

ARTICLES OF INCORPORATION
OF
VIRGINIA BAPTIST COLLEGE

TO: The State Corporation Commission
Richmond, Virginia

The undersigned person of the age of eighteen years or more, acting as incorporator of a corporation, adopts the following Articles of Incorporation for such corporation pursuant to the Virginia Non-stock Corporation Act.

1. The name of the corporation is:

Virginia Baptist College
2. The period of existence shall be perpetual.
3. This corporation is organized, and shall be administered and operated, exclusively to receive, administer and expend funds for the following educational and religious purpose, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:
 - a. As an institution of higher learning which will offer various degree programs to prepare Christians to fulfill the Great Commission by training and equipping Christians to do the work of the ministry in order to build the body of Christ.
 - b. To engage in any and all lawful activities incidental to the foregoing purpose except as restricted herein.

In order to accomplish the foregoing educational and religious purposes, the corporation shall have all the powers granted to non-stock corporations by Sections 13.1-826 and 13.1-827 of the Code of Virginia, and may do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

4. This corporation will not discriminate on the basis of race, color, national origin, sex, age, disability, marital status, or any other characteristic in accordance with the Doctrinal Statement of the Holy Scriptures. This corporation does reserve the right to admit students or hire/dismiss employees on the basis of religion, creed, and moral behavior, as an integral part of its purpose and mission.

5. The corporation shall have no members.
6. The number of Directors shall be fixed by the Bylaws, but not be fewer than seven. The terms of the initial Directors set forth in Article 6 shall expire at the annual meeting following the organizational meeting. Thereafter, the Board of Directors will be elected annually by their successors for a term of three years. The extent of the authority of the Board of Directors shall be subject to any limitations set forth in the Bylaws.
7. The number of Directors constituting the initial Board shall be eight (8), and their names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Don Forrester	4024 Bonnie Brae Court Fredericksburg, VA 22407
Dan Wells	8399 Castaway Drive Fort Collins, CO 80528
Gary Kidd	8914 Bald Hill Place Burke, VA 22015
Bob Dailey	6103 Linsert Lane Fredericksburg, VA 22401
Dennis Lister	1108 Rappahannock Ave Fredericksburg, VA 22401
Mike Reid	115 Town and Country Drive Fredericksburg, VA 22405-8725
John Halsey	5513 Enoree Lane Raleigh, NC 27616
David Whitley	4215 Amelia Drive Fredericksburg, VA 22408

8. The initial registered office of the corporation shall be 4105 Plank Road, Fredericksburg, Virginia 22407, located in the City of Fredericksburg. The name of the individual registered agent at such address is Don Forrester, who is a resident of Virginia and an initial Director of the Corporation, and whose business office is identical with the registered office.
9. No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to its members, directors, 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 Article Three hereof. No substantial part of the activities of the

corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or against) any candidate for public office. Notwithstanding any other provision of these Articles, the corporation 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 of 1986. (Any reference in these Articles to the Internal Revenue Code of 1986 shall be deemed to refer also to the corresponding provision(s) of any subsequent federal tax law.)

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings described in Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investment in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986.

10. In any proceeding brought by or in the right of the corporation, no officer or director shall be liable for any damages arising out of any one or more transactions, occurrences, or courses of conduct. The preceding sentence shall not apply to any transaction, occurrence, or course of conduct with respect to which the officer or director engaged in willful misconduct or in knowing violation of the criminal law or federal or state law.
11. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefore shall be distributed exclusively for its religious, charitable, or educational purposes, or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code, as the Board of Directors shall determine.
12. The name and address of the incorporator is Don Forrester, 4105 Plank Road, Fredericksburg, VA 22407.

Date: May 20, 2010

Don C. Forrester

Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 7, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of
Virginia Baptist College

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

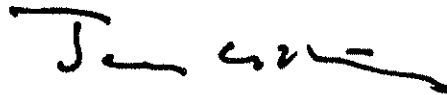
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective June 7, 2010.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Virginia Baptist College on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
June 21, 2010*

Joel H. Peck

Joel H. Peck, Clerk of the Commission