERS

The Corporation shall have one class ***Rector and Wardens shall maintain a current registry of Members and a list of Eligible Voters of the Church.***

Other than Clergy under authority of the Bishop a Member is any person, who ~~accepts the Purpose, Affiliation, and Statement of Faith set forth above, who regularly participates in church worship and activities, and who contributes financially to the operations of the Church~~ ***has received the sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, and whose baptism has been duly recorded in the Church's register.*** ~~Only persons~~ ***Members*** over the age of sixteen (16), who meet those criteria and others set forth in the Bylaws, are eligible to vote for Vestry and other matters requiring the vote of Members of the Church.

The Bylaws shall contain provisions concerning criteria for qualification as a Church Member, voting rights of Members, and procedures for fixing the record date and for identifying eligible Voters prior to any vote of Members and for providing Notice of meetings of Members.

At least one annual meeting of Members shall be held in every calendar year, for purposes of electing Vestry members and conducting other business. Additional meetings may be held as determined by the Rector or Wardens on Notice as provided in the Bylaws.

IX. OFFICERS

The officers of the Corporation shall include the Rector, the Senior Warden, the Junior Warden, the Treasurer, and such additional officers as may be specified in the Bylaws. The Bylaws shall specify the qualifications, powers, and duties of each officer.

X. VESTRY

The management of the corporation resides in the Vestry, which shall have all the powers of a Board of Directors under the Virginia Nonstock Corporations Act. The Vestry shall adopt Bylaws of the Corporation and may amend them from time to time.

The Vestry shall consist of the Rector *ex officio* and ~~twelve Lay Members~~ **no fewer than nine (9) duly elected members**, including a Senior Warden, a Junior Warden, and ~~ten (10)~~ **seven (7)** other Vestrymen or Vestrywomen **duly elected members**.

Only Church Members eligible to vote, who are eighteen years of age or over and who have been confirmed or received by a Bishop of the Province or another province of the Anglican Communion, shall be eligible to serve as a Member of the Vestry. The Bylaws may set forth additional criteria for Vestry service. Prior to commencing service as a Vestry Member, each Member of the Vestry shall affirm: (1) a personal commitment to the Purposes, Affiliation, and Statement of Faith set forth herein; (2) a pledge to serve without any conflict of interest; (3) agreement to faithfully carry out the duties of the Vestry set forth in the Bylaws; (4) the Vestry Oath set forth in the Bylaws; and (5) a pledge to honor the confidentiality of all confidential materials to which the Member will have access during his or her term of service, which confidentiality shall continue indefinitely after the conclusion of the Vestry Member's term of service; **and (6) a pledge to regularly participate in the worship and life of the Church.**

The Bylaws shall specify the timing of Vestry elections, any additional qualifications for Vestry service, procedures for electing Vestry members, and procedures for Vestry meetings and voting.

Each year, the Senior Warden shall be appointed by the Rector and confirmed by the Vestry to hold office for one (1) year. The Senior Warden shall be eligible to hold office for succeeding terms. Each year, the Junior Warden shall be nominated and elected by the Vestry to hold office for one (1) year. The Junior Warden shall be eligible to hold office for succeeding terms.

Each year, one-third of the total number of Vestrymen shall be elected to hold office for three (3) years. Members of the Vestry shall continue in office until their successors are chosen. Should a vacancy occur among the Members of the Vestry during the year between Annual Vestry Elections, the Vestry shall have power to fill the same. Retiring Vestry Members shall be ineligible for immediate re-election for a succeeding term.

XI. INDEMNIFICATION

The Corporation will provide indemnification to clergy, officers, employees, trustees, volunteers, and Vestry members to the fullest extent permitted by the Virginia Non-Stock Corporation Act, Section 13.1-880, et seq., for defense costs and damages, for alleged acts or omissions committed in those capacities, and shall advance funds to pay for or reimburse expenses in accordance with Sections 13.1-878 and Section 13.1-883.

XIII.
AMENDMENT

These Articles of Incorporation may be amended by a vote of Members, following approval of the amendments by the Vestry and transmittal of a recommendation to the Members by the Vestry, which vote shall follow procedures and voting requirements set forth in the Bylaws that are consistent with the Virginia Non-Stock Corporation Act.

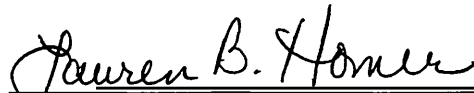
XIV.
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent is a member of the Church, which is located in Fairfax, Virginia. The registered agent and the registered office of the Corporation are Philip J. Rooney, 3215 Amberley Lane, Fairfax, VA 22031-2701.

XV.
INCORPORATOR

The name and address of the incorporator is:

Lauren B. Homer, 13102 Parson Lane, Fairfax, VA 22033.



Lauren B. Homer, Incorporator

Date: January 20, 2012