

**THIRD AMENDED AND  
RESTATED ARTICLES OF INCORPORATION  
OF THE SOUTHERN BAPTIST CONSERVATIVES OF VIRGINIA, INC.**

(As approved at the November 9, 2010 Annual Meeting)

The undersigned, on behalf of the non-profit corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is Southern Baptist Conservatives of Virginia (the Corporation or SBCV).
2. The restatement contains amendments to the Articles of Incorporation in its entirety and replaces all previous Articles of Amendment with Restated Articles of Incorporation filed with the Virginia State Corporation Commission and the original Articles of Incorporation effective August 12, 1993.
3. The text of this third Amendment and Restatement to the Initial Amendment and Restatement is set forth below.
4. This third Amendment and Restatement to the Initial Amendment and Restatement was adopted by the Corporation on November 9, 2010.
5. This third Amendment and Restatement was adopted at a meeting of the Board of Directors by a vote of at least two-thirds of the Directors in office. Member approval of the third Amendment and Restatement was not required because the Corporation has no members.

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION**

1. The name of the corporation is Southern Baptist Conservatives of Virginia, Inc. (the "Corporation" or "SBCV").
2. The objectives and purposes for which the Corporation is formed are religious.
  - A. The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1- 826 and 13.1-827 of the Virginia Nonstock Corporation Act.
  - B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition of any candidate for public office.
  - C. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any person having a personal or private interest in the activities of the

Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments of distributions in furtherance of the purposes set forth in Article 2.

- D. Upon dissolution, after all creditors of the Corporation have been paid, the assets of the Corporation shall be distributed to one or more organizations which qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code and which share the doctrinal position of the Corporation as set forth in its Constitution.
3. The Corporation shall have no "members" as that term is used by the Virginia Nonstock Corporation Act. The Corporation is a Baptist general body and shall have church affiliates with church messengers (the "Messengers") to the SBCV, who shall enjoy the rights provided in the SBCV's Constitution and Bylaws.
  4. All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of, its Board of Directors (which shall sometimes be referred to as the Executive Board or Board of Trustees, and the Directors shall sometimes be referred to as "Trustees") subject to the limitations of the authority of the Board of Directors and subject to the vesting of authority in the Messengers constituting the Annual Meeting, all as contained in these Articles and the Constitution and Bylaws.
  5. The Board of Directors, which shall have no less than three (3) and no more than thirty (30) voting Directors, which fairly represent the areas/regions of the SBCV per the Constitution and Bylaws, shall be composed of persons who shall be elected by the Messengers at the Annual Meeting as provided in the Constitution and Bylaws, plus the President, First Vice President, Second Vice President, Secretary, and Executive Director, and the chairs of the standing committees, each of whom shall serve ex officio with all voting and other rights of a Director. The Treasurer shall serve as an ex-officio member of the Board without voting privileges. A vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, shall be filled by the Messengers.
  6. A Director's term of office shall be three years, unless a Director is elected to a term of fewer years to accomplish a Board of Directors composed of persons who will have terms expiring in each year.
  7. To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Articles, the Corporation shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because he is or was a Trustee, or while a Trustee, is or was serving at the Corporation's request as an Officer, partner, Trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to an officer, employee, or agent of the Corporation who is not a Trustee to the same extent as if he were a Trustee.
  8. The Messengers to the Annual Meeting, and not the Executive Board, shall have the authority to amend the Articles of Incorporation, Constitution and Bylaws, and to authorize merger, dissolution, and the sale, lease, exchange, or other disposition of all, or substantially all, of the assets of the Corporation, otherwise than in the usual and regular course of business, and shall exercise this authority upon the vote of the Messengers registered and voting and otherwise as provided in the Constitution and Bylaws. It shall require a two-thirds (2/3) affirmative vote to

change these Articles of Incorporation. Notice of the proposed amendment(s) shall be given to the member churches at least sixty days in advance of the Annual Meeting.

9. These Articles may be amended by the Messengers at any Annual Meeting of the SBCV by a two thirds (2/3) majority vote of those present and voting, provided that notice of the proposed amendment(s) shall have been given to the affiliated churches at least sixty days in advance of the Annual Meeting.

With sufficient notice to the Messengers, the Board of Directors authorized and the required majority of the Messengers approved these amendments on November 9, 2010.

Executed in the name of the Corporation by:

C. Gordon Ellsworth  
(Signature)

C. Gordon Ellsworth  
(Printed Name)

SCC ID # 0413791-5

1/31/11  
(Date)

Secretary  
(Corporate Title)

757-430-0798  
(telephone number-optional)