

# **ARTICLES OF INCORPORATION OF COMMUNITY LUTHERAN PARTNERS, INC.**

The undersigned, acting as the Incorporator of a corporation under Section 27, Article 1, Chapter 31 of the Code of West Virginia, adopt the following Articles of Incorporation for such corporation:

1. The undersigned agree to become a corporation by the name of Community Lutheran Partners, Inc (the “Corporation”)
2. The address of the principal office of said corporation will be located at The Atrium, 503 Morgantown Avenue, Suite 100, Fairmont, Marion County, West Virginia, 26554-4374.
3. It is the intent of Community Lutheran Partners, Inc. to be affiliated with the Evangelical Lutheran Church in America and function in accordance with the church body criteria and provisions.
4. The sole corporate member of the Corporation shall be the West Virginia-Western Maryland Synod of the Evangelical Lutheran Church in America (the “Synod”). Other persons or entities may become members as the Board of Directors may, from time to time, decide with the concurrence of the Synod.
5. The purposes for which this corporation are formed are as follows:
  - A. Since the Synod is a servant synod committed to the development of unique responses to the needs of the vulnerable through education, direct service and advocacy, the primary purpose of the Corporation shall be to facilitate social ministry development among the congregations and groups of congregations throughout the territory of the Synod, including, where possible, ecumenical, interfaith and community partnerships.
  - B. To carry on and perform any other businesses or services whatsoever that the Corporation may deem proper and convenient or otherwise, to do all things specified in West Virginia Code Section 31-1-8, and to have and exercise all powers conferred by the laws of the State of West Virginia now in effect or hereafter enacted.
6. The Corporation shall exercise all powers accorded a West Virginia non-profit corporation but only to the extent the exercise of such powers are in furtherance of exempt purposes as hereinafter provided.
7. No part of the net earnings of the Corporation shall inure to 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 these Articles 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any

future United States Internal Revenue Law).

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer and convey all of the assets of the Corporation to the West Virginia-Western Maryland Synod of the Evangelical Lutheran Church in America (the Synod), or its successor(s), to be used exclusively for the purposes of the Corporation.

9. The initial Bylaws of the Corporation shall be adopted by the Board of Directors, and the power to alter, amend and repeal the Bylaws or adopt new Bylaws shall be specifically reserved to the Board of Directors in accordance with the provisions of Article 5 of the Corporations Bylaws.

10. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

11. The Corporation shall be empowered and authorized to indemnify, as permitted by law, its officers and directors as may be determined, from time to time, by the Board of Directors.

12. The Corporation itself shall be solely responsible for the management and fiscal affairs of the Corporation and for the payment of any debts and liabilities incurred by the corporation.

13. The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of West Virginia or of the United States of America.

14. The power to adopt, alter, amend and repeal the Bylaws or adopt new By Laws shall be specifically vested in the Board of Directors.

15. Proposed changes in the Articles of Incorporation or Bylaws that relate to affiliation with the Evangelical Lutheran Church in America will be submitted to the corporate member for its approval. The same proposed changes will be submitted to the ELCA Division for Church in Society, or its successor, for review prior to action by members of the corporation. Other proposed changes will be reported and acted upon by the membership as provided in the governing documents

16. The name and address of the Incorporator is:  
Bishop Ralph Duncan, The Atrium, 503 Morgantown Avenue, Suite 100, Fairmont, West Virginia,  
26554-4374.

17. The existence of this corporation is to be perpetual.

18. The majority of the Board of Directors of Community Lutheran Partners, Inc. shall be members of Lutheran congregations.

19. The Synod Council will elect a majority of the Board of Directors, upon recommendation by the Board of Directors of Community Lutheran Partners, Inc. All other members of the Board of Directors shall be elected by the Board of Directors. The Board of Directors shall fix and determine, from time to time, the number of members constituting the Board of Directors and the terms thereof.

20. Notice or process may be sent to: John W. Cooper, P.O. Box 365, Parsons, WV 26287.

21. The number of directors constituting the initial board of directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors until the meeting of the membership are:

NAME ADDRESS

George Friedline 411 Susan Street  
New Martinsville, WV 26155

Lynn Clark 152 Pennsylvania Avenue  
Bridgeport, WV 26330 WV

Sarah Soltow P.O. Box 3623  
Shepherdstown, WV 25443

We, the undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file these Articles of Incorporation, and do solemnly swear or affirm that the information provided in these "Articles of Incorporation" is true to the best of our knowledge, information and belief, and we understand that if we willingly provide false information concerning a material matter or thing herein, we shall be deemed guilty of false swearing and shall be subject to penalties for false swearing. In witness whereof, we have accordingly hereunto set my hand this day of, 2002

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF WEST VIRGINIA

COUNTY OF \_\_\_\_\_, to-wit:

I, \_\_\_\_\_ a Notary Public, in and for the county and state aforesaid, hereby certify that \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_ whose names are signed to the foregoing Articles of Incorporation, dated the \_\_\_\_\_ day of \_\_\_\_\_ 2002, this day personally appeared before me in my said county and acknowledged their signatures to be the same. Further, the above named incorporators, being first duly sworn, say that the information provided herein is true and correct to the best of their knowledge, information and belief.

Taken, subscribed and sworn to by \_\_\_\_\_ this \_\_\_\_\_ day of July, 2002.

(Affix Notarial Seal) \_\_\_\_\_  
Notary Public

My commission expires \_\_\_\_\_  
These Articles of Incorporation were prepared by:

D. Frank Hall, III  
Attorney-at-Law  
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