

**ARTICLES OF INCORPORATION**  
**DAYSPRING CHRISTIAN SCHOOLS, INC.**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, hereby associate to form a non-stock membership corporation, and to that end set forth the following:

1. The name of the corporation shall be DAYSPRING CHRISTIAN SCHOOLS, INC. (the "Corporation").
2. The purpose of the Corporation is to establish, own and operate an independent Christian school or schools, providing quality religious and academic education to students enrolled in the school(s), as well as any other lawful purpose permitted by Virginia law and not in conflict with the other provisions of these Articles of Incorporation.
3. Notwithstanding the foregoing, this Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. In pursuance of the foregoing purposes, the Corporation shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be

authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of 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 in opposition to 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

4. Members of the Corporation are the parents and/or legal guardians of the children enrolled in Dayspring Christian Schools, and other persons associated with the Corporation who meet the criteria for membership as defined in the Bylaws. The voting rights and privileges of members are specified in the Bylaws.

5. The affairs of the Corporation shall be managed by the Board of Directors, in accordance with the Bylaws of the Corporation. The initial number of Directors of the Corporation shall be six (6), and the number of Directors may

be increased or decreased from time to time by amendments to the Bylaws. The Directors shall be elected by and from the voting membership at the annual membership meeting, as specified in the Bylaws.

6. The names and addresses of the persons to serve as initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Theodore Soper	
Bob Anderson	
Lynn Almond	
Carvel Holton	
Lucy Paulette	
Merci Quinones	

7. The initial registered office of the Corporation is to be located at 205 Church Street, Blacksburg, Virginia, 24060, which is located in Montgomery County, Virginia. The name of the initial registered agent is Harriet D. Dorsey, Attorney at Law, a resident of Virginia and a member of the Virginia State Bar, and whose business office is the Corporation's registered office.

8. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed



action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in connection with such action, suit or proceeding; provided, however, that no such indemnification shall be made if such director, officer, employee or agent shall have been determined to be guilty of gross negligence or willful misconduct in the performance of his duty as such director, officer, employee or agent. In the absence of a judicial or administrative determination of gross negligence or willful misconduct (in which plea of *nollo contendere* or its equivalent shall not be considered such a judicial or administrative determination), the indemnification shall be made if a determination that no gross negligence or willful misconduct exists, which determination shall be made by the Board of Directors by majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or, if such a quorum of disinterested directors so directs, by independent legal counsel and written opinion. The indemnification herein granted shall inure to the benefit of such present or future directors, officers, employees and agents, and their heirs, executors and administrators. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise.

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, prepare a plan of disposal of all of the assets of the corporation in such manner or to such organization or organizations, organized and operated exclusively for charitable, religious, scientific, educational or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under Article 501(c)(3) of the Code; such plan to be ratified by a majority of the voting members assembled at a meeting of the Corporation called in accordance with the Bylaws, prior to execution of the plan by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand this 10<sup>th</sup> day of March, 1999.

Harriet D. Dorsey  
Harriet D. Dorsey, Incorporator

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

March 12, 1999

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

DAYSPRING CHRISTIAN SCHOOLS, INC.

to comply with the requirements of law, and confirms payment of all related 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 March 12, 1999.

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



Commissioner

CORPACPT  
CIS20436  
99-03-11-0068

# 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  
DAYSPRING CHRISTIAN SCHOOLS, INC..

Nothing more is hereby certified.



Signed and Sealed at Richmond  
on this Date: March 23, 1999

*Joel H. Beck*

Clerk of the Commission