

**Articles of Incorporation**  
**NorthStar Church Network: An Association of Baptist Congregations**  
**Adopted October 25, 2003**

**Article 1 – Name**

The name of the organization shall be “NorthStar Church Network: An Association of Baptist Congregations” hereinafter referred to as NorthStar Church Network or as the Network (formerly known as Mount Vernon Baptist Association and Potomac Baptist Association).

**Article 2 – Identity**

NorthStar Church Network is a diverse family of autonomous congregations committed to practicing Baptist distinctives and living out the Great Commission of Jesus Christ.

**Article 3 – Purpose**

NorthStar Church Network exists to strengthen congregations by equipping them to maximize their mission, ministry capabilities and potential.

The Network is organized and shall be operated exclusively as a nonprofit association of churches, for the religious, charitable and educational purposes stated herein. The Network is organized and is to be operated for religious 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 Network of churches is not organized for profit and it is not authorized to issue capital stock.

**Article 4 – Task**

NorthStar Church Network shall create cooperative mission and ministry opportunities and coordinate, organize, energize and equip member congregations to live out the Great Commission.

**Article 5 – Relationships**

The Network may cooperate and partner with other mission enterprises and entities as needed in order to pursue its purpose and task.

**Article 6- Registered Office and Agent**

The name of the initial registered agent of the corporation is H. Robert Showers, who is an active member of the Virginia Bar and a Virginia resident. The address of the initial registered office shall be 305 Harrison Street SE Third Floor, Leesburg, Loudoun County, Virginia 20175.

**Article 7- Principal Office**

The principal office of the Network shall be located at 7100 Columbia Pike, Annandale, Virginia 22003 with a secondary office located at 8800 Sudley Road, Suite 308, Manassas, Virginia 20110. The Network may change these offices and also have offices elsewhere, at such other places as the Board of Directors may from time to time select.

## **Article 8 – Membership**

The Network Corporation will have members. The Network members shall consist of Baptist churches that maintain New Testament principles and Baptist distinctives and through cooperation and harmony fulfill the purposes of the organization.

Charter Members of the Network shall be the member churches of Potomac Baptist Association and Mount Vernon Baptist Association with the exception of those churches that notify the Network in writing of the action by their body to withdraw.

Churches applying for membership in the Network will participate in the new member process designed and administered by the appropriate Group. Upon completion of this process, qualified churches will be recommended for membership at the fall plenary session.

There shall be recognition of the autonomy of each member church, which at its discretion, may withdraw its membership upon notification to the Network. A church may be dismissed from membership by a two-thirds vote in a plenary session of the Network.

## **Article 9 – Representation at Meetings**

Each member church shall be entitled to four messengers and may be entitled to additional messengers as provided in the Bylaws of the Network. In addition to elected messengers, Officers shall be ex officio members of the body. The messengers and Officers shall comprise the voting body at plenary sessions of the Network.

## **Article 10- Provision for Distribution of Assets Upon Dissolution**

The period of duration of the Network Corporation is perpetual. However, upon dissolution or winding up of the Network Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Network Corporation 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 Network Corporation is then located.

## **Article 11 – Officers**

The Officers of the Network shall be: a) Moderator, b) Moderator-elect, c) Treasurer, d) Assistant Treasurer(s), and e) Clerk. The duties of the Officers shall be defined in the Bylaws.

## **Article 12 – Directors and Organization**

The Network shall have a Board of Directors, a Network Council, Groups, Teams, and/or Committees as provided in the Bylaws. Directors will be elected by the active members of the Network of churches, according to the Constitution and Bylaws, consistent with the Code of Virginia. Duties, responsibilities, and provisions for the removal of the directors of the corporation shall be established pursuant to the Constitution and Bylaws.

## **Article 13- Tax-exempt Purposes**

The property of this Network Corporation is irrevocably dedicated to charitable, educational, and religious purposes, and 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 Network Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Network Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the

Network Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Network Corporation 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 Network 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 or by a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code.

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

#### **Article 14- 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 Network Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Network Corporation, 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 Network Corporation, 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.

#### **Article 15 – Amendments**

These Articles of Incorporation may be altered or amended at the annual meeting of the Network or at a meeting specially called for that purpose, provided a notice of the change or changes proposed shall have been given to the member churches at least forty-five days in advance. A two-thirds majority of the messengers and officers present and voting is required to amend or alter these Articles.